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STATE OF FLORIDA
FLORIDA A&M UNIVERSITY

IN RE: SPECIAL COMMITTEE
ON GOVERNANCE

COMMITTEE MEMBERS: TRUSTEE TORY ALSTON
TRUSTEE LUCAS BOYCE
TRUSTEE BETTYE GRABLE
TRUSTEE TONNETTE GRAHAM
TRUSTEE KELVIN LAWSON
TRUSTEE RUFUS MONTGOMERY
TRUSTEE SPURGEON McWILLIAMS
TRUSTEE KIMBERLY MOORE
TRUSTEE BELINDA SHANNON
TRUSTEE CLEVE WARREN
TRUSTEE KARL WHITE
TRUSTEE ROBERT WOODY

DATE: TUESDAY, JUNE 21, 2015
TIME: COMMENCING AT: 8:40 a.m.
CONCLUDING AT: 10:33 a.m.

LOCATION: FLORIDA A&M UNIVERSITY
BAND REHEARSAL HALL

REPORTED BY: YVONNE LAFLAMME, FPR
COURT REPORTER and
NOTARY PUBLIC

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2 CHAIRMAN MONTGOMERY: Attorney Barge-Miles, if
3 you can call the meeting to order for the Governance
4 Committee.

5 TRUSTEE ALSTON: I think there is a delay. Are
6 you ready to start, Attorney Barge-Miles?

7 ATTORNEY BARGE-MILES: Trustee Alston?

8 TRUSTEE ALSTON: Yes, okay. I think I can
9 barely hear you from the phone. I can hear you from
10 the feed on the television, so I'll try my best.

11 ATTORNEY BARGE-MILES: Okay, they're working on
12 that now.

13 TRUSTEE ALSTON: Okay.

14 Good morning, everyone. I would like to call the
15 Special Committee on Governance to order.

16 Attorney Barge-Miles, would you please call the
17 roll?

18 ATTORNEY BARGE-MILES: Trustee Alston?

19 TRUSTEE ALSTON: Here.

20 ATTORNEY BARGE-MILES: Trustee Boyce?

21 TRUSTEE BOYCE: Here.

22 ATTORNEY BARGE-MILES: Trustee Grable?

23 TRUSTEE GRABLE: Here.

24 ATTORNEY BARGE-MILES: Trustee Graham?

25 TRUSTEE GRAHAM: Here.

1 ATTORNEY BARGE-MILES: Vice-Chair Lawson?

2 TRUSTEE LAWSON: Here.

3 ATTORNEY BARGE-MILES: Trustee McWilliams?

4 TRUSTEE MCWILLIAMS: Here.

5 ATTORNEY BARGE-MILES: Chair Montgomery?

6 CHAIRMAN MONTGOMERY: Here.

7 ATTORNEY BARGE-MILES: Trustee Moore?

8 TRUSTEE MOORE: Here.

9 ATTORNEY BARGE-MILES: Trustee Shannon?

10 TRUSTEE SHANNON: Here.

11 ATTORNEY BARGE-MILES: Trustee Warren?

12 TRUSTEE WARREN: Here.

13 ATTORNEY BARGE-MILES: Trustee White?

14 TRUSTEE WHITE: Here.

15 ATTORNEY BARGE-MILES: Trustee Woody?

16 TRUSTEE WOODY: Here.

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

19 TRUSTEE ALSTON: Thank you very much. I would
20 also like to ask Chair Montgomery to assist in helping
21 identifying speakers and help with facilitating there
22 in the room, since I know there probably is a delay on
23 this line, and also for the others online as well.

24 Are you okay with that, Chair Montgomery?

25 CHAIRMAN MONTGOMERY: Trustee Boyce will serve in

1 that capacity.

2 Thank you.

3 TRUSTEE ALSTON: Okay. Thank you, Trustee Boyce.
4 We'll move forward with the approval of the minutes.
5 We have the minutes from the June 9th meeting. I
6 think we have the actual transcripts and the summary
7 minutes.

8 Are there any corrections to the minutes?

9 Seeing none, is there a motion to approve the
10 minutes?

11 TRUSTEE LAWSON: So moved.

12 TRUSTEE ALSTON: Is there a second?

13 TRUSTEE MOORE: Second.

14 TRUSTEE ALSTON: Properly moved and seconded to
15 approve the minutes from the June 9th meeting.

16 Any further discussion? Hearing none, all in
17 favor of the motion, please signify by the sign "aye".

18 (All answer affirmatively.)

19 TRUSTEE ALSTON: Any opposed?

20 Motion carries.

21 Board members, there's one additional action item
22 that was listed on our agenda under information items,
23 the University's Equity Report. So if there is no
24 objection, I would like to move this item up for
25 action.

1 Any objection from any Board members?

2 Okay, hearing none, at this time, I would ask
3 Ms. Carrie Gavin to present the update on the
4 University's Equity Report.

5 MS. GAVIN: Good morning, Trustees, and also to
6 the President; President Mangum, good morning, and all
7 of those present.

8 My name is Carrie Gavin. I'm the director for
9 Equal Opportunity programs and Labor Relations, and I
10 also serve as the University's Title 9 coordinator.

11 This morning, I have the -- I'm going to present
12 the Florida Education of Equity Act report. The data
13 that is being presented is for the years 2013/2014.
14 The Florida Educational Equity Act report, which is
15 often referred to as the Equity Accountability Plan,
16 must be submitted annually to the Florida Board of
17 Governors. Each state public university support
18 submits this report, which encompasses information
19 related to equity policies, academic reviews, student
20 services, assessment, gender equity in athletics,
21 employment and tenure data.

22 As far as under our equity policies, included in
23 this report are the University's non-discrimination
24 policies statement and the chief operating officer's
25 statement on equity. These documents reflect the

1 University's commitment to equity for the entire
2 University.

3 Under our academic review section, it consists of
4 the following areas. The first chart under academic
5 reviews deals with full-time, first time college
6 enrollment for 2013, which was 1,281. The number for
7 fall, 2014, was 1,388, which is an increase of about
8 100.

9 You can follow me if you have the executive
10 summary section of that report, because I'm reading
11 basically from the executive summary.

12 Chart 2, under academic reviews, full-time
13 Florida community college transfers for fall 2013 was
14 344. The number for 2014 was 352, which is a
15 difference of about 10, an increase of 10, between
16 fall of 2013 and fall of 2014.

17 Chart 3, under academic reviews, deals with
18 retention of full-time, first time, and college
19 students which entered in the fall of 2000 -- entered
20 in fall of 2013; that number was 1,030. As of fall,
21 2014, there was a difference of I think 19 percent, so
22 we retained 81 percent of our students between fall of
23 2013 and fall of 2014.

24 Chart 4. Graduation rate of full-time, first
25 time, and college students entering in fall of 2008

1 and they continued into fall of 2014, which is a
2 six-year difference. In fall of 2008, there were
3 2,098 students; fall of 2014, 827 from that same core.
4 The percent retained is 50.9 percent. The percentage
5 that graduated in six years was 39.4 percent.

6 Chart 5 deals with bachelors degrees awarded:
7 1,496 in 2012/2013; 1,562 in 2013/2014. That's a
8 difference of nearly 70 degrees, an increase of 70.

9 Chart 6 deals with masters degrees awarded: 275
10 in the academic year 2012/2013, and there was an
11 increase of two in the academic year of 2012/2013. So
12 there was 277 in 2013/2014, which is an increase of
13 two masters degrees.

14 Chart 7 deals with our doctoral degrees awarded.
15 They remain the same for academic year 2013/2014, as
16 well as 2013/2014. For both of those years were
17 awarded 23.

18 Chart 8 deals with our first professional degrees
19 awarded. There were 377 in academic year 2012/2013.
20 There was a drop of nearly 65 in academic year
21 2013/2014; we awarded 312.

22 To address the above-referenced number, FAMU has
23 developed upgrading our infrastructure to offer
24 distance learning programs and also programs and
25 certificates being awarded online. Our online

1 programs would generate additional revenue to assist
2 student programs and ultimately improve retention and
3 graduation rates. We also hope to increase student
4 participation in our in our first and second year
5 experience programs, enhance faculty and faculty
6 advisement, and development and utilization of
7 technology to assist in monitoring student's progress.

8 Also, is part of our strategy to establish
9 mandatory freshmen courses, curriculum specific
10 colloquiums to help our freshmens and freshman seminar
11 series; establish a Student Success Committee. Also,
12 our strategies include affected and targeted
13 methodologies and procedures for academic advisement
14 for our students to adhere to.

15 We hope to use -- we have been using the tuition
16 differential account to assist students with the
17 demonstrated need, and also, we hope we are reducing
18 our class sizes where appropriate.

19 Under our student services assessment, Division
20 of Student Affairs consists of admissions office,
21 campus security, center for disability access and
22 resources, counseling and assessment, housing,
23 judicial affairs, New Beginnings Child Development
24 Center, the Ombusman's office, presidential scholars,
25 student activities, student health services, student

1 orientation, student recreation, and university
2 recruitment. All of these departments within the
3 division operate in an equitable manner without regard
4 to race, religion, color, age, disability, sex,
5 marital status, national origin Veteran status, sexual
6 orientation, gender identity, and gender expression,
7 as prohibited by state and federal statutes.

8 Under gender equity in athletics, the Athletics
9 Department reviewed the following areas: Sports
10 offering, participation rates of athletics,
11 availability of facilities, scholarship offerings,
12 funds allocated to the overall program, equipment and
13 supplies, schedule of games and practices, tutoring
14 opportunities, compensation of cultures, medical and
15 training services, housing and dining facilities.

16 The Department of Intercollegiate Athletics would
17 like to see improvements on several of the areas
18 reviewed: In the area of sports offering, the
19 University would like to fully support a swimming
20 program, which would increase the sports offerings to
21 18 instead of the current 16 teams.

22 In the areas of facilities, the baseball and
23 bowling squads do not have team locker rooms. The
24 Department would like to rectify these concerns in the
25 future. The Department would also like to hire

1 additional certified trainers. Currently on staff are
2 four certified full-time trainers and one certified
3 part-time trainer which assist over 300 student
4 athletes.

5 The primary focus in the Department at this time
6 is to increase revenue, or at least close the gap
7 between expenditures and revenue. The Athletic
8 Administration is devising a plan to increase revenues
9 by enhancing the University's licensing profits. It
10 should be noted that the majority of the university
11 athletic departments around the country that offer
12 intercollegiate football do not make a profit.

13 Under the employment section, during the past
14 five years, the University has suffered heavy budget
15 cuts. These budget cuts have drastically affected our
16 employment numbers. When vacancies become available,
17 whether due retirement or other reasons, these vacant
18 positions have been lost to budget cuts. Our
19 employment numbers reflect some of these
20 circumstances.

21 Our first chart under employment deals with
22 tenured faculty, which decreased from 341 to 334
23 between fall of 2013 and fall of 2014. This drop was
24 negative 2.1 percent.

25 Chart 2. Tenure earning faculty increased from

1 214 to 216, which is a number of two, between fall of
2 2013 and fall of 2014. Between fall of -- we chart
3 three between and fall of 2013 and fall of 2014.
4 There was an increase of 54.9 percent of non-tenured
5 earning faculty, and that is reflected across the
6 country that there's an increase of our non-tenured
7 earning faculty over our tenured faculty.

8 Chart 4, employers in executive, administrative
9 and managerial classes increased from 480 to 514
10 between fall of 2013 and fall of 2014. This was an
11 increase of 7.1 percent. The class titles in the EAM
12 class -- executive, administrative and managerial --
13 did increase. It included assistant and associate
14 directors, assistant and associate deans, assistant
15 and associate VPs, and some other professional classes
16 like physicians and our General Counsel. So those
17 numbers appear to be high, but it was just an
18 inclusion of other classes that were considered
19 managerial.

20 Tenure. The section on tenure, included in the
21 report reflect that racial and gender compositions of
22 the persons that applied for tenure in 2013. And
23 that's 2013 and 2014 academic year. In the
24 composition, the report also included the report of
25 tenured committees by colleges and schools. In 2013

1 and 2014, there were 11 males -- Seven
2 African-Americans, two Asians, and one white, and one
3 Hispanic -- that applied for tenure. There were 10
4 nominated for tenure by the University and ultimately
5 approved by the Board for tenure.

6 In the same year, academic year 13/14, there were
7 11 females that applied for tenure and they consisted
8 of eight African-Americans and three whites. Ten
9 ultimately were nominated for tenure and received
10 tenure by the Board.

11 Conclusion. Although budget cuts have affected,
12 to some extent, the operational flow of the
13 University, we continue to secure millions in grants
14 for our research projects. Professors are being
15 recognized for their academic achievements, students
16 are interning and receiving prominent job offers and
17 students are pursuing graduate degrees. Athletic
18 teams are winning and student athletes are thriving in
19 the classroom. The University remains committed to
20 equity and all arenas of the campus.

21 Any questions?

22 TRUSTEE ALSTON: Thank you. You've heard the
23 report from Ms. Gavin on the University's Equity
24 Report.

25 Colleagues, any questions for Ms. Gavin?

1 TRUSTEE MOORE: Trustee Alston, I have a couple
2 of questions, please?

3 TRUSTEE ALSTON: Yes. It sounds like Trustee
4 Moore.

5 TRUSTEE MOORE: Yes. Relative to my looking, I'm
6 actually looking at the academic review section and
7 there's narrative that follows the numbers and
8 statistics for the two years being reported on; is
9 there a timeline for implementation where we talk
10 about accountability associated with these sets?

11 MS. GAVIN: It should be within the next three
12 years.

13 TRUSTEE MOORE: is that something that should be
14 shared with the Board since we'll be taking an action
15 and it's actually looking like we're adopting this
16 report at some point -- certainly not today -- but is
17 that the thought moving forward?

18 MS. GAVIN: I would believe so, yes.

19 TRUSTEE MOORE: Okay. My second question is tied
20 to employment, the section for employment. In the
21 narrative, it talks about the budget cuts and the
22 drastic employment numbers and the dire circumstances,
23 yet three of the four bulletpoints are to increases
24 versus decreases, and I wonder if the narrative might
25 need to be adjusted to reflect what we've reported

1 below in terms of increases versus decreases.

2 MS. GAVIN: Trustee Moore, what I will do is get
3 with our Provost and make sure that she and President
4 are satisfied with the information presented.

5 TRUSTEE MOORE: Okay. But you do understand my
6 point?

7 MS. GAVIN: I understand exactly what you're
8 saying.

9 TRUSTEE MOORE: And that would conclude my
10 questions.

11 TRUSTEE ALSTON: Great comments, Trustee Moore.
12 Any additional comments or questions for Ms. Gavin?

13 TRUSTEE GRABLE: Yes. Trustee Alston, this is
14 Trustee Grable.

15 TRUSTEE ALSTON: Go ahead, Trustee Grable.

16 TRUSTEE GRABLE: I, too, would like to ask a
17 question of the employment section of the narrative.

18 I heard you mention that the increase in
19 non-tenured earning faculty is a trend around the
20 country, and we certainly look like we're following
21 the trend.

22 On item number 4, is that also a trend, an
23 increase in the number of executive, administrative
24 and managerial classes? When I look at that in
25 comparison to bullet number 1, tenured faculty

1 decrease, I see that that decrease is considerably
2 less; in fact, the increase for administrative,
3 executive and managerial looks like it's over two
4 times as much.

5 When I think about what the purpose of a
6 University is, that it is to teach faculty. We look
7 like we're increasing at the top, non-teaching
8 employees, versus executive, administrative and
9 managerial.

10 MS. GAVIN: Professor Grable, Trustee Grable,
11 it's split across the country. There are some
12 universities where the EAM is probably lowering at the
13 same rate that their tenured faculty are, and then
14 there are some that are increasing.

15 As I mentioned earlier, there was an increase of
16 the class titles included in EAM: The assistant and
17 associate deans, the assistant and associate
18 directors, assistant and associate vice-presidents, so
19 there was an increase in the number of classes
20 included in EAM.

21 TRUSTEE GRABLE: But they're still executive,
22 administrative and managerial?

23 MS. GAVIN: Yes.

24 TRUSTEE GRABLE: I just wanted to make sure we
25 were clear on that.

1 MS. GAVIN: In the past, some of those classes
2 were not included.

3 TRUSTEE GRABLE: We're hiring more assistant
4 vice-presidents, is what you're saying?

5 MS. GAVIN: We're including more class titles;
6 more class titles are being considered as EAM for this
7 report.

8 TRUSTEE GRABLE: Okay. But again, still
9 executive, administrative and managerial?

10 MS. GAVIN: Yes.

11 TRUSTEE GRABLE: Okay, and that's my point.

12 I would like to ask a question for Dr. Mangum.

13 Is that the direction that we're going in
14 regarding our overall employment; that we're moving
15 towards more people that would be considered
16 executive, administrative and managerial, versus,
17 again, as I mentioned, the purpose of the University
18 is to teach students, and I'm really concerned about
19 the increase in those who would be included in the
20 executive, administrative, and managerial classes.

21 PRESIDENT MANGUM: Thank you. I have two
22 responses that I can think of that are feeding off of
23 each other with regard to these data.

24 One. To start with, historically, I believe
25 during a period that these data were collected and

1 being reported, the University needed to respond to
2 findings with regard to SACs accreditation, as well as
3 a need to respond to changes in management with regard
4 to the hazing incident and having compliance officers
5 and people available to provide the oversight for
6 management of the university functions.

7 During this period and responding to those
8 requests and those needs, the University probably
9 increased its work force in those areas. I don't
10 think that it is something we want to do going
11 forward. I believe we have people in place now that
12 are appropriate for the size of student body that we
13 have related to compliance.

14 We do need to have more counselors and people
15 that address academic success of our students. One of
16 the things that we're faced with, I guess, is the need
17 of how people are actually classified. In the
18 performance funding model is anyone that provides
19 services to students -- many of our counselors and our
20 staff that provide otherwise non-teaching services are
21 considered instructional -- and that, in effect,
22 penalizes us in the model because it says we're
23 putting more money towards the cost of instruction
24 when we are actually supporting academic support. We
25 have not dealt with the difference between

1 instruction, academic support resources, and academic
2 support resources and administrative resources. And
3 here at FAMU, those classes are mixed and part of what
4 we're doing is go through and sort out what's actually
5 contributing to instructional cost and what's actually
6 a managerial administrative cost. And I think that's
7 a work that needs to continue, and the Provost and
8 people of the University community are looking at
9 that, but when we started the efficiency and
10 effectiveness review across each one of the
11 administrative areas, we're looking to reduce costs
12 and trying to consolidate that continues and it's a
13 continuous process.

14 TRUSTEE GRABLE: Thank you, Dr. Mangum.

15 TRUSTEE ALSTON: Any additional questions,
16 Trustee Grable?

17 TRUSTEE GRABLE: In the conclusion, there are
18 statements, such as, "we continue to secure millions
19 in grants for our research projects." And I thought
20 that would have a bearing on the fact that earlier in
21 the record, on page two of academic reviews, that we
22 talk about those, I've counted 10 strategies, that
23 we're following to improve the graduation and
24 retention numbers.

25 We talked about reduced class sizes when

1 appropriate, and I would like to hear a little more
2 detail about what we're referring to when we say when
3 appropriate," because faculty work loads and class
4 loads still continues to be one of the highest in the
5 state, and I would like to try to understand that
6 phrase a little bit more, "reduce class sizes when
7 appropriate."

8 TRUSTEE ALSTON: President Mangum?

9 MS. GAVIN: I believe for the English department,
10 there was a reduction in the class load because they
11 have to not only grade but read numerous essays and
12 long papers, so I know that the English department,
13 there was a reduction in students. It may be the same
14 in some of the other areas. In some of the math
15 areas, there maybe an reduction in the class,
16 especially for labs; that's just why we stated "when
17 appropriate."

18 Dr. Palm is going to come and address that, also.

19 TRUSTEE GRABLE: Thank you.

20 DR. PALM: Good morning. Good morning, Board of
21 Trustees members.

22 Thank you, Trustee Grable. And again, I think
23 this was also addressed in the collective bargaining
24 agreement dealing with the assignment of
25 responsibility. We actually mapped out various

1 disciplines in which we know that a reduced class size
2 is appropriate for the amount of work that the faculty
3 member is going to have to basically take on; for
4 example, the English department, again, grading those
5 papers. We've reduced the class size and are keeping
6 it between 22 and 25 for those particular departments.

7 The other departments, the math, of course that
8 is where some of our high failure rates are. We
9 understand there is a lot of work to be done in those
10 areas, but again, we are taking a look across the
11 University to see if there are other areas in which we
12 are having high failure rates that reducing class size
13 may actually be appropriate.

14 We also put various things in place. For some
15 reason class goes oversize, and I think FAMU is aware
16 of that may begin the overload if we have to somehow
17 expand. I think when they say "appropriate," when we
18 talk about the discipline itself, those are the areas
19 that we should take a look at with regards to reducing
20 class size.

21 TRUSTEE GRABLE: And I think that sounds very
22 good. I hope in the future we start to look at
23 expanding that focus on reduced class size and work
24 loads.

25 Thank you, Dr. Palm.

1 DR. PALM: Thank you.

2 TRUSTEE ALSTON: Any additional comments, Trustee
3 Grable?

4 TRUSTEE GRABLE: No, that's it, Trustee Alston.
5 Thank you.

6 TRUSTEE ALSTON: Any other questions or comments,
7 Trustees?

8 TRUSTEE LAWSON: Trustee Alston, this is Lawson.
9 I just have two questions.

10 TRUSTEE ALSTON: Yes. Go ahead, Mr. Vice-Chair.

11 TRUSTEE LAWSON: Thank you. My question is
12 around the salary equity issue in athletics and the
13 review. The report talked about there was a review of
14 the coachs' salaries I believe across the athletic
15 department and I assume that was for both men and
16 women's athletics. Correct?

17 MS. GAVIN: I believe so.

18 TRUSTEE LAWSON: If you could share with me how
19 that information is shared backward, just so that we
20 can kind of manage the flow of information so that, in
21 other words, people don't come looking to us for
22 information; we can share proactively with them,
23 because just based on the manuscript it says we don't
24 have any equity issue from a salary standpoint.

25 MS. GAVIN: Madam President?

1 PRESIDENT MANGUM: Thank you. After the Trustee
2 meeting last year where we were ask to look at salary
3 equity and the Athletic Department, we did do the
4 analysis, headed up by AVP Joyce Ingram, where she
5 compare salaries with all of our employees -- as we do
6 with all employees across the institution -- with
7 other SUS system positions in the similar types of
8 jobs. And we looked across athletics for the coaches
9 as well as the employees and we did not find with the
10 exception of one case where there was an inequity in
11 the salary, based upon the length of time and service,
12 and we made an adjustment for two people.

13 TRUSTEE LAWSON: I think I would agree with that.
14 My only comment was or the question was how we
15 proactively get that information out so that you don't
16 get questions back; or where you've already done the
17 homework and you know the answers to it, how do we try
18 to get ahead of the questions coming in?

19 PRESIDENT MANGUM: I'm not sure -- getting it out
20 to who?

21 TRUSTEE LAWSON: Well, specifically, we've done
22 the equity study and we're in a good place to support
23 the manuscript. So my question is, how are we going
24 to get that information out to the right people so
25 that we don't -- so we're not dealing with questions

1 or issues on the back end where people feel
2 differently even though the data supports the position
3 that you just stated?

4 PRESIDENT MANGUM: May I?

5 TRUSTEE LAWSON: Yes.

6 PRESIDENT MANGUM: In each department, each
7 employee that has concerns about their salary -- and
8 we hear them as well -- their supervisors are equipped
9 with the information to provide them with the
10 information about salary equity and their particular
11 position as it relates to their colleagues across the
12 industry or their particular sport, especially in
13 athletics. It's extremely important that the
14 comparators are within sport, not just within
15 administration. We have that information, so
16 information is available from their immediate
17 supervisor.

18 TRUSTEE LAWSON: That's fine. And then the
19 second question or comment was, in the past, we had
20 asked the interim athletic director to put together a
21 priority list of things that needed to be done within
22 the department. At least from this report, it looks
23 like there was there are a couple of new things that
24 may not have been on that original list, i.e. locker
25 room for bowling and one other sport.

1 So I think what we need to understand, probably
2 not for today but for our new incoming athletic
3 director, is what's our priority list. Some of
4 others -- maybe things need to be done from a
5 compliance standpoint; others may be things we just
6 would like to do, but I want to understand what do we
7 have to do and then what are the things we like to do,
8 because if I understand this correctly, those two
9 things regarding locker rooms and other facilities,
10 may need to be accelerated on our list of "to-dos."

11 MS. GAVIN: And that section was completed by the
12 Athletic Department.

13 TRUSTEE LAWSON: Okay. Okay, I'm done, Trustee
14 Alston.

15 TRUSTEE ALSTON: Okay. Thank you,
16 Mr. Vice-Chair. I think you were spot-on. Many of
17 these questions and comments were in line with
18 previous Board-level discussion or debate to ask what
19 we're faced to approve the two items that came before
20 us, I believe under athletics, and I believe we raised
21 questions around equity and salary, so I think your
22 questions are definitely spot-on.

23 Any additional questions or comments, Trustees,
24 on this item?

25 TRUSTEE GRABLE: Trustee Alston, this is Trustee

1 Grable, again, and I just have --

2 TRUSTEE ALSTON: Go right ahead.

3 TRUSTEE GRABLE: I just have one comment. In
4 looking at these charts that ties back to our
5 presentation down at the Board of Governors down in
6 Tampa which focused on the diversity issue of our
7 students, and when we look at these numbers on these
8 various charts, it's real clear that we do have an
9 issue with increasing our diversity.

10 I think I saw maybe one reference when I was
11 reading this report last night, that it is, I guess,
12 "on the radar" of what we need to do, and wondered if
13 you had any other offerings, Ms. Gavin, on how we are
14 trying to increase diversity; not just racially
15 because diversity does, of course, cover other types
16 of descriptors of our students, but just curious about
17 any thoughts you might want to share.

18 MS. GAVIN: I know in our housing department, as
19 well as on the admissions forms, I believe student
20 affairs have really upped the ante as far as insuring
21 that persons with disabilities are comfortable, as
22 well as transgender persons. We have a couple of
23 transgender persons on our campus that we are
24 assisting.

25 So we want to be inclusive of the entire

1 population, as far as not just race but also persons
2 in the LBGQ community, as well as persons with the
3 disabilities, and still try and stay on top of our
4 numbers as far as race is concerned.

5 TRUSTEE GRABLE: Okay, thank you. I'm done.

6 TRUSTEE ALSTON: Any more questions or comments
7 on this item?

8 TRUSTEE GRABLE: No.

9 TRUSTEE ALSTON: Seeing none, is there a motion
10 to approve the University's Equity Report?

11 TRUSTEE WHITE: So moved.

12 TRUSTEE LAWSON: Second.

13 TRUSTEE ALSTON: Is there a second?

14 TRUSTEE LAWSON: Second.

15 TRUSTEE ALSTON: Properly moved and seconded to
16 approve the University's Equity Report.

17 Any final discussions?

18 Hearing none, all in favor of the motion, please
19 signify by the sign of "aye."

20 (All answer affirmatively.)

21 TRUSTEE ALSTON: Any opposed? Motion carries.

22 Thank you so much for that conversation. We'll
23 move on. We have several discussion items, I think
24 several lengthy discussion items.

25 I will start with the first item on the agenda,

1 is for President Mangum to respond to the memorandum
2 that we sent on the Board's behalf. I think we all
3 recall our June 9th and 10th Board meeting we had a
4 very detailed, lengthy conversation. We did get out a
5 memo to the President just a few days after the
6 meeting, and the President also responded.

7 So President Mangum, at this time, I would ask
8 that you go through your response formally for the
9 Board.

10 PRESIDENT MANGUM: Thank you, sir.

11 The response to the memorandum I received is
12 included in the material that you have. I can walk
13 through each one of them, or in the interest of time,
14 I can answer questions about each one of them, but my
15 response essentially says, "We affirm our commitment
16 to open, respectful and effective communications with
17 all members of the governing board and we will
18 continue to make ourselves available."

19 The senior leadership team has committed to
20 attending board meetings, committee meetings, special
21 called meetings, workshops, to accomplish the set
22 goals for these meetings. And also, our specific plan
23 of action is to be present, and that concludes the
24 Vice-President of Academic Affairs, Provost, myself,
25 Vice-President for Student Services, and Vice-

1 President for Finance Administration will attend all
2 of the meetings in person.

3 And in cases where -- this document says we will
4 make sure there is adequate representation there, or
5 that we be permitted to attend telephonically or some
6 other medium by which we can participate in the
7 meeting due to scheduling conflicts. We do attend
8 national meetings, workshops, and other activities
9 that require we schedule these and pay for them well
10 in advance of being notified of a special meeting or
11 called meeting, so in the interest of saving
12 University resources and also continuing to fulfill
13 our obligations, we can participate and are requesting
14 to participate in other ways other than being
15 physically present at a meeting.

16 We also are responsive to and have been
17 responsive to and continue to want to be responsive to
18 all of the requests that are made, given the resources
19 that we have at the institution for informational
20 reports that the committees are holding.

21 Workshops. We would like to hold workshops, have
22 meetings to inform the Trustees of issues, policy
23 concerns that we have that we need advice on. That
24 would help us facilitate decision-making as well.

25 There's a list of the specific designees included

1 in this letter when particular vice-presidents cannot
2 be available, so we identify who we would expect to
3 attend the meeting.

4 And basically, as President and Corporate
5 Secretary of the Board, I remain the point of contact,
6 but also I have assigned responsibilities to the Board
7 Liaison and my senior staff, as well as my executive
8 assistant, Jackie Hightower, is also available to be
9 reached and her number, and the numbers are included
10 in the letter; part of their responsibility is to be
11 able to locate and get messages to me when my phone is
12 out of service or I am otherwise not near any
13 electronic medium.

14 We have established a calling schedule for each
15 board member to answer questions that you may have and
16 to provide additional relevant updates. We try to
17 standardize this in order to insure that our schedule
18 or that my schedule would not be over-encumbered to a
19 point where I didn't have time blocked off to have
20 conversations directly with the Board members. We'll
21 continue to send the weekly notes if they prove to be
22 valuable to you.

23 And I was also asked to copy the General Counsel
24 on all communications coming from my office that were
25 directed to the Board, and that's what we're doing. I

1 was also asked to provide information on the selection
2 of outside counsel to the Board and that request was
3 attached in a memo that follows -- that identifies the
4 response to the Board being able to obtain outside
5 legal services, which is also included in this
6 package. So I'm open to questions about how you would
7 like to expand.

8 TRUSTEE ALSTON: Actually, the discussion on
9 outside counsel, we'll hold that discussion item for
10 the last item.

11 Any questions or comments for President Mangum?
12 Any questions or comments?

13 Okay. Hearing none, we will move on to the next
14 discussion item.

15 President Mangum, the next item -- and I thank
16 you, Board members -- there has been a lot of
17 conversation about the FAMU-FSU College of
18 Engineering.

19 At this point, will you provide an update to the
20 Board? And I'm sure there will be some discussion on
21 this topic.

22 PRESIDENT MANGUM: The FAMU-FSU College of
23 Engineering is proceeding in its organizational
24 structure and management structure as defined by the
25 joint College of Engineering proposal that was

1 approved by the Board of Governors, as well as the
2 Board of Trustees earlier in the year, and that is,
3 decisions made of the management of joint College of
4 Engineering are made by the four representatives from
5 FAMU, the four representatives from FSU, and the
6 system Chancellor.

7 Specific questions with regard to how we rotated
8 the responsibility after 32 years for administrative
9 leadership of the college and the accounting function
10 of the college occurred as a result of discussions
11 that the joint counsel had around accountability, and
12 the results of the CPT report that was commissioned by
13 the State Legislature that highlighted a number of
14 problems that Florida A&M had with the accountability
15 and the accounting, and most of it was related to not
16 being responsive to payment of vendors and processing
17 of the administrative functions.

18 Because Florida State University has a larger
19 organization, perhaps more sophisticated in many ways
20 in terms of technology and responsiveness, the members
21 of the joint counsel supported and agreed to rotate
22 that accounting function over to Florida State
23 University.

24 Part of the discussion that we had in this
25 exchange had to do with the leadership of the College

1 of Engineering and the position at Florida A&M
2 University found itself with regard to many of the
3 faculty positions being vacant that were critical to
4 us sustaining a viable engineering program. Also,
5 students transferring on occasion from Florida A&M
6 University to FSU because of various administrative
7 services, or faculty transferring from Florida A&M
8 University to FSU because of various administrative
9 services and decisions were made that we believe were
10 leadership decisions.

11 So part of the joint decision was to rotate the
12 leadership and the responsibility for faculty
13 management in the academic program to Florida A&M.
14 After 32 years of rotation of responsibilities, it
15 couldn't hurt, because the situation that we found
16 ourselves in after 32 years where we were not able to,
17 in a split college, be able to attain accreditation
18 and maintain an engineering college for Florida A&M
19 University.

20 So that was part of the discussions that took
21 place among the joint council when we all agreed that
22 we would try a different administrative structure.

23 TRUSTEE LAWSON: Mr. Chair?

24 TRUSTEE ALSTON: Yes, I was going to tee off the
25 comments, if I could, Trustee Warren, and I'll also

1 recognize the other Trustees, if that's okay?

2 TRUSTEE WARREN: That's fine.

3 TRUSTEE ALSTON: Question, President Mangum: I
4 know that the Board received an update on the dean of
5 the college. I think there was a press release that
6 went out. I believe you might have been away. The
7 Provost was I think making comments, or there was a
8 press release that went out to the comment, but there
9 was no mention in that release or at least
10 notification to the Board or this Board member
11 regarding the budget authority of that conversation.

12 Let me ask the question, because you talked about
13 rotating the budget authority. Has there -- is the
14 plan to rotate the budget authority back to FAMU in
15 the near future; was that conversation had?

16 PRESIDENT MANGUM: We did not have a conversation
17 about a reversal of the decision that was made when
18 the decision was made to rotate responsibilities.

19 TRUSTEE ALSTON: And the only reason I ask that,
20 I know we didn't have -- at least at this level -- a
21 real policy conversation on this topic, and I know
22 that there's been a lot of chatter, at least for me,
23 personally. You know, I think I probably would have
24 had a different approach to this, but I think -- I see
25 where we are at this point.

1 Trustee Warren, and then followed by other
2 Trustees who may want to comment.

3 Trustee Warren? Trustee Warren? Okay.

4 Any other Trustees who wants to --

5 TRUSTEE WARREN: Can you hear me?

6 TRUSTEE ALSTON: I'm sorry. Yes. Go ahead,
7 Trustee Warren.

8 TRUSTEE WARREN: My question bears on your
9 comment and/or question about budget control. I would
10 like for Dr. Mangum to address the question as to
11 whether or not we ever had budget control or if
12 (inaudible) fiscal. I think there is a distinction
13 between the two, but I would like to hear Dr. Mangum's
14 understanding and give us some clarity of the
15 difference between the two (inaudible) fiscal agents
16 responsibilities at FSU or is like the SACs, that has
17 control over the budget?

18 PRESIDENT MANGUM: Thank you. The budget control
19 and fiscal agent. In an academic community and in
20 most environments, the leadership of an organization
21 has the control of the budget and all of the
22 associated actions that are taken within that
23 organization. The fiscal agent is keeping track of
24 the accounting and taking care of the reporting and
25 the functions associated with accountability,

1 distribution of the resources within the organization.

2 So control, actually, rests with the leadership:
3 They make the decisions on hiring. They make the
4 decisions on what gets purchased. They make the
5 decisions on how to engage any of the activities and
6 pragmatic aspects of a college or a school.

7 TRUSTEE WARREN: -- President Mangum, is the
8 (inaudible.)

9 TRUSTEE WARREN: The control of the joint college
10 now in this current environment is a joint committee
11 and the joint committee is convened by Chancellor
12 Criser, and the decisions are made -- designed to be
13 made jointly by members of the joint council.

14 The accounting function --

15 TRUSTEE ALSTON: Any more questions, Trustee
16 Warren?

17 TRUSTEE WARREN: Yeah. For clarity purposes,
18 before the creation of this joint committee, did A&M
19 have control of the budget?

20 PRESIDENT MANGUM: My opinion would be that the
21 dean controlled the expenditures of the College of
22 Engineering; FAMU kept account of them.

23 TRUSTEE WARREN: And that dean was an FSU?

24 PRESIDENT MANGUM: That dean was a tenured
25 faculty of Florida State University.

1 TRUSTEE ALSTON: Thank you, Trustee Warren.

2 TRUSTEE LAWSON: Trustee Alston, this is Lawson.

3 I have a couple of questions and comments?

4 TRUSTEE ALSTON: Yes. Go ahead, Vice-Chair

5 Lawson.

6 TRUSTEE LAWSON: Okay, thank you. A couple of

7 comments and probably a question at the end. I just

8 want to go back and walk through a little bit of

9 history of the whole engineering school and how we got

10 to where we are.

11 I guess it was a little over 28 years ago

12 President Humphries signed the agreement with Florida

13 State, and what the agreement consisted of was the

14 joint school, but it also had a negotiated location.

15 There was a design of the school located off of Lake

16 Bradford Road. For various reasons, that was not

17 acceptable to Florida State at the time. There was a

18 concession to locate the school at Innovation Park for

19 a few reasons: One, it helped the local business

20 community, it was a neutral site, and there was

21 adequate space.

22 As part of the negotiation to move this school to

23 Innovation Park, Florida State took ownership of the

24 deanship, we took physical responsibility for managing

25 the budget, and I think it's important to have that

1 somewhat historical perspective to get to where we
2 were. And I think it's also important to have the
3 perspective to have that there's a lot more involved
4 in the responsibility of the fiscal agent other than
5 just managing the money and making joint decisions,
6 because if it wasn't so important, why would year
7 after year after year, various leaders make an attempt
8 to move the responsibility from its original home?

9 The original home was agreed to 28 years ago.
10 There had been appropriate management oversight
11 activity with the budget for numerous years, so the
12 assumption is that should be able to continue in the
13 future. Florida State has historically not had major
14 issues with the administration of the budget over
15 several years; however, we all know there was a recent
16 move via state government to split the schools, and we
17 were successful in, I won't say in defending it but I
18 will say in delaying that decision, because if you
19 look at the playing cards, you can kind of see where
20 this is ultimately going.

21 But I think the other point of reference that I
22 want to make and that I think is critically important
23 in addition to the history, is the process by which
24 the decision was made. Right now the decision has
25 been made, and quite frankly, at some point you have

1 to live with the governance you agree to, and I
2 understand that, but let's talk about the process by
3 which this decision was made.

4 I was looking at a note here that was just shared
5 with us here on May 22nd. There was a note that told
6 us there was a meeting that took place. However, this
7 note did not allude to, did not insinuate, or imply,
8 or lead us to believe there was transfer of budget
9 authority. And I think for us to have a 12-and-a-half
10 to 13-million-dollar decision made, that there should
11 have been some consultation, consideration by our
12 entire Board, specifically myself as Budget and
13 Finance chair.

14 It appeared to me -- and I know it was probably
15 more appearance than in actuality -- that the FSU
16 Board literally had an opportunity to review, discuss
17 and vote, and give their leader the "thumbs up" to
18 move forward with assuming the fiscal responsibility
19 for the School of Engineering budget.

20 Now, as you review the facts, that was probably a
21 little more appearance than actuality and I do agree
22 with that, but I think that my challenge with the
23 entire process is that this was not a collaborative
24 discussion. This was not a decision that I think the
25 Board had prior insight to. And I went back and I

1 read all of the documents and the minutes, and it's
2 just hard for me to wrap my head around a
3 13-million-dollar decision that we made without: One,
4 consultation of the Chair; two, consultation of the
5 Budget and Finance Chair; and three, probably even
6 more importantly, consultation of the entire Board,
7 because I, myself, would have voted to go in a
8 different direction, to be specifically clear. And I
9 think for members of our leadership team to state in
10 public that this was an inconsequential decision is
11 very inappropriately stated.

12 I think, at this point, I would like to ask the
13 President to help us now understand, given where we
14 are, how do we plan to maintain an active role and to
15 be actively engaged in the daily financial management
16 of the joint engineering school?

17 PRESIDENT MANGUM: Thank you for that question.
18 By being the employer of the Dean of the College of
19 Engineering, as we announce the position and fill that
20 position, our daily involvement in the College of
21 Engineering will emanate from the leadership position
22 of Dean of the College of Engineering.

23 TRUSTEE ALSTON: Vice-Chair Lawson, are you okay
24 with that?

25 TRUSTEE LAWSON: No. And I say "no" only because

1 I want greater detail. So I think what the President
2 said makes perfect sense, but I guess what I'm talking
3 about how -- what's our engagement strategy around
4 major financial decisions that will need to be made
5 around the school, whether they be around
6 infrastructure, expansion of faculty, et cetera; is
7 all of that approved by weight of the deanship, or are
8 there other mechanisms to insure that -- where I'm
9 going is to make sure that we have an equal seat at
10 the table, not a potential partial seat at the table.

11 PRESIDENT MANGUM: The joint College of
12 Engineering Council was formed with four members of
13 Florida A&M University at the table and four members
14 of Florida State University at the table, and the
15 Chancellor of the University System. We have an equal
16 voice in all decisions that are made regarding the
17 College of Engineering. We attend all of the joint
18 council meetings and we discuss all of the items and
19 issues associated with movement of the joint College
20 of Engineering.

21 TRUSTEE LAWSON: I'm sorry. Trustee Alston, I
22 have one follow-up and I'll be done.

23 TRUSTEE ALSTON: Absolutely. Go ahead,
24 Vice-Chair Lawson.

25 TRUSTEE LAWSON: Does the joint council allow for

1 -- is there a process set up via the joint council
2 that allows for each of the respective boards to give
3 their leaders a point of view that they can take into
4 the council, such that those views are heard? Because
5 I think where we are now is, we're dealing with the
6 decision that was reached by the joint council, and as
7 I understand it, we don't have recourse to reverse
8 that. As I said earlier, you have to go with the
9 governance that you select, but does that process
10 allow you as well as the FSU or Florida State's
11 President to then confer with their Board on major
12 issues regarding the governance of the school?

13 PRESIDENT MANGUM: Well, you can put that on the
14 agenda and see how the joint council would like to
15 receive information from the Boards of Trustees of FSU
16 as well as FAMU. We have not had that discussion as a
17 group.

18 TRUSTEE LAWSON: Because I think in fairness to
19 you and to our administration, for you-all to be
20 placed in a position of accepting or reacting to a
21 decision that your Board may or may not agree with, I
22 think it puts you and your leadership team in a very
23 difficult place, unless there's some recourse or
24 ability for some debate in between and for us to
25 provide a point of view in consultation with yourself

1 to then take into that committee's discussion.

2 Does that make sense?

3 PRESIDENT MANGUM: We've had members of our
4 administrative team that are part of the council
5 engage with FSU for several weeks regarding the
6 details about the administration and activities of the
7 fiscal agent, and the recommendation of the group of
8 people from FSU, as well as FAMU, made the proposal
9 that everyone at council accepted. It has a vote.

10 TRUSTEE LAWSON: I'm done, Trustee Alston.

11 TRUSTEE ALSTON: Thank you, Vice-Chair Lawson.
12 Any additional comments?

13 CHAIRMAN MONTGOMERY: Chairman Alston, this is
14 Montgomery.

15 TRUSTEE ALSTON: Yes. Go ahead, Mr. Chair.

16 CHAIRMAN MONTGOMERY: Mr. Chairman, I have a
17 concern that I'll pose in the form of the question to
18 the Committee. I'm going to ask the Committee members
19 if they would refer to the colored copy document that
20 was just distributed.

21 On the second page, this was the notes from
22 Dr. Mangum that we received, the entire Board
23 received, on May 22nd. It, again, referencing what
24 Trustee Lawson said, it only says, "On Wednesday, I
25 participated in a FSU Governance Council meeting," and

1 so that was the only notification that the actual
2 Board received in the written communication up to that
3 point, even though the meeting had taken place two
4 days prior.

5 I also note that I had met with Dr. Mangum the
6 day before the meeting, and she did not mention it to
7 me. On a call that Dr. Mangum made to me on May 29th,
8 the day before her trip to China, she told me about
9 the change in status and support for the change, so
10 please note that was 10 days after the decision had
11 been made. On this call, she explained her position
12 as it relates to FAMU having control of the process of
13 selecting the Dean of the College, and we disagreed.
14 And I shared my view as a Board-level conversation and
15 a Board-level decision.

16 Now, she insisted at the time and continues to
17 hold to the position she had the authority to make the
18 decision, and she believes that it's a decision that
19 falls under University's operations. For reference,
20 she communicated this to the Board in a memo on
21 July 8th.

22 On July 10th, in my capacity as Chair and also
23 spokesman of the Board, I received a call from the
24 reporter with the Tallahassee Democrat, and the
25 reporter had received an e-mail from the information

1 in response to a request for information about the
2 subject, and there was an attached document that he
3 received that he believes supported Dr. Mangum's claim
4 that she had given the Board proper and due notice of
5 her action.

6 And so, I've circulated to you in the form of the
7 second document -- and I'll ask you to reference this
8 document -- I'm going to ask you to reference this
9 document, and you'll see it's dated July 10th so
10 40-some-odd days after she had sent us an original
11 memo.

12 So if you flip to -- this was on July 10th -- so
13 if you flip to the last page, it appears that the
14 administration -- and you compare this to the first
15 document; if you look at the first document, it says
16 "May 22nd. Notes From My Desk from Elmira Mangum."
17 These are supposed to be the same document, but the
18 document that she sent to the Board is one line, just
19 basically saying she had the meeting. The document
20 that was sent to the press is eight lines and five
21 sentences with much more detail, and so, as the
22 reporters were reading, they were thinking, well, it
23 sounds like she actually did inform the Board.

24 So this is a problem, and I'm asking that the
25 Committee sees this -- does the Committee share my

1 view that this is problematic; that two different sets
2 of communication went out?

3 Mr. Chairman?

4 TRUSTEE ALSTON: Yes, thank you, Mr. Chair. And
5 I think hence my opening comments. I'm only one of
6 several members as well, and I think that was also my
7 comments, you know, in the opening as well. So I
8 share your view and I think also a few others, based
9 on comments, share that as well.

10 Any comments based on Chair Montgomery's comments
11 or thoughts, Trustees?

12 TRUSTEE SHANNON: Trustee Alston, this is Trustee
13 Shannon.

14 TRUSTEE ALSTON: Yes. Go ahead, Trustee Shannon.

15 TRUSTEE SHANNON: I think when information about
16 this situation first arose, I immediately recognized
17 that there were two separate issues that required two
18 separate types of analysis and conversation.

19 The first issue is the matter of governance,
20 which we discussed at length at the last meeting, that
21 there needed to be some improvements. There needs to
22 be some greater understanding between the Board and
23 the President regarding matters of interest for
24 Florida A&M University.

25 And so, I see the first issue of the

1 understanding that the President had with respect from
2 the February, 2015, meeting where she understood this
3 Board having given her authority to make all decisions
4 in the best interest of the College of Engineering.
5 She had an understanding of what that was and then,
6 you know, the Board subsequent to this issue on the
7 College of Engineering has different expectations with
8 respect to how detailed and when those matters should
9 be discussed, and I think we still have work to do on
10 figuring that out so that's how I regard this.

11 The second issue is with respect to the actual
12 impact of the change in fiscal agent. And I don't
13 think -- I don't think that we've had enough
14 conversation on it. Because to me, quite frankly, the
15 big elephant in the room, is how FAMU, being the
16 fiscal agent for the last 32 years has served the
17 interest of the students that we are charged with
18 serving in this Engineering school. I don't subscribe
19 to "the sky is falling, the sky is falling" when
20 changes are made without more information on the
21 actual impact. Because quite frankly, as fiscal
22 agent, we have seen a precipitous decline in how this
23 engineering school was surveying our students, and
24 throughout the years where that decline was occurring,
25 we did not have adequate conversation or discussion

1 about that and the impact on our students.

2 That's as serious an issue to me as, you know,
3 some speculation about the fact that no longer being
4 fiscal agent but being dean has somehow weakened our
5 position. All I'm saying, is, that we need to have
6 some more information, more conversation, really that
7 lays out all of the facts regarding the impact of
8 these different decisions before we can make a
9 judgment on how damaging it is to FAMU and to the
10 future of our students here, because quite frankly,
11 for awhile it's been pretty bad.

12 But I do, you know, like I said, I just want to
13 say that I do agree that we've got to somehow figure
14 out how to communicate in a way that expectations are
15 made; what are the expectations with respect to major
16 and substantial decisions regarding this university.
17 We have to do whatever is necessary to get on the same
18 sheet or paper as Dr. Mangum.

19 But I would ask the Board that we approach this
20 in a professional, collegial manner, because managing
21 in the space of negativity has never been an attribute
22 of a successful entity or successful organization or
23 successful university, and please don't read that as
24 me saying we don't have a right to ask because we do.
25 So obviously there's a difference of opinion as to

1 what the University President needs to be discussing
2 with us. Now there's no mechanism in place, as
3 Trustee Lawson stated, when they're required to make
4 decisions like this, and that needs to be part of the
5 follow up that we are working on, that we're mutually
6 working on.

7 Thank you.

8 TRUSTEE ALSTON: Thank you, Trustee Shannon. Any
9 additional comments?

10 TRUSTEE WHITE: This is Trustee White.

11 TRUSTEE ALSTON: Thank you, Trustee White.

12 TRUSTEE WHITE: So just as sort of thinking
13 practically about this issue, and Trustee Lawson
14 alluded to it, that we agree to the governance for the
15 joint College of Engineering, and we don't have a
16 majority vote there, and any ties will be broken by
17 the Chancellor, and that's what we have agreed to.
18 And honestly, you know, a lot of this came about as a
19 result of the push to split the colleges so we -- so
20 that changed the day for us.

21 But I'm wondering and I would, you know, just
22 sort of suggest that President Mangum, in your opening
23 sort of response, there was a -- you know, you
24 outlined how you would communicate with us, and given
25 that this had governance structure for this College of

1 Engineering is distinctly different from the rest of
2 the institution, perhaps you should add a section
3 there specifically as it relates to the College of
4 Engineering, such and such, the Board will be apprised
5 of the topics that will be discussed at that joint
6 college meeting; and then we can have an opportunity
7 to at least communicate what our position is as a
8 board.

9 That does not mean then we're going to get what
10 we want, because again, we don't have a majority say,
11 but at least the Board can have communicated and have
12 formally communicated or have the power to formally
13 communicate what our position is when you go into that
14 joint college meeting. And, of course, I'm thinking
15 of substantive issues, not -- you know.

16 TRUSTEE ALSTON: Great suggestion, Trustee White.
17 Any additional questions or comments, Trustees?

18 TRUSTEE GRABLE: Trustee Alston, this is Trustee
19 Grable.

20 TRUSTEE ALSTON: Go right ahead, Trustee Grable.

21 TRUSTEE GRABLE: Thank you. I would agree with
22 many of the comments that have been stated earlier,
23 and I do believe that the Board is focused on avoiding
24 the negativity that Trustee Shannon mentioned, and I
25 certainly couch all of my statements in that vein;

1 however, there is one other aspect when we think about
2 the changes in fiscal management that I believe has
3 been stated by Trustee Shannon that we really should
4 keep in mind.

5 We do know that there was an attempt to split the
6 college and that strategy has not thus far succeeded,
7 but at the same time, anything, any changes --
8 particularly monetary control or fiscal control -- has
9 the potential to affect the morale of faculty in the
10 college and I believe that we need to keep in mind
11 that moral issues among faculty, particularly Florida
12 A&M faculty, as a concern. And we know that low
13 morale can potentially impact productivity and
14 ultimately impact the experience students have in a
15 program. So, as we discuss anything related to the
16 College of Engineering, I think it is important that
17 we remember that faculty morale and the opportunity to
18 be productive and have a positive impact on students
19 plays a role.

20 TRUSTEE ALSTON: Thank you, Trustee Grable.

21 Any other comments?

22 CHAIRMAN MONTGOMERY: Mr. Chair?

23 Mr. Chair, it's Montgomery. I just wanted to
24 correct for the record a comment that I believe I
25 heard from Trustee Shannon with regard to providing

1 Dr. Mangum the authority she saw fit.

2 At the February 6th meeting of our Board, and I'm
3 reading directly from a memo that Dr. Mangum wrote and
4 sent to the Board on July 8th, and it says, "At the
5 February 6 meeting of the FAMU Board of Trustees, then
6 Vice-Chair Montgomery made a statement in support of
7 empowering and providing the President the
8 authorization to work on behalf of FAMU to come up
9 with a sustainable organizational structure for the
10 college."

11 That was not a carte blanche authorization to do
12 whatever the President saw fit. That was simply a
13 statement saying that we would support the President's
14 efforts to keep the joint college, and that was
15 affirmed by a Board vote at that same meeting where we
16 said basically we want to keep the college together,
17 so I did want to correct that for the record.

18 The second thing, just as a follow-up, if a
19 document is sent to the Board, and then the press
20 requests that document and that document is changed or
21 altered significantly, I think that deserves an
22 explanation. And so I asked the question earlier with
23 regard to the Committee, but I think we're owed an
24 explanation. The press needs to understand that if
25 they ask for a document sent to the Board, they get

1 the same document; all that had to happen in that
2 situation was to forward that same document that the
3 Board received.

4 Well, in this case, the Board received a
5 significantly altered document that had also omitted
6 some things that were on the original document. So I
7 do believe that deserves an explanation.

8 Thank you, Mr. Chair.

9 TRUSTEE ALSTON: Thank you, Mr. Chair.

10 Dr. Mangum, would you like to respond?

11 PRESIDENT MANGUM: I wish I could, but this is
12 the first I've seen the two documents side by side, so
13 I cannot respond to it. So what I can do is offer an
14 explanation later when I talk with communication staff
15 that responded to the press's request.

16 TRUSTEE ALSTON: Okay. So as a take-away, you
17 will give us something back in writing to members of
18 the Board?

19 PRESIDENT MANGUM: Yes.

20 TRUSTEE LAWSON: Trustee Alston?

21 TRUSTEE ALSTON: Yes, Vice-Chair Lawson.

22 TRUSTEE LAWSON: I just want to go back and add a
23 couple of more things to my opening statement.

24 A couple of things kind of come to mind, and I've
25 heard everybody's perspective, and what I'm sharing,

1 these are comments and conversations I've had directly
2 with the President; so in fairness to her, as we talk
3 about open communication, what I'm saying is not new.
4 We've had one-on-one conversation about this issue.
5 And in closing, I simply feel that the gravity of a
6 13-million-dollar decision deserves a discussion with
7 the Board; that's number one.

8 Number two, and I just want to clear up a comment
9 that I saw, and not that we should respond to
10 everything that's in the media, but I think this one
11 deserves a comment based on comments that local
12 constituents, and that is: There was a statement made
13 by a senior administrator that said that the Board
14 supported this decision. I think you can hear from
15 around the room that's not true so I wanted to clarify
16 that.

17 And number three, you know, in closing, I just
18 have strong feelings about the decision itself.
19 Unfortunately, I do believe we're in a place of
20 non-reversal, but again, I would ask that we --
21 Trustee White was going there as well -- this new
22 process has to allow not only our Board but Florida
23 State's Board will have a perspective on some of these
24 issues as well, or else we're going to put both of our
25 leaders in a very precarious decision to go into a

1 room and to make sweeping decisions that were
2 initially made 28 years ago; that were good enough to
3 survive all of this time, to be changed overnight
4 without our consent. And it's going to put Dr. Mangum
5 on the firing line, unduly in my opinion, and it's
6 going to put the potentially the Florida State
7 President on the firing line if he makes a decision
8 that's not in the best interest or in the sweet spot
9 of where his board wants to go.

10 So Dr. Mangum, after all of this, I ask that you
11 take back to this committee our stern feedback; that
12 there has to be an opportunity window for you to bring
13 in to that process the feedback from your Board.

14 TRUSTEE ALSTON: Great comments, Vice-Chair
15 Lawson.

16 Dr. Mangum, are you in agreement with those
17 comments from the combination of Chair Montgomery and
18 Vice-Chair Lawson and Trustee White as a take-away?

19 PRESIDENT MANGUM: Certainly.

20 TRUSTEE ALSTON: Okay, thank you.

21 Any additional comments or feedback, Trustees, on
22 this topic?

23 TRUSTEE MOORE: Trustee Alston, this is Trustee
24 Moore.

25 TRUSTEE ALSTON: Go ahead, Trustee Moore.

1 TRUSTEE MOORE: I think one of the painful things
2 about moving through these processes is the growing
3 pains that go along with new leadership and members of
4 the Board, and as we tackle tough decisions, it's
5 insuring where we understand where the lines are in
6 day-to-day operations versus where the Board wants to
7 be engaged.

8 I think we owe it to any leader that we are
9 articulating that; of course, we can't capture
10 everything that's going to happen throughout, in order
11 to move in front of it. One of the things I've shared
12 with President Mangum and I'm sure she would concur,
13 is one of the great things about having a Board and
14 Board of Trustees is when you are sharing that
15 information and initiatives that are going on, that
16 there is value in garnering the feedback and support
17 of it so when if things go awry -- and the hope is
18 everything will go great, but should things go awry --
19 you can lean on the support that your Board gave you
20 and the decision of what they weighed in on.

21 In this situation, unfortunately, I think it's
22 one of our growing moments. We have, at this
23 juncture, an opportunity to move forward. I think the
24 concern is that proactive communication has to be the
25 leading piece of how we operate going forward. I

1 think the only question I have relative to the
2 arrangement now is just the thought process that was
3 followed, tied to the financial challenges that was
4 perceived that the University had experienced in terms
5 of making payments and handling those transactions.

6 My question is that with new leadership in place,
7 is it still felt that we could not have addressed that
8 the situation before moving into a new model? Did we
9 not have the appropriate staff to address thing in the
10 past in terms of addressing fiscal issues?

11 TRUSTEE ALSTON: That's a comment for President
12 Mangum, right?

13 TRUSTEE MOORE: Yes.

14 PRESIDENT MANGUM: Thank you. The VP for Finance
15 and Administration spent several weeks looking at the
16 history of our processes, the capability that
17 currently exists within our administrative systems to
18 be able to respond differently going forward. And we
19 believe, based upon our ability to process
20 requisitions, appointments, financial aid, many
21 administrative processes that do not involve other
22 institutions, we are not where we would like to be.

23 And so based upon our current situation, we
24 believe that the move that we make with the joint
25 college, it was in the best interest of the joint

1 college to be able to work to move it forward, while
2 we are still working to sure up and improve and
3 enhance the existing administrative systems that we
4 have for our campus at large. It still needs a lot of
5 work. It needs investment, it needs revision, and
6 that's what we've been working on for the last year,
7 to try and improve our services.

8 You hear about it in customer service and in our
9 response rate probably every day. There are fewer
10 concerns now in many areas as we move through the
11 organization to improve and streamline our services
12 and consolidate, but we still have a lot of work to
13 do.

14 TRUSTEE MOORE: Thank you.

15 TRUSTEE ALSTON: Thank you. Any additional
16 comments or questions on this topic?

17 Okay, hearing none, we'll move down to the last
18 discussion item. As a follow-up from our previous
19 meeting, there was conversation on outside counsel for
20 the Board. I know the President made some initial
21 comments in her opening remarks.

22 President Mangum, I would ask you to maybe just
23 follow-up on this item. I know we also have a special
24 guest as well on this topic. So I'll defer to you,
25 first, Dr. Mangum, as a follow-up.

1 PRESIDENT MANGUM: The information provided to us
2 and through me from General Counsel with regard to the
3 ability for the Board to obtain outside counsel has
4 been responded to in the memo. And if I can, I would
5 like to ask Attorney McKnight to help with any
6 questions that you might have with regard to the
7 specific scope and services and criteria.

8 I think the upshot of it is, or summary of it is,
9 that the Board is able to obtain external legal
10 services, contractual services; that was the question?
11 And we provided detail in here with regard to the
12 criteria, the timelines associated with it and what
13 would have to occur in order to obtain outloud legal
14 services.

15 TRUSTEE ALSTON: Thank you, President Mangum.

16 Attorney McKnight, would you like to make
17 additional comments?

18 CHAIRMAN MONTGOMERY: Mr. Chair, Montgomery?

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

20 CHAIRMAN MONTGOMERY: In an effort to provide
21 further clarity for the Board on this matter, I spoke
22 with Attorney McKnight about the relationship between
23 the Board and the University's General Counsel. We
24 reached out to the Secretary of the National
25 Association of Colleges and University Attorneys and

1 invited Mr. Jerry D. Blakemore to come and speak
2 briefly before the Board about relationships between
3 the Board's and University's General Counsel.

4 Mr. Blakemore has a brief bio. Mr. Blakemore
5 serves as Vice-President of General Counsel at
6 Northern Illinois University, and as such serves as
7 Chief Legal Officer of the University.

8 Mr. Blakemore has more than 25 years of
9 experience in higher education, administration,
10 policy, development, and the provision of legal
11 services. The Vice-President of General Counsel has
12 joint reporting responsibility to the Board of
13 Trustees and the President of the University.

14 Mr. Blakemore supervises a staff of six attorneys
15 with responsibility for providing legal advice to the
16 President and to the Board and to administrative
17 faculty and staff.

18 Mr. Blakemore is a graduate of Princeton
19 University, which he received a BA degree in political
20 science and John Morris Law School in Illinois. He's
21 licensed to practice before the United States Supreme
22 Court, the Illinois Supreme Court, as well as various
23 federal districts and appellate courts.

24 Mr. Blakemore.

25 ATTORNEY BLAKEMORE: Madam President, to the FAMU

1 leadership, I am especially pleased to be here. And
2 hopefully, I will do a very brief sub-overview in
3 response to the request that was made of me, but I'm
4 going to take whatever time that you feel is necessary
5 to answer any specific questions that you might have.

6 I've been asked to, sort of, give a quick
7 overview, and to do that in 10 minutes, so someone
8 stop me if I go over time, but the most important
9 thing is going to be the questions and answers.

10 As the Chair has already indicated, I serve as
11 Secretary, and as such, as a member of the Executive
12 Committee of an actual Board of Directors of 4600
13 higher education lawyers. Your General Counsel is not
14 only a member but an active member of NACUA having
15 served on several panels. I've heard him speak before
16 and he's very well-respected in that regard.

17 I'm not here as a lawyer. I'm not licensed to
18 practice in Florida. I am licensed to practice in
19 Illinois. So I would not want to you take this as
20 legal advice, because I'm not in a position to provide
21 that here in the State of Florida.

22 I am in the position, having sat where are you
23 are now sitting and serving as General Counsel for two
24 different institutions for almost 12 years now, to
25 provide you sort of my experience, and more

1 importantly the experience of NACUA, and I'm going to
2 talk a little bit about a survey that NACUA recently
3 did.

4 I had the good fortune of serving as a member for
5 10 years for the Illinois Board of Higher Education,
6 and during part of that 10-year tenure, I served as
7 chair on that board, so I've sat in those seats and
8 I've sat on Mr. McKnight's seat.

9 I did a paper and I'm oftentimes asked to brief
10 new lawyers to higher education and new lawyers to the
11 general counsel's role, and I'm just going to quote
12 something I said in the paper in November of 2013.
13 And the title of the paper or the article was, "The
14 General Counsel, the President, and the Board:
15 Informing the President and the Board of the legal
16 obligations and yours;" yours, meaning, the lawyers
17 that I was speaking to.

18 These relationships must be based upon continuous
19 trust, uncompromising confidence and simultaneously a
20 clear understanding of the distinct roles and
21 responsibilities of each key player: The Board, the
22 President, and the General Counsel.

23 The role and responsibilities of the General
24 Counsel are complicated. Ultimately, the General
25 Counsel represents the best interest and must

1 represent the best interest of the Board. Thus,
2 informing the President and the Board of their legal
3 and ethical responsibilities is not only critical to
4 the functioning of a university, but to the
5 establishment and preservation of a positive and
6 productive working relationship between the General
7 Counsel the President and the Board.

8 That is the backdrop upon which we advise
9 lawyers -- new to higher education and those who are
10 experienced in higher education -- to approach their
11 jobs. The lawyer's responsibility irrespective of
12 what your reporting relationships are, are governed by
13 the professional legal and ethical obligations of the
14 profession, and let me put that a different way.

15 In one sense, it doesn't matter what your
16 organizational chart says. The attorney has the
17 ultimate obligation to represent the best interest of
18 the Board, and that obligation is in place based on
19 ABA and state rules regarding professional conduct.

20 My recommendation -- and you have done this in
21 part, in terms of the job description that the Vice-
22 President For Legal Affairs and General Counsel has --
23 you do have joint recording relationships. The
24 General Counsel is ethically obligated to report up to
25 the Board, and in my opinion, all parties benefit and

1 are best served by formulizing a communication and
2 functional line for the General Counsel where it is
3 clear that there is dual reporting relationships. And
4 in order to sustain what is most important --
5 particularly with respect to litigation that the
6 Boards may be involved in, but I think this is
7 generally true -- it is critical to have those lines
8 established to protect the attorney-client privilege.

9 I was asked to provide some best practices, and
10 so I'm going to do that very quickly and hope to give
11 you the six recommendations that I have and then open
12 it up for questions.

13 In terms of best practices, NACUA in 2014
14 actually about did a survey of General Counsel
15 offices. The survey covered a number of issues. It's
16 pretty -- a very comprehensive survey. It covered
17 everything from salaries, to the number of positions,
18 to types of organizations, et cetera, but one of the
19 issues that it addressed was the reporting
20 relationship of the General Counsel.

21 More than 33 percent of single campus General
22 Counsel's Office report both to the Board and the
23 President and the trend, particularly given the
24 increase compliance requirements that are now upon us,
25 is for there to be formalized joint reporting.

1 Of those remaining 64 percent of institutions who
2 do not have formal reporting relationships, most of
3 those do have in practice joint reporting
4 relationships. Unfortunately, many institutions do
5 not have General Counsels and many institutions do not
6 have Governance Committees. You are to be applauded
7 for having both. And most institutions that do not
8 have either General Counsels -- and this is especially
9 true at the community college level; are now moving
10 towards that, particularly given compliance.

11 And one of the best practices which you are
12 already implementing is the Governance Committee.
13 There is a standard that I recommend to my clients,
14 and I've done this with two public institutions where
15 I've been privileged to serve as the Vice-President
16 and General Counsel -- Southern Illinois University
17 and Northern Illinois University -- I have recommended
18 and both of those institutions have adopted a
19 requirement on the General Counsel that establishes a
20 standard for when that individual is required to
21 report up to the Board.

22 I'm not going to get into the issues of reporting
23 up. I have a paper that you will be provided where
24 there is a requirement when there is wrong-doing.
25 We're not talking about wrong-doing. What we're

1 talking about here, in the standards that I'm going to
2 lay out, really affect the basic relationship between
3 the General Counsel and the Board. And here's the
4 standard that I recommend, and which is generally
5 adopted, at least by the two institutions that I've
6 been privilege to represent.

7 If there is a significant financial reputational
8 or policy issue, or if there is a material change in
9 the contractual relationship that the Board has with
10 any of its entities, or if there are legal or ethical
11 obligations that have changed that import or impact
12 the Board, it is the obligation of the General
13 Counsel -- oftentimes in collaboration with the
14 President, but not in all circumstances in
15 collaboration. Sometimes it has to be independent --
16 that General Counsel has an obligation to report up to
17 the Board.

18 And I'll repeat them. Significant financial,
19 reputational, or policy, or where there is a
20 substantial change in the contractual or legal or
21 ethical obligations on the part of either the
22 institution, or the lawyer, or any individual who
23 represents the leadership team.

24 I'm going to close, and I'll do this in a couple
25 of minutes with six very specific recommendations for

1 your consideration. These are not all-inclusive.
2 This is not an analysis of the issues that you may be
3 facing; this is the type of review that I do, sort of
4 generally. And we can get into more details given
5 your particular facts, if you wish at another point,
6 but generally my six recommendations:

7 One, it is critical that clarification and
8 formalizing in both the communication and functional
9 roles and reporting requirements of the General
10 Counsel take place. The position description of the
11 General Counsel is a very good description. I believe
12 that you need to expand upon that description. I
13 think the organizational chart has to indicate that,
14 but more importantly, I think you need to establish
15 protocol in terms of that communication.

16 And so my second recommendation is to establish
17 regular one-on-one meetings with the Board Chair. And
18 I would also say that particularly committees that are
19 relevant to the legal issues, that General Counsel
20 have that one-on-one with that chair to help with the
21 establishment of the agenda, you know, for committee
22 meetings and the like. That is not to exclude any
23 senior officials, the President, the Vice-President
24 for Finance Administration, the Provost, or others,
25 where that is appropriate. There will be times when

1 the General Counsel has to have a one-on-one sort of
2 conversation in order to protect the attorney-client
3 privilege. That is rare, but it is necessary, and the
4 GC has to have that type of option.

5 The third category, recommendation, is I've
6 already in a sense talked about; that is, to have
7 those types of discussions with committee chairs, when
8 appropriate as well, so it's not just the Chair of the
9 Board. And as the leadership of the Board changes,
10 it's important to do those GC, President and Chair
11 meetings, because it becomes critical particularly for
12 those two entities to be on the same sheet.

13 Fourth category is to establish regular
14 professional development briefing opportunities for
15 all members of the Board on any of the issues of
16 concern to those particular members. This is really
17 important, because it's not just, "here's a legal
18 requirement," but there may be a particular interest
19 on the part of the Board member, and I think it's
20 important that the administration keep those Board
21 members up to speed on that.

22 I also believe that it is important that in
23 conjunction with the President, establish a review
24 process for not only an evaluation of the General
25 Counsel but the establishment of the priorities for

1 the General Counsel's Office. Every year under the
2 Northern Illinois University law, we change officers,
3 or the Chair and Vice-Chair can't serve for more than
4 two consecutive terms. So at least every two years,
5 if not every year, there's a change.

6 Every year that change occurs, there is that
7 one-on-one -- when I say one-on-one, I mean two-on-one
8 and there could be more if it chair includes the
9 executive committee of the Board -- where the
10 President and General Counsel sort of established the
11 plans for going forward.

12 The final recommendation is part of what NACUA
13 does, is work in conjunction with other associations,
14 higher education associations. One of those -- two
15 of those associations are ACE American Council on
16 Education, and AGB, the Association of Governing
17 Boards and that is the association that represents
18 Boards of Trustees, both public and private.

19 I believe that it is worth the time and effort as
20 you go through your process of having that type of
21 expertise come and to assist. And I would
22 specifically advise that you consider, for example,
23 particularly given the earlier discussions, every
24 board periodically should review its bylaws. Some
25 boards have bylaws that are clear about Presidential

1 versus Board spending authority, hiring authority, et
2 cetera.

3 For example, Northern Illinois University and
4 members of the mid-America Conference, the nine or so
5 schools within our Conference, we have specific bylaws
6 the diversified institution whereby the spending
7 authority can ranch from up to 250,000 to 3 million is
8 where presidential authority may end and Board
9 approval is required. Clearly, having particularly
10 General Counsels and other lawyers, but AGB sort of
11 assisting in the development of clear policies,
12 particularly bylaws, related to authority, whether
13 it's spending or hiring, et cetera, at the front end
14 is recommendation that I would make.

15 Mr. Chairman and members of the Board, I'm
16 certainly open for any questions, and I certainly
17 appreciate in the spirit of NACUA the opportunity to
18 assist our higher education lawyers as we try to
19 advanced the interest of you, our clients.

20 Thank you.

21 TRUSTEE ALSTON: Thank you, Attorney Blackmore.
22 I think that was an excellent presentation, commentary
23 and recommendations for the Board.

24 Trustees, are there any questions or comments for
25 Attorney Blakemore? Any questions or comments,

1 Trustees?

2 ATTORNEY BLAKEMORE: I'll invite you to one of my
3 committee meetings, and if I don't get questions,
4 that's wonderful.

5 TRUSTEE ALSTON: Thank you, Attorney Blakemore.

6 TRUSTEE WARREN: Trustee Alston, this is Trustee
7 Warren.

8 TRUSTEE ALSTON: I'm sorry, go ahead, Trustee
9 Warren.

10 TRUSTEE WARREN: We were just talking about this
11 issue around this question of the Board being able to
12 engage its own General Counsel, and as best as I
13 understand, we have quite capable and able General
14 Counsel on staff at the University. But is the
15 discussion calls to question the capacity of our
16 existing General Counsel, to handle the legal issues
17 to be of counsel, if you will, to both the Board, and
18 the staff.

19 TRUSTEE ALSTON: Thank you, Trustee Warren. I'll
20 try to respond to that and then I'll ask Chair
21 Montgomery to also chime in.

22 I think the initial thought when we brought up
23 the conversation is there have been instances where,
24 for example, if there is a difference of opinion from,
25 let's just call it the Board versus the CEO, how the

1 General Counsel would respond or handle those types of
2 situations. So in the interest, I think there was
3 some conversation to avoid what could be a conflict
4 between the Board and/or President; is there another
5 route that the Board could consider either on a select
6 basis or attorney or legal services, or ongoing basis.
7 I think that was really what was the conversation, but
8 I think the Board landed just to continue this
9 conversation, which there was really no definitive
10 take-away at the last Board meeting.

11 Mr. Chair, is that accurate?

12 CHAIRMAN MONTGOMERY: Yes. Thank you, Mr. Chair.
13 To be more specific, I believe we're moving towards a
14 reporting relationship for the General Counsel that
15 mirrors the existing reporting relationship of our
16 Inspector General, also known as Vice-President for
17 Audit and Compliance.

18 The General Counsel for the University should
19 never be in a position where the office-holder feels
20 as if the advice that they give the Board could put
21 them in a position where they could lose their job.
22 And so, there have been discussions about potential
23 change with the General Counsel, and that is well
24 within the scope of the authority of the President.
25 But given where we are right now with very pressing

1 legal matters; I think we have some major cases that
2 are coming up right now.

3 There was a concern raised about continuity from
4 the Board, and I would be prepared to offer an
5 amendment to our bylaws that would place the status of
6 the General Counsel to mirror the same as the Vice-
7 President for Audit and Compliance. And simply, the
8 VP for Audit and Compliance reports functionally to
9 the Chairman of the Board and reports administratively
10 to the President of the institution. That person
11 doesn't get hired or fired without consultation of the
12 Board, and so I think that's where we're headed.

13 So one final note. Our operating procedures
14 requires a seven-day notice, so seven days prior to
15 our next Board meeting would be my intent to provide
16 notice to the Corporate Secretary about a potential
17 change there and then the item would be brought up for
18 discussion at the next board meeting.

19 TRUSTEE WARREN: Mr. Chair?

20 TRUSTEE ALSTON: Thank you, Mr. Chair.

21 Trustee Warren, you're recognized.

22 TRUSTEE WARREN: Thank you. I look forward to
23 that future conversation regarding Trustee
24 Montgomery's proposal, but I would like to add this
25 thought, if you will. We don't want to get in the

1 position that any employee of the college does not
2 work for as an employee on the President of the
3 University. The lines of authority and expectations
4 of the Board of certain employees, like the Auditor
5 and the General Counsel, should be clear, and we have
6 every expectation that they will be above-board,
7 responsive, and they're responsive to us, in
8 particular, and keeping with their assignments and
9 attendance, if you will, to their counsel to us,
10 especially with respect to the University President.

11 I have every expectation that the General
12 Counsel, Mr. Hayward, (phonetic) or anyone else; that
13 as a Board member when queried before counsel, that we
14 would get everything and more from that General
15 Counsel, which is the expectation that we all might
16 have, which is what was presented in the discussion
17 this morning, that General Counsel has an obligation,
18 an ethical obligation and a professional obligation to
19 be direct, forthright and above-board,
20 straightforward, and to give us advice that is good
21 for all as opposed to one.

22 General counsel and the auditor work for the
23 University President for the benefit of the
24 University, and more particularly, for the benefit of
25 this Board. In my mind, that doesn't dictate we get

1 in the way of who that is, but we do stand in the way
2 of how that person responds to us and works for the
3 University. So if we're considering the addition of
4 outside counsel, I would suggest that we be more
5 direct and more demanding and more straightforward and
6 draw broader lines, if you will, about what the role
7 is for our existing General Counsel and how that
8 relates to us.

9 And secondly, the management of that person is a
10 Presidential responsibility; that would be my
11 recommendation when we get to it and we leave it
12 there.

13 Thank you.

14 TRUSTEE ALSTON: Thank you, Trustee Warren.

15 Any additional comments, Trustees, on this topic?
16 Okay. Hearing none, we will add -- thank you, Chair
17 Montgomery for that regarding the next steps for the
18 Committee and for the Board on this item.

19 As you've heard, this will be sent to everyone
20 along with the remaining five next steps that you see
21 on the document in front of you. If you have any
22 additional topics that you would like for
23 consideration, I would ask that you send those to
24 Attorney Barge-Miles.

25 I think we see the take-aways that we've bumped

1 to the August meeting, so again, review of other SUS
2 Governance Committee roles and their models. I know
3 that Attorney Barge-Miles and Attorney McKnight have
4 already done some work around this, so I'll get some
5 information prior to the August meeting, along with
6 further development of the committee, as well as a
7 full review of the operating procedures. So that will
8 probably follow the recommendation from the Chair
9 following some time after the August meeting.

10 Any additional questions or comments before we
11 close this meeting?

12 Mr. Chair, Trustee Boyce, I know that you're
13 there; any additional comments?

14 TRUSTEE BOYCE: My question -- this is Trustee
15 Boyce.

16 TRUSTEE ALSTON: Okay. It sounds like there's no
17 additional comments so this meeting is adjourned.

18 CHAIRMAN MONTGOMERY: Hold on.

19 TRUSTEE BOYCE: My question was just on the great
20 presentation we just heard and six recommendations.
21 Is there a required action from this Committee to
22 adopt and/or make a motion to go forth with these six
23 recommendations?

24 TRUSTEE ALSTON: Is that directed to me, Trustee
25 Boyce?

1 TRUSTEE BOYCE: Yes, sir.

2 TRUSTEE ALSTON: No, I think that's a great
3 question. I personally don't have any issues with the
4 recommendation. I think they're all within bounds. I
5 think they are strong and it's clear that this is a
6 standard with other universities, so I can't make a
7 motion. But there is a motion that comes, of course I
8 would absolutely entertain it.

9 TRUSTEE BOYCE: I would like to make that motion,
10 if it's appropriate.

11 TRUSTEE ALSTON: Okay. It sounds like there is a
12 motion on the floor for this Committee to adopt the
13 six recommendations as presented.

14 That's a motion from Trustee Boyce; is there a
15 second?

16 TRUSTEE BOYCE: There is not a second.

17 CHAIRMAN MONTGOMERY: Second.

18 TRUSTEE BOYCE: There is now a second from
19 Chairman Montgomery.

20 TRUSTEE ALSTON: There is a second from Chairman
21 Montgomery?

22 CHAIRMAN MONTGOMERY: Yes.

23 TRUSTEE ALSTON: I think there are technical
24 issues. Can I ask Chair Montgomery, can you carry the
25 motion because there's a delay on this end?

1 CHAIRMAN MONTGOMERY: I seconded the motion.

2 I'll briefly run through the discussion phase, if you
3 allow, Mr. Chair.

4 The recommendations from the consultant were for
5 clarification of the functional role of the General
6 Counsel and expansion of the position description; the
7 second one was to establish regular one-on-one
8 meetings with the Board Chair; the third was to
9 establish regular discussions with committee chairs;
10 the fourth one was regular professional development
11 for Board members; number five, establish the review
12 process for the General Counsel and to have one-on-one
13 meetings when there are changes in leadership -- I can
14 speak to that personally. In my transition as Chair,
15 there was relatively no engagement at that level that
16 was actually performed; and then the sixth would be --
17 and I can speak to this as Board Chair -- engaging AGB
18 or ACE consultants. I plan to call one in the very
19 near future pending the outcome of our election in
20 August where we would have a retreat as a Board, bring
21 in AGB consultants to move forward.

22 So I believe Trustee Boyce was saying we should
23 adopt these as best practices. He made a motion we
24 adopt these, I seconded, and we're now in the
25 discussion phase.

1 TRUSTEE BOYCE: Any other discussion?

2 TRUSTEE LAWSON: Yeah. Just a discussion for the
3 Chair, the second motion. We talked about waiting
4 until August to review the current structure of the
5 General Counsel from a reporting standpoint. We've
6 gotten now feedback on the abilities to obtain outside
7 counsel if needed, so my only question is, does this
8 supersede our need to have the discussion at a later
9 date if we adopt the six recommendations?

10 CHAIRMAN MONTGOMERY: In my opinion, it does not.
11 We reserve the right to continue to be involved in
12 conversations in that area. This simply allows the
13 adoption of best practices as presented.

14 TRUSTEE MOORE: Mr. Chair?

15 TRUSTEE ALSTON: Go ahead. I'm sorry, Trustee
16 Moore.

17 TRUSTEE MOORE: My comment would fall in
18 alignment with Trustee Lawson because it appears to go
19 in that direction. I tried to capture all of the
20 great recommendations and great presentation
21 information that was provided, but it appears we would
22 be in putting in place something that goes before what
23 would be the bylaw presentation change or
24 recommendation, and that would involve the comment of
25 the full Board in seeing the item itself. And I don't

1 believe at this juncture that's where we are, which is
2 why I would not support the adoption. Not that
3 they're not great recommendations.

4 TRUSTEE BOYCE: But they would come in another
5 process with respect to the bylaws. Your comment is
6 that this should be addressed as a part of an addition
7 to the bylaws?

8 TRUSTEE MOORE: Right, and we talked about the
9 time standard associated with the bylaws and review
10 period. Here it talks about establishing protocol and
11 the position description, of which my understanding,
12 that now falls under the realm of the President. If
13 we're adopting this recommendation, are we now moving
14 it to this body? And if that's the case, one would
15 think it does have to follow the time standard process
16 and bylaws.

17 TRUSTEE BOYCE: So I'm amenable to doing whatever
18 is right to do. And so I would ask our Attorney
19 McKnight to maybe provide a legal opinion?

20 ATTORNEY MCKNIGHT: I think there's a conflict of
21 interest. I would declare there is a conflict of
22 interest. I don't know if I can defer to my great
23 legal brain trust, but I would ask Mr. Blakemore, if
24 he can come back, because he brings a wealth, a
25 plethora of knowledge in this area, and that's why we

1 brought him down from Chicago.

2 ATTORNEY BLAKEMORE: Thank you so much. Two
3 quick things: One is, rather than taking action
4 today, my recommendations were done for your
5 consideration. A number of the recommendations would
6 require possibly bylaw changes. Many of them are more
7 administrative, and I think that you've got the
8 authority to sort of do that without the bylaw change,
9 in terms of how you set your meeting schedules and the
10 like.

11 I will say this, on the question of outside
12 counsel. There are circumstances where the client,
13 which is the Board of Trustees, will always have to
14 have the option irrespective of what you say in your
15 bylaws to obtain outside counsel where there is a
16 conflict. Your General Counsel immediately went to
17 the conflict issue and said, "I really shouldn't opine
18 on this," because it's either the appearance of or
19 it's an actual conflict.

20 So when there are conflicts, you need to reserve
21 the right to get outside counsel. That's nothing
22 adverse or nothing against your current General
23 Counsel. I have sought in many circumstances, I have
24 requested the Board that I've worked for to get
25 outside counsel, and here are two examples of where I

1 think that's really critical.

2 One is, whenever you're negotiating, you
3 shouldn't ever have your General Counsel negotiating
4 in contract with a president where 90 percent of their
5 time is going to be spent with respect to the
6 University, the President, and down the line. So we
7 always recommend hire outside counsel so that the
8 General Counsel can represent the interest of the
9 Board. General counsel always has to represent the
10 highest entity unless there's an agreement to the
11 contrary.

12 The other areas when you always need to have
13 outside counsel is where the General Counsel or the
14 General Counsel's Office doesn't have the expertise
15 that is needed for the Board. A General Counsel can't
16 be all persons to all people -- all things to all
17 people. In fact, we have professional obligations
18 that say you can't go outside of your area of
19 expertise, and quite frankly, the clients are not
20 served very well.

21 So although I believe that the recommendations
22 are for your consideration, a number of them would
23 require some changes in bylaws. Not all of them do.
24 I think there is some flexibility on your part within
25 each of them to act even without bylaw changes.

1 TRUSTEE BOYCE: Thank you, Attorney Blakemore.
2 So given your response and Trustee Moore's concerns, I
3 would like to withdraw my motion and consider that as
4 part of a bylaw discussion at a future meeting.

5 TRUSTEE ALSTON: Okay. Thank you, Trustee Boyce.

6 TRUSTEE GRABLE: Trustee Alston, this is Trustee
7 Grable.

8 TRUSTEE ALSTON: Please proceed.

9 TRUSTEE GRABLE: I would just like to offer that
10 I think those suggestions, those six suggestions
11 offered by our speaker are of great interest to me;
12 however, I would like the opportunity to read his
13 papers, and I want to be certain I'm sure that the
14 Board Liaison will make sure that we receive those, as
15 well as a chance to take a closer look regarding the
16 documentation related to the six recommendations.

17 TRUSTEE ALSTON: Well taken. And Mr. Chair,
18 you're okay with us putting this.

19 CHAIRMAN MONTGOMERY: Yes.

20 TRUSTEE ALSTON: Okay. Any additional comments
21 or questions? Any additional comments or questions?

22 Okay. Sounds like, hearing none, I think we went
23 through the several next steps for the Committee, as
24 printed in front of you. We will also add these items
25 as referenced to our August committee meeting, as

1 we're a committee of the whole, for the Special
2 Committee on Governance.

3 Okay, if there's no other items to add, we will
4 adjourn this meeting.

5 CHAIRMAN MONTGOMERY: Thank you, Chairman Alston.

6 Board members, we're going to take a 10-minute
7 break before we move into Facilities Planning.

8 We'll be back -- it's 10:33 now. Let's start
9 back at 10:45.

10 (Special Committee on Governance Meeting
11 concluded.)

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CERTIFICATE OF REPORTER

STATE OF FLORIDA)
COUNTY OF LEON)

I, Yvonne LaFlamme, Florida Professional Reporter
and Notary Public, certify that I was authorized to and
did stenographically report the foregoing proceeding; and
that the transcript is a true and complete record of my
stenographic notes.

I further certify that I am not a relative,
employee, attorney, or counsel of any of the parties, nor
am I a relative or employee of any of the parties'
attorney or counsel connected with the action, nor am I
financially interested in the outcome of this case.

Dated this 26th day of JULY 2015.

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

