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STATE OF FLORIDA  
FLORIDA A&M UNIVERSITY

IN RE: EMERGENCY TELEPHONIC  
BOARD OF TRUSTEES MEETING  
DATE: THURSDAY, OCTOBER 22, 2015  
TIME: COMMENCING AT: 7:30 a.m.  
CONCLUDING AT: 10:35 a.m.  
LOCATION: FLORIDA A&M UNIVERSITY  
FOUNDATION BUILDING  
625 TENNESSEE STREET  
TALLAHASSEE, FLORIDA  
REPORTED BY: YVONNE LAFLAMME, FPR  
COURT REPORTER and  
NOTARY PUBLIC

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CHAIRMAN MONTGOMERY: Good morning, and welcome  
2  
to this meeting of the Florida A&M University Board of  
3  
Trustees. I call this meeting to order.

4 Attorney Barge-Miles, please call the roll.

5 ATTORNEY BARGE-MILES: Trustee Alston?

6 Trustee Grable?

7 TRUSTEE GRABLE: Here.

8 ATTORNEY BARGE-MILES: Trustee Graham?

9 TRUSTEE GRAHAM: Here.

10 ATTORNEY BARGE-MILES: Trustee Lawson?

11 TRUSTEE LAWSON: Here.

12 ATTORNEY BARGE-MILES: Trustee McWilliams?

13 TRUSTEE McWILLIAMS: Here.

14 ATTORNEY BARGE-MILES: Trustee Montgomery?

15 CHAIRMAN MONTGOMERY: Here.

16 ATTORNEY BARGE-MILES: Trustee Moore?

17 TRUSTEE MOORE: Here.

18 ATTORNEY BARGE-MILES: Trustee Shannon?

19 Trustee Warren?

20 Trustee Washington?

21 TRUSTEE WASHINGTON: Here.

22 ATTORNEY BARGE-MILES: Trustee White?

23 TRUSTEE WHITE: Here.

24 ATTORNEY BARGE-MILES: Trustee Woody?

25 TRUSTEE WOODY: Here.

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

3           TRUSTEE ALSTON: I'm sorry, this is Trustee  
4 Alston. I'm on.

5           CHAIRMAN MONTGOMERY: Thank you. Good morning,  
6 sir.

7           TRUSTEE ALSTON: Good morning.

8           CHAIRMAN MONTGOMERY: Members of the Board, thank  
9 you for being responsive to the call for this  
10 emergency meeting.

11           On Tuesday morning, Vice Chair Lawson e-mailed a  
12 request to hold an emergency meeting for the purpose  
13 of addressing financial irregularities and  
14 improprieties that have been brought to the attention  
15 of the Board.

16           Part of the process that I determine the need for  
17 an emergency meeting involves communication with the  
18 University's General Counsel. My conversation with  
19 him led me to conclude that an emergency meeting was  
20 warranted, and that's how we ended up this morning.  
21 He specifically cited two areas: One, section 2.3 of  
22 our Operating Procedures; and then, also, the  
23 Emergency Meeting Procedures.

24           And I'll briefly read to you from Section 2.3,  
25 Powers and Duties of the Board:

1           "The Board shall serve as the governing body as  
2           the governing body of the Florida Agricultural and  
3           Mechanical University. It shall select the President  
4           of the Florida Agricultural and Mechanical University  
5           to serve at the pleasure of the Board, and shall hold  
6           the President responsible for the University's  
7           operation, management, performance, its fiscal  
8           accountability, and its compliance with federal and  
9           state laws and rules and regulations of the Board of  
10          Governors.

11           "This is the lens through which we need to view  
12          the issues that have been brought to our attention; as  
13          part of the audit function by the Auditor of the State  
14          of Florida."

15           And with that, I will turn this over to the  
16          member who actually requested the meeting.

17           I recognize Vice Chair Lawson.

18           TRUSTEE LAWSON: Good morning, again. Thank you,  
19          Mr. Chair. I'll be brief in my opening remarks. We  
20          made an attempt to share with everyone on the board  
21          all of the detailed information that I had been able  
22          to access, such that everyone would then be on the  
23          same page. So a quick summary of where we are. And  
24          again, everyone has the documentation, and there was  
25          additional documentation provided, I believe, around 9

1 p.m. last night. We're in a situation where it was  
2 clear that use of E&G funds to pay sign-on bonuses,  
3 which is a violation of Section 215.425 of Florida  
4 Statutes.

5 The next bulletpoint is Item 6.2 of the  
6 employment contract of the President states that any  
7 renovations to the President home require approval of  
8 the Board if that expense is in excess of \$10,000, and  
9 without going into great detail, you all have the  
10 back-up to support that particular situation.

11 We have been able to determine via help of  
12 Mr. Givens' team that there are no records of any  
13 approval via the Board of Trustees. We have spent  
14 somewhere in excess of 400,000 between the house and  
15 the garage. You know, some of the expenditures as you  
16 look through the detail, are very appropriate; others  
17 are, you know, you can form your own opinion.

18 As a result of this, and also as a result of  
19 learning there were one-time raises given to at least  
20 one member of the leadership team in excess -- well,  
21 at the level of 25,000; as we challenge ourselves with  
22 giving raises to faculty, at this point, I hereby move  
23 to terminate Dr. Mangum's employment agreement, due to  
24 incurable cause, and in accordance with portions or  
25 part of 11.1 of section of her employment contract.

1 TRUSTEE WOODY: Trustee Woody. Second,  
2 Mr. Chair.

3 CHAIRMAN MONTGOMERY: A motion has been made and  
4 there has been a proper second. We'll move to the  
5 discussion phase. Is there any discussion with regard  
6 to the motion?

7 TRUSTEE MOORE: Chair Montgomery?

8 CHAIRMAN MONTGOMERY: Who is that?

9 TRUSTEE MOORE: This is Trustee Moore.

10 TRUSTEE WARREN: And Trustee Warren.

11 CHAIRMAN MONTGOMERY: Okay. As we proceed, I  
12 will -- as I hear you, I'll make notes in the cue and  
13 we'll proceed accordingly. So I heard Trustee Moore,  
14 Trustee Warren, and I have Trustee White.

15 Trustee Moore, you're recognized.

16 TRUSTEE MOORE: Just to make sure that I  
17 understand the background information on this. The  
18 request itself and the information that's been  
19 provided to us, this came as a result of an Auditor  
20 General review, and during that review, most of us and  
21 I'm probably sure all of us are aware, that through  
22 that process, there is an opportunity for staff  
23 engaged in the review to provide supporting  
24 documentation to address any of the areas of concern.

25 Is that an accurate assessment or picture being

1 painted, in terms of how I'm realizing and believing  
2 that this came to where we are today?

3 CHAIRMAN MONTGOMERY: Trustee Moore, I appreciate  
4 your question. VP Givens, are you on the line?

5 VP GIVENS: Yes, I'm here.

6 CHAIRMAN MONTGOMERY: I'm going to ask you to  
7 respond to Trustee Moore's question, please.

8 VP GIVENS: Actually, I believe the initial  
9 request came through OPPAGA, which was the -- it's not  
10 the auditors.

11 CHAIRMAN MONTGOMERY: I'm sorry for interrupting,  
12 Mr. Givens, I can barely hear you. Can you speak into  
13 the microphone?

14 VP GIVENS: Yes. Is this a little better?

15 CHAIRMAN MONTGOMERY: Yes, sir. Thank you.

16 VP GIVENS: Yeah, my understanding is this  
17 initially came through the OPPAGA agency, where they  
18 were gathering information from a number of  
19 universities, mostly the smaller universities; where  
20 they sent out a survey and sent a list of questions  
21 and information they wanted, and part of that had to  
22 do with providing bonus information.

23 Once that information was provided, I think the  
24 only question started raising about bonuses. And  
25 then -- but yeah, typically in the audit process --

1 and what OPPAGA is doing is not an audit. Right now  
2 it's just an inquiry. The University has just been  
3 asked to provide information. OPPAGA has had no  
4 finding related to it and I think it's just -- and  
5 that's just where it is right now.

6 CHAIRMAN MONTGOMERY: Two things, VP Givens. Can  
7 you tell us the acronym; can you tell us what that  
8 stands for, OPPAGA?

9 VP GIVENS: It's Office of Program Policy  
10 Accountability For Governance.

11 CHAIRMAN MONTGOMERY: The Florida Legislature's  
12 Office of Program Policy Analysis and Government  
13 Accountability.

14 The second point to address was Trustee Moore's  
15 question, would be the memo that was received, I  
16 believe from the State of Florida, Office of the  
17 Auditor General; would that be correct?

18 VP GIVENS: No. That relates to the renovations  
19 at the President's house. Now, that part is -- the  
20 Auditor General is looking at it as part of the audit  
21 that they have in process now. It would not  
22 ordinarily be part of a financial audit because  
23 they're not doing an operational audit.

24 To date, they have requested that information.  
25 They've reviewed it and at that point, that's when the



1 memo was generated that was addressed to me to just  
2 confirm or provide information or documentation that  
3 the Board had approved the renovation in excess of  
4 \$10,000. But to-date, there's been no finding.  
5 There's been no report issued.

6 And when I talked with the Auditor General, what  
7 they indicated they thought would happen at this  
8 point, would be any finding that was found during this  
9 audit, they would include as part of the financial  
10 audit of the University. As an other matter, that the  
11 net audit would probably be released -- historically  
12 it's been released in February or March of every year.

13 CHAIRMAN MONTGOMERY: Okay. There's some  
14 feedback; someone is moving around, so if you could  
15 mute your phones, that would be very helpful with the  
16 process.

17 Trustee Moore, does that answer your question?

18 TRUSTEE MOORE: Yes, thank you.

19 CHAIRMAN MONTGOMERY: Trustee Warren, you're  
20 recognized.

21 TRUSTEE WARREN: Thank you, Mr. Chair. My  
22 questions are in line with Trustee Moore's and would  
23 be best probably addressed by Mr. Givens as well.

24 Mr. Givens stated that the auditors have issued  
25 no findings, and that's a critical point. I would

1       like for him to come back as I finish my inquiry to  
2       explain what that in fact means.

3               Secondly, the work that was done on the  
4       President's home was initiated in the scope of work  
5       that was set in place before the President was hired,  
6       and I would like to know from Mr. Givens, did he have  
7       that discovery in his research on this issue, and was  
8       that issue brought forward to Trustee Lawson, and more  
9       importantly, to the Chair of the Audit Committee.

10              The third thing is the issue of the bonuses were  
11       issued. As I recall, at a time when a series of  
12       bonuses being issued. In this case, the one posted to  
13       a Fund 1 account, as I understand, was later  
14       discovered and posted to the correct account, but the  
15       journal entry has been made and corrected as it was  
16       discovered by the staff and auditor overview.

17              So I'm really curious to know from Mr. Givens if  
18       Mr. Givens has shared that information and that kind  
19       of detail with Trustee Lawson and others who would  
20       declare this action to be solely that of the  
21       President, a responsibility of the President, and  
22       hence, to seek to making a motion as to one we're  
23       making this morning.

24              CHAIRMAN MONTGOMERY: So Mr. Givens, before you  
25       respond, I want to make sure we capture and provide a

1 response to each of your questions.

2 Trustee Warren, I don't have all of those so I'm  
3 going to go in reverse order. I believe there was a  
4 question about -- well, I'll let you restate that. If  
5 you'll restate the questions individually, we'll ask  
6 for a response from Mr. Givens.

7 TRUSTEE WARREN: Well, the first question was  
8 whether or not -- I asked for Mr. Givens to explain  
9 the depth and magnitude of the fact that he said his  
10 comments that the auditor had no findings, that OPPAGA  
11 had no findings, and what that does in fact mean to  
12 this discussion we're having this morning.

13 CHAIRMAN MONTGOMERY: And if you'll allow,  
14 Mr. Givens, you would respond to that question,  
15 please.

16 VP GIVENS: Well, when they say there's no  
17 findings, there's been no report issued on either one  
18 of these matters. The OPPAGA that's looking at the  
19 bonus issue is basically an inquiry. They're  
20 gathering information. They haven't said exactly what  
21 the objective is in gathering this information,  
22 because it's not an audit. OPPAGA does perform  
23 certain audits -- primarily program-type audits -- and  
24 they have not issued any engagement letter or notified  
25 the University that it is an audit so they are

1 basically gathering information.

2 I could speculate to say it's in response to an  
3 issue that's come through the Legislature, but nobody  
4 knows for sure but they have asked similar questions  
5 to other universities.

6 CHAIRMAN MONTGOMERY: And so, to your point, I  
7 feel the need to interject something here.

8 Trustee Warren, to your question and your  
9 point --

10 TRUSTEE WARREN: Just a comment.

11 CHAIRMAN MONTGOMERY: It is the Board's  
12 responsibility. So for example, if any outside entity  
13 was looking at a problem at Florida A&M, we are not  
14 bound to wait until the outside entity makes its  
15 finding of what's going on at our university. You  
16 know, we're responsible. So whereas OPPAGA, the  
17 Auditor General, or anyone else who was looking at  
18 what's going on with Florida A&M, the Board is not  
19 bound in any way, shape, or form to wait until some  
20 action is taken by them.

21 What's more troubling is that our internal  
22 processes did not find this and present it to the  
23 Board. There was not a process that led this to the  
24 Board. This only occurred as a result of outside  
25 entities looking at what was occurring at the

1 institution, and that's how it came to our attention.

2 TRUSTEE LAWSON: Mr. Chair, may I interject one  
3 piece of information to Trustee Warren's question, if  
4 I may.

5 CHAIRMAN MONTGOMERY: Here's my -- here's --  
6 here's where we are.

7 One at a time. Trustee Warren had a question. I  
8 sent the order in which we would have responses to the  
9 question. There was a response to the question. I  
10 used my discretion as Chair to interject, which I'm  
11 allowed to do.

12 Now, here's where we are in this part of the  
13 conversation. There was a question. There was a  
14 response. I'm now asking you to proceed with your  
15 second -- I believe you had three questions. I'm now  
16 asking if you would please proceed with your second  
17 question that you would direct to VP Givens, Trustee  
18 Warren.

19 TRUSTEE WARREN: I will do that. I would point  
20 out, however, that Mr. Givens is obligated to provide  
21 the base amount of detail as necessary to insure that  
22 the examiners, auditors, and wherever, they are have  
23 clarity when they do their research and come to their  
24 conclusions.

25 My second question relates to the depth of

1 Mr. Givens' background work on the work on the house.  
2 It appears that the work was started before Dr. Mangum  
3 came to work and was engaged with the University by  
4 way of a contract, under a scope of work that was  
5 defined before she came on board.

6 So, I'm interested in how we're holding  
7 Dr. Mangum accountable for a one dollar or \$10,000 or  
8 \$398,000 of work on the home that was initiated with  
9 us prior to engaging as President of the University.

10 CHAIRMAN MONTGOMERY: And I'm going to direct the  
11 -- I'm going to ask Attorney McKnight, University  
12 Counsel.

13 TRUSTEE WARREN: My question is --

14 CHAIRMAN MONTGOMERY: Please, Trustee Warren.

15 Vice-President McKnight, if you would respond to  
16 that question, and I'll ask Mr. Givens to provide a  
17 response and then we'll proceed.

18 Attorney McKnight?

19 ATTORNEY MCKNIGHT: What specifically would you  
20 like response for? Because I think that Trustee  
21 Warren was asking a factual question.

22 CHAIRMAN MONTGOMERY: Trustee Warren had a  
23 question about the application of responsibility, and  
24 I thought it spoke to the requirements under or the  
25 contractual requirements with regard to where the

1 responsibility lies for the particular issue and I was  
2 asking for the legal interpretation of that.

3 ATTORNEY MCKNIGHT: Well, based upon the  
4 contract, there was an affirmative duty and I'm going  
5 to -- paragraph in the contract is 6.2, and what it  
6 says is "Dr. Mangum shall obtain prior approval from  
7 the Board or its designee for any capital improvements  
8 or repairs to the home or its grounds which have a  
9 project cost of over \$10,000."

10 Based upon documents that have been shared with  
11 General Counsel's Office, there's a matrix entitled  
12 "President's House Renovations," and I think it's  
13 associated expenses. And on page 2 of 3 there are  
14 one, two, three, four -- at least four projects  
15 between May 5th of 2014 and January 14th of 2015 that  
16 certainly is over that \$10,000 threshold, and should  
17 have been --

18 TRUSTEE WARREN: So is --

19 CHAIRMAN MONTGOMERY: Please continue, Attorney  
20 McKnight.

21 TRUSTEE WARREN: And that was established  
22 before --

23 CHAIRMAN MONTGOMERY: I'm sorry. I'm going to  
24 have enforce the quorum here. We have a speaker who  
25 has been recognized. I'm going to ask you to please

1       refrain from comment to allow the speaker to conclude  
2       his remarks and then we shall proceed.

3             Attorney McKnight.

4             Thank you.

5             Attorney McKnight?

6             ATTORNEY McKNIGHT: Thank you. So pursuant to  
7       those line items, based upon what I'm reviewing right  
8       now on page two of three, as such, should have been  
9       based upon the contract approved by the Board.

10            CHAIRMAN MONTGOMERY: Thank you, Attorney  
11       McKnight.

12            VP Givens, did you have additional information  
13       that you want to share with regard to Trustee Warren's  
14       question?

15            VP GIVENS: Well, I can maybe provide some  
16       clarity in the process that was used in renovation.  
17       When the Board was trying to hire a President, there  
18       was some discussion in a meeting regarding getting the  
19       President's house ready for someone to occupy. Based  
20       on that, the Facilities Planning engaged someone, a  
21       house inspector, to come in. They inspected the  
22       house, they identified a number of deficiencies, some  
23       structural damage, and they at that time engaged a  
24       construction manager. Between the construction  
25       manager and the architect, a scope of work for the



1 renovation was developed and the initial purchase  
2 order for that was issued in February of 2014.

3 TRUSTEE WOODY: What date was that? VP Givens,  
4 what date was that?

5 VP GIVENS: That was in February of 2014.

6 CHAIRMAN MONTGOMERY: Were the University's  
7 procurement processes followed for that purchase  
8 order?

9 VP GIVENS: The architect engineer was on a  
10 continuous service contract, but when the work for the  
11 construction was not bid, the scope of work was at  
12 that time I think \$165,000, and that's in excess of  
13 the bid limit and that work should have been bid and  
14 was not. We were told that the time frame was tight  
15 and they got -- received some written quotes but those  
16 we have not been able to locate.

17 CHAIRMAN MONTGOMERY: So, in an effort to insure  
18 there's clarity here, the University's policies  
19 regarding purchases and bids were not properly  
20 followed?

21 VP GIVENS: That's correct.

22 CHAIRMAN MONTGOMERY: That's correct?

23 Okay, now, in the interest of where we are,  
24 Trustee Warren, you had three questions. There have  
25 been two questions. We're going to move along to your

1 third question, if I may, and then I'm going to  
2 recognize the next Trustee in the cue.

3 If you would please state your third question.

4 TRUSTEE WARREN: My third question related to the  
5 bonuses. There was the allegation of misuse of funds,  
6 or malfeasance, or whatever term might be applicable  
7 here. It's been used -- not necessarily applicable  
8 but at least been used -- to suggest that the posting  
9 of the bonus to an erroneous fund account, the wrong  
10 account, was intentional and intended to deceive.

11 And in my discussions with staff, particularly  
12 the CFO, that it was in fact an error -- one among  
13 several that might occurred over the course of a  
14 business year and that's happens everywhere, even in  
15 your business -- and when discovered, the error was  
16 corrected.

17 So I'm wondering for Mr. Givens again, how the  
18 issue rises to the point of an accusation about the  
19 misuse of funds.

20 CHAIRMAN MONTGOMERY: VP Givens?

21 VP GIVENS: Yes. Our review of this situation  
22 and it's just mostly just through inquiries, but we  
23 talked with different people, some within the  
24 Provost's office and we were told that at the time the  
25 bonus was to be paid. The Provost's Office had no

1 discretionary funds within the Foundation, and the  
2 bonuses were paid for the E&G funds at that time.

3 We haven't been able to find any documentation  
4 from the source of the funds. The authorization to  
5 pay was in the offer letter that was made. Now, from  
6 our perspective, is that -- or since, the bonus was  
7 paid from what was determined to be the only source of  
8 funds available at that time. But the University had  
9 no process in place to insure that there was follow-up  
10 that was done to identify an appropriate source of  
11 funds.

12 But you are correct. The transfer from the  
13 Foundation to the University to reimburse the  
14 University for the bonus.

15 CHAIRMAN MONTGOMERY: VP Givens, was what  
16 occurred a violation of state law?

17 VP GIVENS: Yes, in my opinion, it does.

18 CHAIRMAN MONTGOMERY: Is it curable?

19 VP GIVENS: Well, it's good to have the transfer  
20 made, but I don't believe in the audit world that it  
21 would result in a no finding, primarily because was  
22 there was no control in place to insure that it was  
23 corrected in time. In controls would either prevent  
24 or detector errors, and in this case, you know, there  
25 was no detection. And so there was a time period in

1       which it was lapsed, and we basically saw there's no  
2       -- we didn't see any documented effort to follow up on  
3       it.

4               CHAIRMAN MONTGOMERY:  And so, to Trustee Warren's  
5       question as to why does this rise to the level of  
6       importance:  One, it's a violation of state law; two,  
7       is it yes or no likely to result in a finding?

8               VP GIVENS:  Based on my experience with the  
9       Auditor General, when I was there, I would say  
10      typically it would result in a finding.

11              CHAIRMAN MONTGOMERY:  So as a result of -- just  
12      to provide clarity, I wanted to make sure the third  
13      question was addressed with regard to why this is  
14      important:  It's a violation of state law; based upon  
15      experience of our Inspector General, it is likely to  
16      result in the finding, and at the end of the day, this  
17      board is responsible and will be held accountable for  
18      the actions.

19              If you would, who is that?

20              Trustee Shannon.

21              TRUSTEE WASHINGTON:  This is Trustee Washington.  
22      I need clarification.

23              I actually report to the Governor's CFO on this  
24      matter, and he said it is not uncommon for  
25      universities to pay out of E&G funds and then

1 reimburse at the end or before the close of the fiscal  
2 year. And he said as long as the money is  
3 transferred, he did not believe that it would rise  
4 above the level of a finding. So I actually did some  
5 outreach on that item as well.

6 CHAIRMAN MONTGOMERY: Thank you, Trustee.

7 We're going to get back in to the order. Thank  
8 you, Trustee Washington, for sharing your point.

9 We've heard from our VP for Audit and Compliance.  
10 Trustee White is next in the cue. Trustee White, if  
11 you'll allow me to indulge at the end of Trustee  
12 Warren's comment. I had a request for clarification  
13 from Trustee Lawson. Vice Chair Lawson, if you'll  
14 state your point and then I will proceed with Trustee  
15 White.

16 TRUSTEE LAWSON: Thank you, Mr. Chair. There  
17 were just two points and hopefully I didn't get lost  
18 in the conversation. Regarding the cure of the  
19 dollars that were taken from E&G, my understanding was  
20 that was addressed this week, when this situation  
21 happened about a year ago. So yes, it was cured, but  
22 I think clearly this most recent round of conversation  
23 has precipitated that cure. And, you know, we didn't  
24 spend of time on the raise to one staff member, and we  
25 can come back to that, but I just did want to clarify

1 the timeline of when those funds were redeposited.

2 CHAIRMAN MONTGOMERY: Thank you, Trustee Lawson.

3 Trustee White, you're recognized.

4 TRUSTEE WHITE: Thank you. So again, just

5 another question for Vice President Givens.

6 So in terms of these reviews, have you concluded

7 a report or do we have a final report from internal

8 audit around these activities?

9 VP GIVENS: No, there is no report. The request

10 came to us to review the situation and gather some

11 documents. I guess the closest we have to a report

12 would be the memo that where I do say that the payment

13 of the bonus is from the E&G funds would be in

14 violation of the law.

15 CHAIRMAN MONTGOMERY: Thank you, Vice President

16 Givens. Are there any members who have not -- are

17 there any member who has not spoken to the motion who

18 wishes to speak at this time?

19 PRESIDENT MANGUM: This is Elmira. I would like

20 to speak at some point, sir.

21 CHAIRMAN MONTGOMERY: Dr. Mangum, yes. Duly

22 noted, Dr. Mangum. Are there any members of the Board

23 who have not spoken to the motion who wish to speak at

24 this time?

25 TRUSTEE McWILLIAMS: Yes, there is Trustee

1 McWilliams.

2 CHAIRMAN MONTGOMERY: Trustee McWilliams, you're  
3 recognized.

4 TRUSTEE MCWILLIAMS: Yes. Mr. Chair, I think  
5 it's important to note the response that has put out  
6 there to the press. It sounds as if it's the Board  
7 that's doing something to her, but none of this was  
8 generated by the Board. This is generated from  
9 legislative inquiry that went out to FAMU and several  
10 other institutions, asking for a lot of information  
11 about bonuses, about hires, about compensation and the  
12 like, and these are findings, preliminary findings,  
13 that were generated by this inquiry. Not the Board.

14 So it's not that the Board is doing something to  
15 the President. And I read she said this is a last  
16 stage effort to get along with the Board; the Board  
17 was overreaching. These are clearly fiduciary issues  
18 and when they come to the attention of the Board, the  
19 Board has an obligation to address them. And for the  
20 President to feel this is something that the Board  
21 shouldn't do and it's operational, I just don't  
22 understand that kind of thinking, but that's just my  
23 opinion.

24 I think that's the more dangerous thing here,  
25 because this is just the first of a series of things

1       that are likely to come out and be evaluated, either  
2       by us or by the auditor or by somebody else who is in  
3       a governance position, and if this is her reaction to  
4       this, then I feel we're in for a long haul of  
5       difficulty.

6               CHAIRMAN MONTGOMERY: Thank you, Trustee  
7       McWilliams.

8               Members of the Board, I feel compelled to share  
9       that the memorandum from the Auditor General was dated  
10      October 1st, and so this information wasn't brought to  
11      our information -- or at least it was brought to my  
12      attention verbally by the Vice President of Audit and  
13      Compliance on Sunday of this week and in writing on  
14      Monday. And so, a potentially greater concern is one  
15      that has continued to be one for this Board in that we  
16      don't have the information. So we don't know what we  
17      don't know, but we would likely not be here today had  
18      it not been for outside folks to look at what's going  
19      on.

20              So the responsibility lies with the Board and is  
21      something that I'm going to insure that we address  
22      very directly in our upcoming Audit and Compliance  
23      Committee meeting and also in our Governance Committee  
24      meetings, but to Trustee McWilliams's point, these  
25      things were heard by outside inquiries.



1           I had a request from the President to speak. I  
2           am following Robert's Rule, of course, by allowing  
3           Board members to speak.

4           At this time, unless there is another board  
5           member who wishes to speak before her -- I'm sorry.  
6           Who is that?

7           ATTORNEY BARGE-MILES: This is Linda.

8           TRUSTEE GRAHAM: Chairman Montgomery?

9           ATTORNEY BARGE-MILES: Trustee Alston indicated  
10          that he wanted to speak. He had to step off of the  
11          call for a moment. I just texted him. I don't know  
12          if he's back on the line yet.

13          CHAIRMAN MONTGOMERY: Okay. Thank you, Attorney  
14          Barge-Miles. I'm going to put Trustee Alston in the  
15          cue, and we'll recognize him when he gets back. And I  
16          think I heard Trustee Graham.

17          TRUSTEE GRAHAM: Yes, sir. Good morning, Chair.

18          CHAIRMAN MONTGOMERY: Good morning.

19          TRUSTEE GRAHAM: I have a question for VP Givens.  
20          Can you provide clarity on how it works through  
21          Trustee Washington's comments about this regularly  
22          happening with E&G funds and it being reimbursed; how  
23          does that work or what's the common practice for that  
24          across the SUS?

25          VP GIVENS: Yeah. For work like that, it is

1 acceptable. A number of the universities have paid  
2 bonuses, and the bonuses typically are paid from the  
3 Foundation funds, and if it was reimbursed timely and  
4 there was a process in place, I mean, that's a factor  
5 in determining whether or not it would be a finding or  
6 not, and any findings are subjective and it's up to  
7 the judgment of the auditors in some cases, and so you  
8 would have some difference there.

9 And the University has in some cases followed  
10 process where the Foundation is to reimburse the  
11 University for -- (inaudible) and reimbursed, so  
12 that's not the issue here. It's the collateral  
13 control.

14 CHAIRMAN MONTGOMERY: Trustee Graham, does that  
15 answer your question?

16 TRUSTEE GRAHAM: Yes.

17 Okay, Attorney McKnight, I have a question for  
18 you; are you on the line?

19 ATTORNEY MCKNIGHT: Yes, ma'am.

20 TRUSTEE GRAHAM: Thank you. In your professional  
21 opinion did Dr. Mangum violate her employment contract  
22 with respect to the renovation?

23 ATTORNEY MCKNIGHT: In terms of if you go to page  
24 two of three of the matrix, and I don't know if you  
25 have that in front of you.

1 TRUSTEE GRAHAM: Yes.

2 CHAIRMAN MONTGOMERY: Attorney McKnight, sorry,  
3 this is Montgomery. You're referring to the matrix.  
4 For clarity's sake, for Board members, are you  
5 referring to the document we see labeled as COIP, the  
6 Capital Outlay and Implementation Plan?

7 ATTORNEY MCKNIGHT: There is a document, it's  
8 three pages, and I'm in my car.

9 CHAIRMAN MONTGOMERY: That's it. Yeah, that's  
10 it. Board members, he's referring to the document you  
11 received, labeled COIP the Capital Outlay  
12 Implementation Plan. He's referring to the second,  
13 third and fourth pages with, which are labeled one,  
14 two and three.

15 Please proceed, Attorney McKnight.

16 ATTORNEY MCKNIGHT: Yeah, so on that second page,  
17 you will see for line items -- all of which have a  
18 date on President's Employment Contract and in light  
19 of what is written in the contract itself, there was  
20 affirmative duty to report any projected cost over  
21 \$10,000, right?

22 And then there was a separate, of course, which  
23 was not reported in that document, but it was also the  
24 car garage in the tune of what, \$71,000 itself, so  
25 those things, based upon the contract, should have

1           been reported to the Board for prior approval.

2           TRUSTEE GRAHAM:   Okay, so to answer my question  
3           directly:  Was she in violation of her contract, yes  
4           or no?

5           ATTORNEY MCKNIGHT:  Based upon the documents as  
6           reflected, yes, it appears so.

7           TRUSTEE GRAHAM:  Thank you.

8           CHAIRMAN MONTGOMERY:  Trustee Alston, you're  
9           recognized?

10          Okay, Trustee Alston is not there.

11          ATTORNEY BARGE-MILES:  Chair Montgomery, Trustee  
12          Washington sent me a text message that she wants to be  
13          recognized.

14          CHAIRMAN MONTGOMERY:  Okay.  Trustee Alston, are  
15          you there?  Okay, I'll put you back in the cue.

16          Trustee Washington, you're recognized.

17          TRUSTEE WASHINGTON:  Just to follow up on Trustee  
18          Graham's point.  Attorney McKnight, the breach would  
19          be -- as we determine the scope of work was filled out  
20          before President actually arriving on campus, would  
21          she have any -- like, what is her responsibility or  
22          purview?  Or did she sign off on the purchase orders  
23          that have already been authorized?  Like, how do we  
24          hold her accountable?

25          Obviously, she's the president and there are a

1 number of things going on. These are large line  
2 items, but how do we hold her accountable? How would  
3 she know or would these the items pass by her desk?

4 CHAIRMAN MONTGOMERY: Trustee Washington, I'm  
5 going to ask you, I think I heard five or six  
6 questions. For clarity's sake and for the Board, if  
7 you would -- and I'm going to let you ask each of the  
8 questions, but could you state your questions one at a  
9 time?

10 TRUSTEE WASHINGTON: Sure. The question is for  
11 the work that began in the scope that was authorized  
12 in February, 2014, what -- how would the President be  
13 authorized or involved in purchase orders pertaining  
14 to that scope of work?

15 ATTORNEY MCKNIGHT: Well, I think that question  
16 would probably be more appropriate directed to the  
17 President.

18 But in light of the documents, right, that you  
19 had before you, there was a parking garage on that  
20 property to the tune of \$71,000 after April of 2014.

21 On page two of three, there two separate entries  
22 that you will see. One was in September of 2014 that  
23 dealt with doors, front doors, and there was also a  
24 separate entry in February of this year.

25 So I don't know if that answers your question but

1       that seems to be work post-employment, not  
2       pre-employment, for those two items.

3               TRUSTEE WARREN: Mr. Chair, may I speak?

4               CHAIRMAN MONTGOMERY: Okay. Unless you have a  
5       point of order or point of information, I'm going to  
6       proceed with allowing Trustee Washington to ask her  
7       questions, as I did with you, and I'm going to put you  
8       in the cue.

9               Trustee Washington, please proceed with your  
10       questions.

11              TRUSTEE WASHINGTON: Thank you. So that sort of  
12       answers my question. It make it a lot less egregious  
13       that it's not the 300, \$400,000; it's a much smaller  
14       amount that the President may be involved in, but I  
15       would like to hear from the President if she had  
16       knowledge of or -- because her signature is not on any  
17       of these documents, so I would like to know what her  
18       involvement is in the process for these series of  
19       invoices.

20              CHAIRMAN MONTGOMERY: Okay. Two things here.  
21       Trustee Washington, I plan to recognize Dr. Mangum  
22       upon conclusion of your remarks.

23              Did you have any additional questions that  
24       aren't addressed to Dr. Mangum, and if you do, you can  
25       ask them at this time and then we'll proceed.

1 TRUSTEE WASHINGTON: Just a point of order. If  
2 these were authorized prior to -- the following  
3 VP Given's point, if the work wasn't bid, I would like  
4 to know who is responsible for authorizing this and  
5 what the policy and processes moving forward with  
6 these so that this does not happen in the future.

7 CHAIRMAN MONTGOMERY: I'll apply Chairman's  
8 discretion to address an ultimate point, and that is,  
9 we are responsible. Through the policies and  
10 procedures, through our responsibility as the  
11 governing body, this Board is ultimately responsible  
12 for what happens with Florida A&M University.

13 The Board employs or has one employee, the  
14 President, and through the President, we're  
15 responsible for the management of the University.  
16 We're responsible for -- the Board, according to our  
17 operating procedures, "Shall hold the President  
18 responsible for University's operation and management,  
19 performance, its fiscal accountability, and its  
20 compliance with federal and state laws, rules and  
21 regulations of the Board of Governors."

22 So directly to your question, there would be  
23 several responsible. Ultimately, the Board. As far  
24 as the operations of the institution, that  
25 responsibility would lie with the President. And then

1 with regard to how that is handled on campus and with  
2 university operations, that still lies within the  
3 purview of the President of the University.

4 I'm going to --

5 TRUSTEE LAWSON: I would like to speak once  
6 before we move to Dr. Mangum because hopefully  
7 post-Dr. Mangum, we can call questioning.

8 CHAIRMAN MONTGOMERY: Here's where we are.  
9 Here's where we are. And I hear someone in the  
10 background. I just made what I believe to be a  
11 clarifying point. I'm going to recognize Attorney  
12 McKnight with the validity of my statement. I'm going  
13 to ask VP Givens to address the question from Trustee  
14 Washington.

15 Trustee Warren, you're in the cue.

16 Trustee Alston, is in the cue.

17 Trustee Lawson, you're asserting parliamentary  
18 privilege as a member who has the right to speak prior  
19 to any recognized presenters; however, Trustee  
20 Washington has addressed a question to a potential  
21 speaker or presenter, and so I'm actually going to  
22 move that up and then ask the speaker to specifically  
23 address Trustee Washington's concerns.

24 And after that, there was a request from the  
25 President to speak. I do intend to recognize the



1 President, and then we will get to Trustee Lawson.

2 And so in that order, VP McKnight, is there  
3 anything that I have just stated that is a point of  
4 order or point of information?

5 Hearing none, we're going to proceed.

6 VP McKnight, was there any question as to the  
7 validity of what I stated with regard to operating  
8 procedures?

9 ATTORNEY MCKNIGHT: I think it's consistent with  
10 the duties line-itemed in Article 2.3 of the Operating  
11 Procedures.

12 CHAIRMAN MONTGOMERY: Okay, thank you.

13 VP Givens, would you Trustee Washington's  
14 question.

15 VP GIVENS: Yes. With regard to the  
16 responsibility for bid, that would primarily fall to  
17 the facilities planning --

18 CHAIRMAN MONTGOMERY: And I apologize again. If  
19 everyone would please mute their phones. We're  
20 getting a lot of feedback and it makes it very  
21 difficult to hear the speaker. So unless you're  
22 speaking, if you would please mute your phones to  
23 allow us to proceed without interruption, I would  
24 greatly appreciate it.

25 VP Givens?

1           VP GIVENS: Yeah. The responsibility for bidding  
2           the construction projects would fall under the  
3           Facilities Planning and construction department. When  
4           they are doing the work and determine the scope of the  
5           work, they would be responsible for advertising to get  
6           the bids.

7           Was there anything else for Trustee Washington's  
8           questions?

9           TRUSTEE MCWILLIAMS: Mr. Chairman?

10          CHAIRMAN MONTGOMERY: I think I hear Trustee  
11          McWilliams?

12          TRUSTEE MCWILLIAMS: Yes, I just wanted to speak  
13          to that little bit as Chair of the Facilities Planning  
14          Committee.

15          CHAIRMAN MONTGOMERY: Sure. And prior to that,  
16          Trustee Washington, did that answer your question?

17          TRUSTEE WASHINGTON: In a way, but it doesn't  
18          answer how -- what's the oversight? If obviously we  
19          did not approve this, how did it continue to move the  
20          system, I guess is a better question?

21          CHAIRMAN MONTGOMERY: I'm sorry. Can you say  
22          that again?

23          TRUSTEE WASHINGTON: That did answer that  
24          question, but there's the larger question, which is if  
25          the Board did not approve these repairs and

1 renovations, how did they continue to move through the  
2 system and get ultimate approval and to actually  
3 occur?

4 CHAIRMAN MONTGOMERY: Okay. So there's two  
5 points here. You had a direct question to Dr. Mangum.  
6 I also believe that your question at this point  
7 involves many working pieces outside of legal and  
8 outside of Audit and Compliance, so I'm going to do  
9 two things here. In precedence, I'm going to allow  
10 Trustee McWilliams as in his capacity of the Chair of  
11 the Facilities Committee to make his comments. And  
12 then we're going to Dr. Mangum, to ask her to respond  
13 directly to your request questions -- just to those  
14 questions -- and then we'll proceed and get to the  
15 point where she can be recognized for the comments she  
16 requested before. But I recognize --

17 TRUSTEE ALSTON: Mr. Chair?

18 CHAIRMAN MONTGOMERY: Yes.

19 TRUSTEE ALSTON: I'm sorry. This is Trustee  
20 Alston. I have been on and off. I would like to make  
21 a comment, and I do have another meeting I need to  
22 attend momentarily.

23 Can you put me in the cue?

24 CHAIRMAN MONTGOMERY: You are in the cue, Trustee  
25 Alston.

1           Trustee McWilliams, please proceed.

2           TRUSTEE MCWILLIAMS: Thank you, Mr. Chair. I  
3 know that some of the board members were not on the  
4 Board for a long time and maybe some of these  
5 questions emanate from that. But generally, something  
6 like a garage that was well into the tenure of the  
7 President -- I'm not talking about the house  
8 renovations.

9           We're talking about the garage, which is a  
10 separate entity. It should have gone through our  
11 committee. The facilities people should have  
12 presented it. For example, had that been presented as  
13 a safety issue for the President, it probably wouldn't  
14 be a freestanding facility. It probably would be  
15 attached in some way to the main dwelling to allow for  
16 safety and so forth. So it probably been presented to  
17 the Board as such, and it probably would have been  
18 approved as such.

19           But what we have there is a freestanding  
20 facility. It doesn't address a safety concern, you  
21 know, and so, I don't know whether or not that would  
22 have gotten through. But the process would have been  
23 to come to the Committee to present it, and we would  
24 have talked about how it should be done, how much it  
25 was going to cost and so forth, and then present that

1 usually to me first and then to the committee. The  
2 committee would talk to -- the committee would approve  
3 it and then it would go to the Board.

4 But there's no way to go out and build a garage  
5 on state ground without any going through any kind of  
6 process -- going through the Board or going to the  
7 committee or doing anything -- and that's what looks  
8 what's happened here. How it happened, I don't know,  
9 but it certainly didn't go through my committee and it  
10 hasn't been presented to the Board.

11 CHAIRMAN MONTGOMERY: Thank you, Trustee  
12 McWilliams. I'm going to recognize Trustee Alston.

13 TRUSTEE GRAHAM: Mr. Chair, this is Trustee  
14 Graham. I would just like to get in cue to speak  
15 after Trustee Alston, please.

16 CHAIRMAN MONTGOMERY: I have you in the cue,  
17 Trustee Graham.

18 Trustee Alston.

19 TRUSTEE ALSTON: Okay, thank you, Mr. Chair. And  
20 let me be honest, I actually missed a lot of the  
21 dialogue. I was on initially and I need to also leave  
22 momentarily as well, so I appreciate the opportunity  
23 just to speak.

24 You know, to be clear, for me, I'm really sick  
25 and tired of the back and forth between the President

1 and the Board. I think the ongoing negative press  
2 about our University really hasn't been good. I know  
3 that many of us have received the e-mail hits or the  
4 press hits, from over the last 24 hours, and even  
5 prior to now. At least me, personally speaking, I've  
6 received calls, e-mails, text messages, social media  
7 messages; I think that everyone really is focusing in  
8 on the governance issue between the Board and the  
9 President.

10 For me, this is not an easy decision. I don't  
11 know where we stand at this point, but for me, it  
12 comes down to the question of, do we continue this  
13 ongoing back and forth, truly keeping up on the front  
14 page of the headlines? I think if you look at any  
15 outlet today, I think that is what everyone is focused  
16 on.

17 Or, do we bring this to a professional end today?  
18 You know, clearly there are ongoing issues, some that  
19 have been raised over the last 24 hours, some that we  
20 have talked about at our recent workshop, prior to  
21 this, that came out during the evaluation.

22 I know that many of us who took the evaluation  
23 stood at that point, and I know ultimately what was  
24 the Board decision and what we ultimately decided.

25 I think our governance and credibility is truly

1 at stake and I think we really need to bring this to a  
2 friendly end. I've heard some of the back and forth.  
3 I appreciate the various points of view. I'm just  
4 hopeful that we can truly do this professionally, do  
5 this, as we say, "excellence with caring."

6 I think that we really need to truly try to bring  
7 this to a friendly end, be professional, and that's  
8 pretty much the gist of my comments. I mean, I think  
9 the back and forth between many of us, the back and  
10 with the President that keeps us on the front page  
11 really is damaging us. As we talk about our brand, as  
12 we talk about continuing to make FAMU great, I don't  
13 know if this is the right step.

14 So I hope that we all think about this, you know;  
15 what is the best way to truly move the University  
16 forward, and that's what I'll be thinking about  
17 hopefully before we end this call.

18 CHAIRMAN MONTGOMERY: Thank you, Trustee Alston.  
19 Members of the board, I have -- we were at the point  
20 in which Trustee Washington had asked some with  
21 questions. In the cue, I have Trustee Warren, Trustee  
22 Lawson, and Trustee Graham. Before I recognize either  
23 of the three, I am going to again ask if there are any  
24 trustees who have not spoken to the motion who wish to  
25 speak, and if there aren't, we will proceed to those

1 three.

2 We're actually going to move this along. But  
3 back to Trustee Washington's question, she had a  
4 specific question about I believe the area of  
5 responsibility. Trustee Washington, if you would  
6 state that question again, and we'll direct it to  
7 Dr. Mangum.

8 I would ask, Dr. Mangum, that you answer that  
9 question directly and reserve the questions for which  
10 you requested to speak until you're recognized for  
11 that purpose.

12 Trustee Washington?

13 TRUSTEE WASHINGTON: Thank you, Chair. My  
14 question was specifically to after the scope of work  
15 was completed, President, what is the process -- did  
16 these items come across your desk? I notice your  
17 signature is not on them, but were you made aware of  
18 what was going on prior to these findings?

19 PRESIDENT MANGUM: Good morning. Thank you for  
20 the opportunity to address that question.

21 I will begin by saying, none of the information  
22 came across my desk, with regard to the details of the  
23 renovation of Building 13 or what is now being  
24 occupied by the President.

25 The information with regard to renovations on the



1 house, and everything associated with it, when I  
2 received my contract, the final contract that I signed  
3 indicated that the renovations on the house were  
4 authorized and being made -- I'm assuming by the  
5 Trustees since they signed the contract -- and part of  
6 my contract indicated it allowed me to occupy  
7 temporarily some other space until the house was  
8 ready.

9 So the fact that there's no record of the  
10 Trustees approving the renovations on the house is  
11 interesting, because my contract, in fact, suggested  
12 someone approve renovations because they allowed for  
13 me to move in later; an allowance for me to stay some  
14 other place while the house was being repaired.

15 CHAIRMAN MONTGOMERY: Attorney McKnight, with  
16 regard to Dr. Mangum's assertion, regarding the  
17 contract, would you term her assertions to be  
18 accurate, or would you please address her -- would you  
19 please address that issue?

20 ATTORNEY MCKNIGHT: I can't address the factual  
21 issues. The only thing I can address is pursuant to  
22 the contract -- and I would say that after April 1st  
23 of 2014 -- that based upon looking at page two of the  
24 matrix that I referred to before and based upon the  
25 building of the garage after April 1, 2014, that

1 appears to be in contradiction to the requirement that  
2 all projected costs totaling \$10,000 would be approved  
3 by the Board.

4 And based upon what the Chair, at this point,  
5 based upon the documents, there was no approval by the  
6 Board. Whether that was prior approval or post  
7 approval, there has been no approval by the board.

8 PRESIDENT MANGUM: Trustee --

9 CHAIRMAN MONTGOMERY: This is Montgomery. So my  
10 question is, is the President correct in stating  
11 that -- I thought I heard that the President stated  
12 that the Board approved this. I was not aware of such  
13 -- is that a correct assertion?

14 PRESIDENT MANGUM: Ask him to read the language  
15 in the contract that refers to my move-in; that should  
16 clarify it.

17 CHAIRMAN MONTGOMERY: Okay. For the benefit of  
18 members of the Board, I believe you're all in  
19 possession of the contract. We just had a request  
20 from the President to read a portion.

21 What I'm going to do here, Attorney McKnight, do  
22 you have the contract in front of you?

23 ATTORNEY MCKNIGHT: Yes.

24 CHAIRMAN MONTGOMERY: If you would, for the  
25 Board, if you would simply read 6.2 in the contract in

1 its entirety, please.

2 ATTORNEY MCKNIGHT: Okay.

3 "For the benefit and convenience of the  
4 University and as a term and condition of her  
5 employment, as President of the University, Dr. Mangum  
6 shall reside at an on-campus building designated as  
7 President's Residence on a rent-free basis. The  
8 University shall pay for all maintenance and operating  
9 expenses, including grounds keeping, general  
10 maintenance, housekeeping, and all utilities including  
11 telephone, cable, Internet, electric, gas and water.

12 "The University shall be responsible for any real  
13 estate tax liabilities. Dr. Mangum shall maintain  
14 insurance for any personal property being maintained  
15 at the residence.

16 "Dr. Mangum shall obtain prior approval, from the  
17 Board or its designee, any capital improvements or  
18 repairs to the home or its grounds which has a project  
19 cost over \$10,000. The Board and Dr. Mangum shall  
20 meet prior to her employment to review and assess  
21 refurbishments needed for the home, which the  
22 University shall arrange for completing, prior to  
23 Dr. Mangum's occupancy of the residence.

24 "For the convenience of the University, the  
25 President's Residence shall be reasonably available

1 and shall be used for University-related business and  
2 entertainment on a regular and continual basis and the  
3 University and Dr. Mangum shall coordinate on a set of  
4 hosting events at the President's residence. All  
5 costs of such events shall be paid by the University  
6 or FAMU Foundation as appropriate.

7 "Dr. Mangum --" do you want me to continue to  
8 read on?

9 PRESIDENT MANGUM: Excuse me?

10 CHAIRMAN MONTGOMERY: Dr. Mangum, I'm just going  
11 to please ask in you would follow our procedure and  
12 request to be recognized.

13 Attorney McKnight has been recognized and he is  
14 speaking. If you would allow him, and if he's  
15 concluded, he's asked a question and if you would  
16 allow us to get to the conclusion of the remarks, then  
17 I'm in the posture to recognize the next speaker.  
18 Attorney McKnight?

19 ATTORNEY MCKNIGHT: "Dr. Mangum and her family  
20 shall vacate the President's residence not later than  
21 30 days from the effective date of termination or  
22 expiration of this agreement, including all renewable  
23 extensions. In the event of termination of  
24 Dr. Mangum's employment due to death or disability,  
25 any members of her family who lived in the President's

1 Residence and even prior thereto, may continue or live  
2 in the residence, up to 90 days following such  
3 termination.

4 "If the University fails at any period to make  
5 the President's Residence ready for occupancy by  
6 Dr. Mangum at any time, beginning April 1st, 2014, she  
7 will receive a housing allowance of \$3,000 each month  
8 for such period."

9 CHAIRMAN MONTGOMERY: Thank you, Attorney  
10 McKnight. That is the section on housing.

11 I did have a question: What date did Dr. Mangum  
12 occupy the President's Residence?

13 Dr. Mangum? Hello?

14 PRESIDENT MANGUM: Yes.

15 CHAIRMAN MONTGOMERY: On what date did you occupy  
16 the President's Residence?

17 PRESIDENT MANGUM: I'm not sure of the exact  
18 date. I think I moved in on March 26th or 27th, but  
19 in the spirit of having a conversation on getting  
20 clarity, the portion of the statement that was just  
21 read at the very end of it -- I don't have the  
22 contract in front of me -- that allowed for me to stay  
23 in a temporary place until the house was ready,  
24 implies that everyone that was party to the contract  
25 understood that renovations were going on at the

1 house.

2 That's the part I'm not understanding; how it's  
3 my responsibility when renovations were going on at  
4 the house the date that I moved in and for several  
5 weeks after.

6 CHAIRMAN MONTGOMERY: Okay. Well, thank you. I  
7 think we had clarification there.

8 I have Trustees Warren, Lawson, Graham in the  
9 cue. Is there any member who has not spoken who  
10 wishes to speak at this time to the motion?

11 Okay. Hearing none, Trustee Warren, and being  
12 mindful, you've had an opportunity. And then we're  
13 going to move to Lawson and then to Graham. So  
14 Trustee Warren you're recognized.

15 PRESIDENT MANGUM: Trustee Montgomery, I haven't  
16 had a chance to speak yet.

17 CHAIRMAN MONTGOMERY: Okay. Again, Dr. Mangum,  
18 if you would respect our protocol and procedure here.  
19 I am following Robert's Rules of Order, and in  
20 Robert's Rules of Order, the members of the Board have  
21 precedence over any non-members of the Board.

22 And so, I'm enforcing the quorum here. I have  
23 heard your request. I've noted it several times, but  
24 what I'm doing here is I'm allowing the members --  
25 this is a Board meeting -- what I'm doing here is I'm

1 allowing -- we're receiving a lot of feedback. Again,  
2 if everyone would mute your phones, again, so we can  
3 proceed without interruption. It's a disruptive noise  
4 that's not allowing us to proceed.

5 So what we're doing here, Dr. Mangum, is allowing  
6 members of the Board to speak in order of precedence,  
7 and then I will recognize -- and I have stated that  
8 several times -- but I am enforcing the quorum by  
9 allowing members of the Board to actually speak.

10 So with that, if you would please refrain from  
11 interrupting. This is the second time. If you would  
12 please refrain from interrupting when members are  
13 being recognized to speak.

14 Trustee Warren, you're recognized.

15 TRUSTEE GRAHAM: Mr. Chair. This is Trustee  
16 Graham. A quick comment, please?

17 CHAIRMAN MONTGOMERY: Is it a point of  
18 information or point of order, Trustee Graham?

19 TRUSTEE GRAHAM: It's a point of order. I  
20 respect you as Chair in trying to follow Robert's Rule  
21 of Order, but with all due respect, Mr. Chair, this is  
22 a serious conversation and this woman's job is on the  
23 line, so if you could allow her to respectfully and  
24 tactfully at least address each question as they are  
25 presented directly to her, I think that could make a

1 fruitful conversation to move this thing forward, with  
2 no disrespect to you, Mr. Chair.

3 CHAIRMAN MONTGOMERY: I appreciate your comments,  
4 Trustee Graham.

5 In the cue, we have Trustee Warren, Trustee  
6 Lawson and Trustee Graham. It is your prerogative to  
7 defer at this point if any of the three should choose  
8 to do so.

9 I'll begin first with Trustee Warren.

10 TRUSTEE WARREN: Thank you, Mr. Chair. I think  
11 as we noted in the comments that have been given just  
12 immediately before my opportunity here, the contract  
13 that we did with Dr. Mangum, one, acknowledges the  
14 fact that we had work to do on the residence that we  
15 required her by way of the contract to live in, and  
16 that work was undertaken for clarity -- for Trustee  
17 Washington's purposes -- was done under a contract  
18 that we had with contractors to do work for us.

19 We have -- I recall a contract with a minor  
20 contractor to do work up to a million dollars; that  
21 can be initiated by the Facilities Department and  
22 executed without having it come back to the Board, and  
23 it's my understanding that the work on the house was  
24 done under that one-million-dollar latitude.

25 CHAIRMAN MONTGOMERY: Thank you.



1 TRUSTEE WARREN: But back to the issue of the  
2 contract itself, acknowledging the fact that there is  
3 work to be done. And quite frankly, we as the  
4 University, should be embarrassed by the fact that we  
5 allowed the house to deteriorate to the extent that it  
6 would take nearly \$400,000 to fix it, to make it  
7 liveable by our University President.

8 But the contract acknowledges that work being  
9 done; that she might have to wait until it was  
10 finished before moving in. And I view the \$10,000  
11 inclusion in the contract for her that she would have  
12 to come to us for permission, on us anticipating that  
13 there might be things about it that she would want  
14 done, and where those things were \$10,000 or more, she  
15 would have to bring them back to us.

16 I don't think that Dr. Mangum -- to my knowledge,  
17 anyways -- has asked for or initiated anything to be  
18 done to the house that would require her to bring it  
19 to us for Board approval. But the scope of work that  
20 was outlined by the facilities quote, to get the work  
21 done on the house done prior to her arrival, prior to  
22 her being an employee of the University, is beyond the  
23 scope of her duty to us as Attorney McKnight has read  
24 in the contract.

25 I'm appalled, quite frankly, by his counsel to us

1 than Dr. Mangum would be obligated or be responsible  
2 for an activity of the University that preceded her  
3 arrival.

4 CHAIRMAN MONTGOMERY: Trustee Lawson. You're  
5 recognized.

6 TRUSTEE LAWSON: Thank you, sir. I'll be brief.  
7 We have heard a lot of back and forth here. I'll  
8 focus on two points.

9 What we're dealing with here is a breach of  
10 fiduciary responsibility with respect to the  
11 University. It is spelled out painfully clear in the  
12 contract that anything above 10,000 needs approval.  
13 There are items such as front doors and counter tops  
14 that were approved above 10,000, that are in this  
15 document that everyone has that I would ask that you  
16 please refer to that were proved well beyond the date  
17 of the contract, between the University and the  
18 President, which the President signed on 2/14, and the  
19 former Chairman Badger signed it on 2/20, so that's  
20 clear to me.

21 Funds from E&G were used, such that it's a clear  
22 violation of state statute, and those funds were not  
23 transferred in the same fiscal year. They were  
24 transferred this week.

25 We have had ongoing issues, whether it be the

1 alumni students, Board of Trustees or Board of  
2 Governors, around a number of issues, most recently --  
3 I should say largely around the engineering school as  
4 well.

5 So I feel at this point, given that multitude of  
6 issues, in addition to the financial improprieties.

7 CHAIRMAN MONTGOMERY: Trustee Graham, you're  
8 recognized. I had Trustee Graham as next in cue.  
9 Trustee Graham, you're recognized, if you wish to  
10 speak at this time.

11 TRUSTEE GRAHAM: Thank you, Mr. Chair.

12 I want to be perfectly clear. Can someone please  
13 tell me, as a matter of fact, is Dr. Mangum the agent  
14 responsible for violating the provisions of her  
15 contract, or is it someone else? If so, who is that  
16 person?

17 CHAIRMAN MONTGOMERY: I'll ask General Counsel  
18 and Vice President. Let me start with VP Givens and  
19 then VP McKnight.

20 VP Givens, would you address Trustee Graham's  
21 question, please.

22 VP GIVENS: Yeah. Could she restate the  
23 question?

24 TRUSTEE GRAHAM: I know the contract has been  
25 violated, but who is responsible for it? Is

1 Dr. Mangum the agent responsible for violating the  
2 provisions in the contract? If it's not her, who else  
3 is it?

4 CHAIRMAN MONTGOMERY: I'm sorry, I'll direct that  
5 to legal counsel. Attorney McKnight?

6 ATTORNEY MCKNIGHT: Trustee Graham, what I have  
7 before me is simply the language in the contract and  
8 what it says in 6.2 is just that, "Dr. Mangum shall  
9 obtain prior approval, from the Board or its  
10 designees, for any capital improvements or repairs to  
11 the home or its grounds which has a projected cost of  
12 over \$10,000.

13 Once again, based on those documents that have  
14 been reflected and are before this Board, based on the  
15 documents, there are at least five occasions that  
16 prior approval was not obtained from this Board.

17 CHAIRMAN MONTGOMERY: Okay, Trustee Graham?

18 TRUSTEE GRAHAM: All right. Attorney McKnight,  
19 was the garage a part of the original bid?

20 ATTORNEY MCKNIGHT: That question might have to  
21 be directed to VP Givens.

22 CHAIRMAN MONTGOMERY: Vice President Givens,  
23 would you address that question, please?

24 VP GIVENS: Yes. What we were able to determine  
25 is the garage was added on towards the end of the

1 contract. It was done as an amendment to the  
2 contract. It went with the same contractor, based on  
3 they felt there needed to be continuity to make sure  
4 the garage was properly connected with the house  
5 electrically so there's reasons they did that.

6 But the garage was separate. It came towards the  
7 end of the contract through an amendment to the  
8 construction contract.

9 CHAIRMAN MONTGOMERY: For clarity's sake, VP  
10 Givens, what was the date in which it was added?

11 VP GIVENS: I would have -- I don't have it handy  
12 right in front of me.

13 CHAIRMAN MONTGOMERY: While you find that  
14 information, Trustee Graham --

15 TRUSTEE WOODY: Mr. Chairman?

16 CHAIRMAN MONTGOMERY: Sorry. Who was that?

17 TRUSTEE WOODY: Trustee Woody.

18 CHAIRMAN MONTGOMERY: All right. Trustee Woody,  
19 I'll add you to the cue.

20 Trustee Graham, were there any additional  
21 questions?

22 TRUSTEE GRAHAM: I didn't get that question  
23 answered. Who is the responsible individual for it?

24 CHAIRMAN MONTGOMERY: Okay. I directed that  
25 question to Attorney McKnight, and I believe he

1 provided a response.

2 TRUSTEE GRAHAM: I didn't get a name or answer,  
3 Mr. Chair.

4 CHAIRMAN MONTGOMERY: VP McKnight, would you  
5 answer that question, please.

6 ATTORNEY MCKNIGHT: Well, yes. Based on the  
7 contract, it is Dr. Mangum's responsibility to obtain  
8 prior approval for the Board for any capital  
9 improvements to the home or its grounds which have a  
10 projected cost over \$10,000.

11 CHAIRMAN MONTGOMERY: Okay. Trustee Graham, does  
12 that answer your question?

13 TRUSTEE GRAHAM: Mr. Chair, my question was  
14 directed to VP Givens: Who made the amendment for  
15 this? I believe that was answered. I understand it  
16 was authorized and an amendment was made or whatever,  
17 but who did that?

18 VP GIVENS: The amendments were made within the  
19 facilities planning construction. So it would have  
20 been the individual involved there.

21 TRUSTEE GRAHAM: I'm sorry. Can you speak up? I  
22 had trouble hearing you.

23 VP GIVENS: The amendments were made by the  
24 Facilities Planning, construction, the project  
25 manager, and --

1 TRUSTEE GRAHAM: Who was the responsible director  
2 or administrator in that area at that time?

3 VP GIVENS: I'm trying to find it. The  
4 director --

5 CHAIRMAN MONTGOMERY: Let me for clarity's sake  
6 here -- and I appreciate your question, Trustee  
7 Graham -- I'm sticking, or at least keeping us in line  
8 with what we're often accused of, being involved in  
9 the operations and we don't have the oversight level  
10 down to the individual of the specific person. The  
11 only point of contact with regard to where the Board  
12 had this direct accountability function from a  
13 supervisory capacity is with Dr. Mangum and in her  
14 capacity as CEO.

15 So I appreciate the question with regard to  
16 specifics and who was there. I do believe the Vice  
17 President has addressed it from a contractual  
18 perspective where the area of responsibility was  
19 ultimately placed. I think he answered that question  
20 twice.

21 And so, did you have any additional -- I will  
22 insure that VP Givens is there, but for the purposes  
23 of moving this along, I have Trustee Woody in the cue.  
24 I plan on recognizing --

25 TRUSTEE GRAHAM: But Mr. Chair, that still didn't

1 answer my question. We're getting a lot of details,  
2 and sometimes we want to go ten feet deep and  
3 sometimes we want to go five, so I'm just trying to  
4 provide clarity for myself so that will help me make  
5 my decision in the vote moving forward, and I didn't  
6 get that.

7 But I have one more question.

8 CHAIRMAN MONTGOMERY: I do want to insure that  
9 you got your question answered. There should be  
10 someone -- and I'll tell you what. I'll direct the  
11 question to Dr. Mangum. And Dr. Mangum, if you would  
12 please tell us and answer Trustee Graham's question.

13 Dr. Mangum, you're recognized.

14 PRESIDENT MANGUM: The facility organization, if  
15 I understand it, from the information I received from  
16 the documents that have signatures on it, come from  
17 the Interim Vice-President For Finance and the people  
18 within the facilities organization.

19 If you look at the documents I believe that  
20 Attorney McKnight continues to reference, you see  
21 signatures along the side of each one of those  
22 individual items as part of that overall contract,  
23 which in the President's House. Both consulting  
24 services were signed by the previous president. The  
25 consulting contract with LT Building Corporation,



1 Louis and Whitlock, the architects, was all signed by  
2 previous presidents; the continuous contract that  
3 you're referring to under which all of the purchases  
4 and construction, et cetera, was made.

5 TRUSTEE GRAHAM: Okay, so I have a follow-up to  
6 that. Whose request was the amendment made?

7 PRESIDENT MANGUM: That I don't know. I don't  
8 know any of the details regarding the renovation or  
9 any of the work on the house.

10 TRUSTEE GRAHAM: Was it made by you, Dr. Mangum?

11 PRESIDENT MANGUM: They were not made by me.

12 CHAIRMAN MONTGOMERY: Okay. We're --  
13 Trustee Woody, you're recognized.

14 TRUSTEE WOODY: In reference to a response from  
15 the President, and I just go by my experience as an  
16 administrator in how I was trained.

17 Looking at the date, and I'm specifically talking  
18 about the garage at this point, Dr. Mangum was on  
19 board. Note, it's my opinion she knew that the  
20 renovation was going on in the garage, and my point is  
21 as simple as this: As an administrator, as someone in  
22 the leadership, I was always trained that if you  
23 didn't know, you should account, but you can't divorce  
24 yourself of that responsibility. The folks that  
25 report to you, and like the Chairman said earlier,

1 we're not trying to get in, nor should we get involved  
2 in the administration, but as part of your leadership,  
3 you should know. So in my opinion as it relates to  
4 the garage, in my opinion and to be honest with you,  
5 Madam President, and my fellow Trustees, I feel the  
6 President is responsible. If didn't know, she should  
7 have known.

8 CHAIRMAN MONTGOMERY: Members of the Board, we're  
9 going to pull this in. I'm going to recognize  
10 Dr. Mangum for the purposes of speaking directly to  
11 the issues at hand. And I would ask you, Dr. Mangum,  
12 to address it to the specific issues.

13 You are now recognized.

14 PRESIDENT MANGUM: Thank you for the opportunity.  
15 As was a letter that I sent to you all last evening,  
16 with regard to improprieties and irregularities, first  
17 I'm going to start with the repairs to the President's  
18 Residence.

19 I didn't authorize anything related to the  
20 President's Residence. My understanding from the  
21 conversation and from my contract, that the Board of  
22 Trustees made the decisions to renovate the residence  
23 that was occupied by the Alumni House and used for  
24 other business purposes. So to attach that to me is  
25 disingenuous, certainly.

1           And I do feel like -- I'm just going to call it a  
2           witch hunt for something that was wrong that I had  
3           nothing to do with. So I'm going to leave it at that.  
4           The contracts were signed in February, and when I  
5           moved into the house, there was continuous work going  
6           on for several weeks.

7           And as far as the garage is concerned, being that  
8           the work that was continuing on the house -- gates  
9           being put in, doors being replaced, windows, air  
10          conditioning units; a host of other things that made  
11          the place liveable for me but still needed work to be  
12          done -- that was continuing throughout several months  
13          while I was there -- three, four, six months at  
14          least -- all the way through August of some points  
15          where things were happening. In fact, I had family  
16          members staying with me to shepherd my getting settled  
17          in during all of the construction that was taking  
18          place.

19          So to save the Institution money, I moved into  
20          the house while it was still under renovation. None  
21          of the decisions with regard to that contract were  
22          mine, so attaching it to me... And not knowing that  
23          the Trustees approved that the renovation was new to  
24          me, as a result of this process.

25          And it indicated as such in the contract where it

1 did allow for me to stay someplace else while the  
2 renovation work was being done.

3 I think it speaks to the lack of controls and  
4 lack of procedures that the Institute has been plagued  
5 with for many, many years. And to lay that at my  
6 doorstep and say that I'm breaching my responsibility  
7 and been involved in financial improprieties, based on  
8 decisions that the Board has made, is a little bit  
9 interesting, if not unprofessional.

10 With regard to other bonuses and hiring, we  
11 followed normal hiring practices. Many of the bonuses  
12 were part of packages that were negotiated as part of  
13 hiring and attracting people to Florida A&M  
14 University. It's standard industry practice; some of  
15 the searches were conducted with external search firms  
16 and offers were made, and they were received.

17 With regard to accounting for funds, sources and  
18 payment of people, research foundation, activities  
19 occur, expenditures occur, placed on E&G funds and  
20 moved throughout the projects as we receive  
21 reimbursements from external agencies, so it is not  
22 abnormal to have an error occur or to have  
23 reimbursement be made after it was discovered much  
24 later in the process. After processing hundreds of  
25 millions of dollars of transfers, these are typical

1 things that occur. That's why you have an audit and  
2 compliance function, and you have a controller.

3 So it's not abnormal, although some may think  
4 it's something malicious, I don't believe that to be  
5 the case and I don't think staff processed anything  
6 with that regard. There was also an issue about a  
7 one-time raise that was made. We reorganized the  
8 institution and transferred responsibility to  
9 different people, and the one person that did receive  
10 the raise -- we eliminated three. I think direct  
11 reports were vice-president, and put that  
12 responsibility under another individual and  
13 reorganized the area, which was appropriate, and  
14 salaries are competitive and compared to others in the  
15 SUS system, as well as in this region, in determining  
16 what the salary should be.

17 I would like to as part of my concluding remarks,  
18 with regard to the details of the contract, we have a  
19 lot to do in terms of competency, and I do think that  
20 speaking to issues, with regard to being able to read  
21 a contract or interpret it, we have some challenges  
22 legally with being able to get information that is  
23 accurate from our staff.

24 I think we also have concerns about understanding  
25 what accounting terms mean and what actions are

1 actually legitimate or legal, what findings are, what  
2 inquiries are, and how they're actually made.

3 This has been kind of a mockery, in my opinion,  
4 of what takes place when you actually take a  
5 operations review or look at operations of what  
6 actually happened. There is no intent to get to the  
7 truth or make directions. What we're doing is, it  
8 appears to me, to destroy rather than to build or take  
9 corrective action.

10 There's a big difference in taking corrective  
11 action, looking for violations and trying to provide  
12 improvement of services. My administration, since I  
13 have been here, have for been looking across policies  
14 and procedures at the University, and as we find them  
15 we try and improve them and establish best practices.  
16 And this was another case with regard to the building  
17 and constructions area where the Trustees made a  
18 decision to do renovation, didn't follow their  
19 procedures and now it's sitting at my footsteps as if  
20 I did something wrong.

21 I didn't do anything wrong with regard to that,  
22 and that's -- and I didn't breach my responsibility,  
23 and I don't believe our staff in any way tried to do  
24 anything wrong in renovating the property or taking  
25 care of the University facility. It is not my house.

1 It is a University facility that requires maintenance  
2 and ongoing operations, and I believe that as they  
3 found things on the property that needed to be  
4 addressed, under the continuous contract, they  
5 continued to try and improve and protect the value of  
6 the property.

7 So ultimately, I think much of this is  
8 defamatory. In terms of saying that improprieties  
9 took place, it's premature. There are no audit  
10 findings related to any of this. Nothing is official.  
11 It's just a lot of conjecture and a lot of talk about  
12 hoping to find something and make it stick. I think  
13 it's a continuous mud-slinging. And I think  
14 continuing to say that there are their communication  
15 challenges, when I talk to people on this board  
16 weekly; I talk to the Chair three hours a week, most  
17 of the time, and in many cases even more than that.

18 So I've been required to do things that other  
19 Presidents don't do. I think the Board has delved  
20 seriously into operational issues. These are  
21 operational issues, all of which were raised maybe by  
22 OPPAGA or other people, but there are concerns that  
23 were raised, which usually people have an opportunity  
24 to take corrective action. Hence, no finding; that's  
25 what we do; that's why these positions exist, to make

1       sure we are compliant. Yes, we still have this  
2       constant condemnation.

3               We get up every day and we still come in, my team  
4       and I, to continue to work at the University, to push  
5       the University forward. And it seems all of the  
6       efforts that we take every day that we have a good  
7       news story, someone brings a bad news story, and the  
8       bad news stories generate from many of the members in  
9       the governance part of the institution.

10              So my comment is, it really is sad that we have  
11       to continue to have these conversations around things  
12       that most universities handle as part of their regular  
13       daily operations.

14              I came to Florida A&M University to put in a  
15       better place, to raise its level. I think I've raised  
16       the level of notoriety. I've raised it to a point of  
17       we're respected as an institution, but every day we do  
18       this, we have counter-acting forces trying to tear it  
19       down. I have no reason, no understanding as to why  
20       that is. But the inquiries and feedback that I  
21       receive from social media and everybody else as  
22       praising the institution, to renew it, and move it  
23       from the place it has been from the last several years  
24       to a place of honor.

25              And my actions have always been honorable. The



1        thing that's most disappointing is that in my entire  
2        30 years of service, with regard to budget and  
3        planning, I have never been accused of breaching my  
4        responsibility or doing anything remotely related to  
5        an impeachable offense or anything that is a violation  
6        of any law until I came to Florida A&M University and  
7        a false narrative has been created and continues to be  
8        created. It is insulting to me and to the institution  
9        and to higher education community.

10                With that, I will end my remarks.

11                CHAIRMAN MONTGOMERY: Thank you, Dr. Mangum.  
12        We're going to pull this in. The author of the  
13        motion, I will afford you the opportunity to make the  
14        closing comment, and we will proceed to a quorum call  
15        and then a roll-call vote.

16                The motion was by Vice Chair Lawson, you are  
17        recognized. Is Vice Chair Lawson on the line?

18                ATTORNEY BARGE-MILES: He had to step away for a  
19        moment. I just sent him an e-mail.

20                TRUSTEE MOORE: Mr. Chair?

21                CHAIRMAN MONTGOMERY: Who is that?

22                TRUSTEE MOORE: This is Trustee Moore.

23                CHAIRMAN MONTGOMERY: Trustee Moore, you're  
24        recognized.

25                TRUSTEE MOORE: I will speak both as a

1 professional, as well as a member of this board and  
2 one that I believe everybody shares in that same  
3 commitment.

4 I'm equally disturbed by the comments that have  
5 just been shared by President Mangum. I think and  
6 believe that we all should carry an open mind and  
7 operate with a level of professionalism that speaks to  
8 who we are, who the University is, but it's clear that  
9 the language and the tone that is taken further  
10 divides and separates. Our responsibility for  
11 oversight in the conversation that we're having today,  
12 did not stem from this Board, yet that is how we are  
13 tagged or associated and that creates this challenged  
14 environment that President Mangum just spoke of that  
15 she would like to have removed. But everybody has to  
16 take responsibility and I don't hear that in the  
17 communication.

18 The other challenge that I am very much concerned  
19 by, there have been repeated, repeated comments in  
20 newspapers and whatever other sources that this is  
21 indeed a hostile work environment, and there are  
22 concerns about the level of communication. What I  
23 would add is that the communication concerns were  
24 evidenced in the evaluation, so the need to have  
25 additional and later conversation now came as a result

1 of what was perceived as not occurring.

2 Additionally, again to point back to the  
3 environment, there are steps in place that I believe  
4 were made available relative to; if you firmly believe  
5 this was a hostile environment that did not support  
6 your ability to move forward, and it is my  
7 understanding that those ceded to move that forward.

8 We all want the same thing. I personally commit  
9 to each of you, I do not want to spend as much time as  
10 we're spending now. I do not want to move in to  
11 operational issues, but this continued back and forth,  
12 it just does not speak well to who we are and who we  
13 can be. And Mr. Chair, that would conclude my  
14 remarks.

15 CHAIRMAN MONTGOMERY: Thank you.

16 Trustee Lawson, you're recognized for closing  
17 comment and then we're going to move to a vote.

18 ATTORNEY BARGE-MILES: Trustee Lawson?

19 It's showing he's on.

20 TRUSTEE WOODY: Mr. Chair?

21 CHAIRMAN MONTGOMERY: Yes. Is that Trustee  
22 Woody?

23 TRUSTEE WOODY: Yes. I'll refrain from my  
24 comment until he's on.

25 CHAIRMAN MONTGOMERY: Okay, let me do this.

1           Attorney Barge-Miles, a quick quorum call. We've  
2           been on for an hour-and-a-half. I want to see who is  
3           on the line, and we'll have a closing vote on the  
4           motion.

5           Can you do a quorum call?

6           ATTORNEY BARGE-MILES: Yes.

7           Trustee Alston?

8           Trustee Grable?

9           TRUSTEE GRABLE: Here.

10          ATTORNEY BARGE-MILES: Trustee Graham?

11          TRUSTEE GRAHAM: Here.

12          ATTORNEY BARGE-MILES: Trustee Lawson?

13          Trustee McWilliams?

14          TRUSTEE McWILLIAMS: Here.

15          ATTORNEY BARGE-MILES: Trustee Montgomery?

16          CHAIRMAN MONTGOMERY: Here.

17          ATTORNEY BARGE-MILES: Trustee Moore?

18          TRUSTEE MOORE: Here.

19          ATTORNEY BARGE-MILES: Trustee Shannon?

20          Trustee Warren?

21          TRUSTEE WARREN: Here.

22          ATTORNEY BARGE-MILES: Trustee Washington?

23          TRUSTEE WASHINGTON: Here.

24          ATTORNEY BARGE-MILES: Trustee White?

25          TRUSTEE WHITE: Here.

1 ATTORNEY BARGE-MILES: Trustee Woody?

2 TRUSTEE WOODY: Here.

3 ATTORNEY BARGE-MILES: You still have a quorum.

4 CHAIRMAN MONTGOMERY: We have a quorum.

5 Given the magnitude of this issue, I'm going to  
6 ask members for a few minutes and see if we can afford  
7 the other trustees an opportunity for them to join us  
8 and we will proceed.

9 Attorney Barge-Miles, I think you noted that  
10 we've had communication issues, telecommunication  
11 issues in the past; I wouldn't want them to miss this  
12 for that purpose.

13 If you can attempt to locate Trustees Shannon,  
14 Lawson, and Alston, and then we'll proceed, Board.

15 Members, if you would please stand at ease for  
16 about 60 seconds. Thank you.

17 ATTORNEY BARGE-MILES: Chair Montgomery?

18 Trustee Lawson should be back.

19 TRUSTEE LAWSON: I'm back on. Sorry about that.

20 Mr. Chair, I know I'm out of order, but I'm  
21 running another meeting now with about 15 people; am I  
22 allowed to vote now?

23 CHAIRMAN MONTGOMERY: Here's where we are,  
24 Trustee Lawson. I simply need to afford -- I asked  
25 for 60 seconds to afford the opportunity who had

1       fallen off of the line.

2               We're missing Trustees Shannon and Alston.  If  
3       you give us about another 30 seconds, and we're going  
4       to try and locate them and we'll allow you to close  
5       the conversation and take a vote.

6               Attorney Barge-Miles?

7               ATTORNEY BARGE-MILES:  Trustee Alston is calling  
8       in right now.

9               CHAIRMAN MONTGOMERY:  Trustee Lawson, you're  
10       recognized at this time for closing comments as the  
11       author of the motion.

12              TRUSTEE LAWSON:  Thank you, Mr. Chair.  And I'll  
13       be brief because I do have to run.  We've heard a lot  
14       of good conversation, a lot of good challenge to my  
15       motion.  I appreciate all of the Trustees that dug in;  
16       however, guys please focus on the facts.  It's not a  
17       personal issue.  Please focus on the facts.

18              We know there's been a violation of policy.  We  
19       know that the contract that we painfully negotiated  
20       has been violated as recently as early this year,  
21       2015.  We know funds were taken from E&G accounts  
22       where they shouldn't have been, and they were repaid  
23       as recently as this week.  You know the ongoing  
24       challenges we have had.

25              So, if you vote against my motion, I appreciate

1 that. If you vote for my motion, I will appreciate  
2 that. But know if you vote against the motion you are  
3 condoning the ongoing situations we have at the  
4 university that I will continue to work with each and  
5 every one of you to address.

6 So Mr. Chair, that concludes my remarks.

7 CHAIRMAN MONTGOMERY: All right. Attorney Barge-  
8 Miles, the question has been called.

9 TRUSTEE GRAHAM: This is Trustee Graham.

10 CHAIRMAN MONTGOMERY: Trustee Graham.

11 TRUSTEE GRAHAM: Point of order. We publicly  
12 notified this meeting as a discussion item, but I  
13 don't think it was clarified there would be any  
14 action.

15 Are we out of order for this? I think we should  
16 give the opportunity for public comment.

17 CHAIRMAN MONTGOMERY: Okay. Trustee Graham, this  
18 is an emergency called meeting. It's my  
19 understanding, based on conversation with General  
20 Counsel, that it has been conducted and called in line  
21 of the operating procedures.

22 Attorney McKnight, would you affirm that for me?

23 ATTORNEY MCKNIGHT: Pursuant to the Emergency  
24 Called Meetings, the Board is able to address all  
25 actions that require immediate attention. I think

1       it's been duly noted as to the Board reporting of  
2       financial irregularities or improprieties.

3               CHAIRMAN MONTGOMERY:  And with that said, we're  
4       going to conduct a roll-call vote.

5               TRUSTEE LAWSON:  Mr. Chair, I would ask at that  
6       time you please allow me to vote out of order because  
7       I have 15 people in a conference that are waiting on  
8       me.

9               CHAIRMAN MONTGOMERY:  I'll grant the request for  
10       the Vice Chair.

11              TRUSTEE GRAHAM:  Attorney McKnight?

12              CHAIRMAN MONTGOMERY:  We're going to go ahead and  
13       conduct the vote.  Attorney Barge-Miles, here's where  
14       we are.  We're going to go ahead and conduct the vote.

15              ATTORNEY BARGE-MILES:  Trustee Lawson?

16              TRUSTEE LAWSON:  I vote affirmative for my  
17       motion.

18              ATTORNEY BARGE-MILES:  Trustee Alston?  Trustee  
19       Alston?

20              TRUSTEE ALSTON:  Yes, I'm on the call.

21              ATTORNEY BARGE-MILES:  They're voting.

22              TRUSTEE ALSTON:  What's the motion?  My  
23       apologies, is the motion still --

24              ATTORNEY BARGE-MILES:  Yes.  Trustee Lawson moved  
25       to terminate President Mangum's employment.



1           CHAIRMAN MONTGOMERY: And he was afforded the  
2           opportunity to vote first so he has already cast his  
3           vote. So please conduct the vote.

4           TRUSTEE ALSTON: Actually, I am going to vote  
5           Mr. Chair, but I -- the one piece that is not there is  
6           with or without cause; was that conversation held?  
7           Again, I'm just getting back on the call.

8           ATTORNEY BARGE-MILES: Trustee Alston?

9           CHAIRMAN MONTGOMERY: I believe it is a point  
10          that is a point of information that can be clarified  
11          by the author of the motion or the person that  
12          seconded. Who seconded the motion?

13          ATTORNEY BARGE-MILES: Trustee Woody seconded the  
14          motion.

15          TRUSTEE WOODY: With cause. The answer is, with,  
16          my second.

17          ATTORNEY BARGE-MILES: With cause.

18          TRUSTEE GRAHAM: So Mr. Chair, this is Trustee  
19          Graham.

20          CHAIRMAN MONTGOMERY: Listen --

21          TRUSTEE GRAHAM: Can you restate the entire  
22          motion?

23          CHAIRMAN MONTGOMERY: Members of the Board, we  
24          had entered into a vote. There has been a vote; one  
25          vote cast. There was a point of information raised by

1 a member of the Board. The point of information was  
2 addressed -- the point of information was actually  
3 addressed. If there is a point of order or a point of  
4 information we're at -- we're in the voting stage  
5 here, so I don't want to be in a posture of not  
6 allowing you to have your questions answered, but I  
7 think I heard Trustee Graham asking for the motion to  
8 be restated?

9 TRUSTEE GRAHAM: Yes.

10 ATTORNEY BARGE-MILES: The motion was Trustee  
11 Lawson moved to terminate President Mangum's  
12 employment. Trustee Woody seconded the motion and  
13 Trustee Woody just indicated that the motion was with  
14 cause.

15 CHAIRMAN MONTGOMERY: Attorney Barge-Miles,  
16 please proceed with the vote.

17 ATTORNEY BARGE-MILES: Trustee Alston?

18 TRUSTEE GRAHAM: Attorney McKnight, point of  
19 order. Attorney McKnight, this is Trustee Graham.  
20 Can you provide clarity on with or without cause?  
21 What's -- Trustee Lawson stated the motion, so can you  
22 restate it since you were the author with everything?  
23 This is coming from 10,000 different directions.

24 ATTORNEY BARGE-MILES: I will restate the motion  
25 again. The motion is Trustee Lawson moved terminate

1 President Mangum's employment. It was seconded by  
2 Trustee Woody. Trustee Woody then indicated as the  
3 second, he indicated that it's with cause.

4 TRUSTEE ALSTON: Okay, this is Trustee Alston,  
5 again. Point of order, if I could, Mr. Chair?

6 CHAIRMAN MONTGOMERY: Yes.

7 TRUSTEE ALSTON: And I heard Trustee Woody, and  
8 if I could, to the maker of the motion, Vice Chair  
9 Lawson: It sounds like in your original motion there  
10 was no comment on with or without cause. Again, at  
11 least in mind with my comments -- and I heard many or  
12 some of the conversation -- would you be opposed to  
13 accepting that without cause?

14 TRUSTEE WOODY: Mr. Chair, is it possible to go  
15 back and read exactly what Trustee Lawson stated at  
16 the beginning of the meeting?

17 CHAIRMAN MONTGOMERY: These are all points of --  
18 okay, these are points of information. Trustee Lawson  
19 made a motion. The motion by Trustee Lawson has been  
20 stated twice by the Board Liaison. I recall him  
21 citing passage in the contract for -- in the  
22 conversation about the motion.

23 But with that said, I would allow the maker of  
24 the motion or the one who seconds the motion to  
25 address the potential or the proposed amendment by

1 we're -- I'm sorry. Let me go ahead and enforce the  
2 decorum.

3 We have a vote on the table. This is not the  
4 appropriate stage for the amendment, so I won't allow  
5 the amendment at this time.

6 Attorney Barge-Miles, please proceed.

7 TRUSTEE GRAHAM: Mr. Chair, Mr. Chair, I have a  
8 question: When is the appropriate time?

9 CHAIRMAN MONTGOMERY: Okay. Point of  
10 information, Trustee Graham. The point of information  
11 is that the points of order and the points of  
12 information, the time to propose an amendment was  
13 prior to the call for a vote.

14 TRUSTEE GRAHAM: Well, we're going to do Trustee  
15 Alston --

16 CHAIRMAN MONTGOMERY: Unless you have -- unless  
17 you have a point of --

18 TRUSTEE GRAHAM: Mr. Chair, please let me get my  
19 comment out. When you're cutting me off, you're  
20 cutting off 10,000 stakeholders of this University.

21 I'm sorry, can you please provide clarity,  
22 Attorney McKnight, with or without cause? We change  
23 motions at any other time; can he restate his motion,  
24 included, if we're going to move forward? Please  
25 provide clarity. Where is that at? Public comment?

1           Can you state where that rule is located, where  
2           we can't have any public comment? Or we aren't  
3           hearing from the stakeholders, and just moving  
4           forward? If we're going to do something, let's do it  
5           decent and in order.

6           CHAIRMAN MONTGOMERY: Trustee Graham, your  
7           concerns are noted. The appropriate time in which  
8           for -- in which proposed changes to the agenda could  
9           have been made have passed. You will have an  
10          opportunity, upon conclusion of this agenda item, to  
11          propose changes to the agenda, so --

12          TRUSTEE GRAHAM: So point of order -- then it's  
13          not right.

14          CHAIRMAN MONTGOMERY: Okay.

15          TRUSTEE McWILLIAMS: Mr. Chair?

16          CHAIRMAN MONTGOMERY: I'm going to enforce the  
17          decorum Trustee McWilliams.

18          TRUSTEE McWILLIAMS: Yes, I think we need to  
19          clear this up. It was not stated in the motion  
20          whether we were talking about with cause or without  
21          cause, and I think that's a very important point that  
22          the Board -- when people vote, they need to know what  
23          that means, with cause or without cause, or what  
24          implications would it carry one way or the other, and  
25          I think that what Trustee Alston was trying to find

1 out and I think it might have some effect on how  
2 people vote.

3 TRUSTEE GRAHAM: Thank you, Trustee McWilliams.

4 TRUSTEE McWILLIAMS: And we need to know, and  
5 once we clear that up, I think people can comfortably  
6 vote.

7 CHAIRMAN MONTGOMERY: I agree, and so for the  
8 third time, I'm going to ask the Board Liaison to  
9 restate the motion. And with regard to clarity on the  
10 with or without cause on the person who made the  
11 motion or the person who made the second, I'm going  
12 ask you to allow for clarity with regard to whether it  
13 was with cause or without cause.

14 Attorney Barge-Miles, will you please restate the  
15 motion?

16 ATTORNEY BARGE-MILES: Trustee Lawson moved to  
17 terminate President Mangum's employment. It was  
18 seconded by Trustee Woody.

19 TRUSTEE WOODY: Yes, I seconded it, and for  
20 clarification, I was under the impression it was with  
21 cause. But with the caveat, I would suggest we go  
22 back and read the motion again; whoever is the  
23 secretary whoever recorded the motion, so you can find  
24 out exactly whether I'm right or I'm incorrect. But  
25 it's my impression that his motion relates to with

1       cause.

2           ATTORNEY BARGE-MILES: We have the court reporter  
3 looking now, Mr. Chair, if that's your desire.

4           CHAIRMAN MONTGOMERY: I will again, for clarity's  
5 sake, Trustee Graham and Trustee McWilliams and  
6 Trustee Woody, y'all raised a valid concern. I'm  
7 going to ask the court reporter to provide the exact  
8 motion so that it can be restated and we will proceed.

9           (Thereupon, meeting went off the record for  
10 reporter to look for said motion.)

11          ATTORNEY BARGE-MILES: The operator is trying to  
12 contact Trustee Lawson right now.

13          CHAIRMAN MONTGOMERY: Trustee Lawson?

14          TRUSTEE LAWSON: Yes.

15          CHAIRMAN MONTGOMERY: I just decided to move  
16 forward by contacting the author of the motion.

17          Trustee Graham, I believe had a point of order.  
18 Trustee Lawson, would you please restate your motion?  
19 There's a question with regard to the motion. We are  
20 going to conduct a vote after restatement of the  
21 motion.

22          TRUSTEE LAWSON: Yes, sir. Mr. Chairman, I  
23 hereby move to terminate Dr. Mangum's employment  
24 agreement, due to incurable cause, and in accordance  
25 with 11.1, section D and E, of her Employment

1 Contract.

2 CHAIRMAN MONTGOMERY: Okay. The motion has been  
3 restated.

4 Trustee Graham, you had a point of order or point  
5 of information?

6 TRUSTEE GRAHAM: Again, Chairman Montgomery, is  
7 that with or without cause? That's where Trustee  
8 Alston and --

9 TRUSTEE LAWSON: It was with cause; incurable  
10 with cause.

11 TRUSTEE GRAHAM: I also have a question,  
12 Mr. Chair.

13 When would the termination become effective, if  
14 this was to move forward, and how many days?

15 CHAIRMAN MONTGOMERY: VP McKnight?

16 ATTORNEY MCKNIGHT: If it's with cause, it would  
17 be, given the contract, effective immediately.

18 TRUSTEE GRAHAM: So today, if this moves  
19 forwards, the Board if firing the President today, yes  
20 or no?

21 CHAIRMAN MONTGOMERY: That's again, accepted as a  
22 point of information. I believe that VP McKnight has  
23 answered your question, but she asked the question  
24 again.

25 VP McKnight?



1           ATTORNEY MCKNIGHT: Based upon the motion and the  
2 contract, with cause would mean effective immediately.

3           CHAIRMAN MONTGOMERY: Okay. Members of the  
4 Board, we're going to proceed with a vote.

5           Attorney Barge-Miles, please conduct the vote  
6 with regard to the motion. That has been made and  
7 seconded --

8           TRUSTEE GRAHAM: Point of order.

9           CHAIRMAN MONTGOMERY: We're going to move --

10          TRUSTEE GRAHAM: Point of order, Mr. Chair. I  
11 would ask for a friendly amendment, Vice Chair Lawson,  
12 to the maker of the motion, that we will at least give  
13 the President through midnight tonight, if this was to  
14 move forward.

15          TRUSTEE LAWSON: Less I hear in form --

16          CHAIRMAN MONTGOMERY: I'm sorry, Trustee Lawson,  
17 we can barely hear (inaudible).

18          TRUSTEE LAWSON: (Inaudible).

19          CHAIRMAN MONTGOMERY: I'm sorry. Trustee Lawson?

20          ATTORNEY BARGE-MILES: I think he's presenting  
21 something. This is Linda.

22          CHAIRMAN MONTGOMERY: Okay. A point of  
23 information was raised by -- excuse me -- an  
24 amendment. Was that in the form of a proposed  
25 friendly amendment through the process, Trustee

1 Graham?

2 TRUSTEE GRAHAM: Yes, sir.

3 CHAIRMAN MONTGOMERY: And so for clarity, you're  
4 asking that the motion be amended to allow for a  
5 termination to go into effect at midnight tonight?  
6 I'm just restating your friendly amendment.

7 TRUSTEE GRAHAM: In the event that this was to  
8 move forward, please, at least allow her till midnight  
9 tonight.

10 CHAIRMAN MONTGOMERY: Trustee Lawson, do you  
11 accept the friendly amendment?

12 Trustee Lawson? Given the magnitude of this, and  
13 insuring that we are procedurally moving forward  
14 correctly with this, I do want to have the opportunity  
15 for your amendment to be addressed, Trustee Graham.

16 We have experienced technical difficulties  
17 before, so I do want to allow the author the  
18 opportunity to respond.

19 Attorney Barge-Miles, can you facilitate --

20 ATTORNEY BARGE-MILES: I'm trying to reach him  
21 now. He's still connected. I'm trying to call his  
22 office now. He's coming back on.

23 CHAIRMAN MONTGOMERY: Hello?

24 TRUSTEE LAWSON: Hello?

25 CHAIRMAN MONTGOMERY: Hello, Trustee Lawson,

1       there's been a proposed friendly amendment to your  
2       motion.

3               Trustee Graham, will you please state your  
4       proposed friendly amendment?

5               TRUSTEE GRAHAM: Trustee Lawson, would you accept  
6       a friendly amendment that if this does move forward,  
7       to terminate the President's contract, at least until  
8       midnight tonight?

9               TRUSTEE LAWSON: Until midnight tonight, is the  
10      question? Yes, I can accept that, Trustee Graham.  
11      There's not an issue with that.

12              Sorry, again, Chairman, for being tardy. I had  
13      15 people that I was trying to deal with.

14              CHAIRMAN MONTGOMERY: Okay. There's a motion  
15      that's been made. I'm going to ask the Board Liaison  
16      to restate the motion with the friendly amendment.

17              ATTORNEY BARGE-MILES: If Trustee Lawson could  
18      restate his motion?

19              TRUSTEE LAWSON: Yes, ma'am, I can.

20              CHAIRMAN MONTGOMERY: If you'll restate your  
21      motion and adding the friendly amendment.

22              TRUSTEE LAWSON: Yes, sir, Mr. Chair. Sorry for  
23      over-talking you there.

24              I hereby move to terminate Dr. Mangum's  
25      employment agreement, due to incurable cause, in

1       accordance with portions 11.1 of sections D and E of  
2       her employment agreement, with the additional friendly  
3       amendment from Trustee Graham, of waiting until  
4       midnight tonight.

5               CHAIRMAN MONTGOMERY: Point of information Vice-  
6       President McKnight, is this allowed in accordance with  
7       the contract? Vice-President McKnight?

8               ATTORNEY MCKNIGHT: To the extent that it's the  
9       will of the Board, yes.

10              CHAIRMAN MONTGOMERY: Okay. So there's a motion  
11       that's been made and properly seconded.

12              Are we ready for the question? The time is not  
13       -- okay. Yes, the time to have the discussion is not  
14       during the vote, and I'm telling you upfront it won't  
15       be allowed once we get into the vote. So we're at the  
16       point of calling for the question. The motion has  
17       been made. There's been a proper second. We've  
18       complete discussion phase.

19              With that said, we'll proceed with a vote.  
20       Attorney Barge-Miles, will you please proceed.

21              ATTORNEY BARGE-MILES: Trustee Alston?

22              TRUSTEE ALSTON: No.

23              ATTORNEY BARGE-MILES: Trustee Grable?

24              TRUSTEE GRABLE: Yes.

25              ATTORNEY BARGE-MILES: Trustee Graham?

1 TRUSTEE GRAHAM: No.

2 ATTORNEY BARGE-MILES: Trustee Lawson?

3 TRUSTEE LAWSON: Yes.

4 ATTORNEY BARGE-MILES: Trustee McWilliams?

5 TRUSTEE MCWILLIAMS: Yes.

6 ATTORNEY BARGE-MILES: Trustee Montgomery?

7 CHAIRMAN MONTGOMERY: Yes.

8 ATTORNEY BARGE-MILES: Trustee Moore?

9 TRUSTEE MOORE: No.

10 ATTORNEY BARGE-MILES: Trustee Shannon?

11 TRUSTEE SHANNON: No.

12 ATTORNEY BARGE-MILES: Trustee Warren?

13 TRUSTEE WARREN: No.

14 ATTORNEY BARGE-MILES: Trustee Washington?

15 TRUSTEE WASHINGTON: No.

16 ATTORNEY BARGE-MILES: Trustee White?

17 TRUSTEE WHITE: No.

18 ATTORNEY BARGE-MILES: Trustee Woody?

19 TRUSTEE WOODY: Yes.

20 Mr. Chair? I would like to make a motion.

21 CHAIRMAN MONTGOMERY: I heard Trustee Woody. I

22 do need to complete the vote tally. What is the vote

23 tally, Attorney Barge-Miles?

24 ATTORNEY BARGE-MILES: Seven nos; five yes.

25 CHAIRMAN MONTGOMERY: So the motion fails by a

1 vote of five to seven.

2 And Trustee Woody, what is your motion?

3 TRUSTEE WOODY: Yes, thank you.

4 Mr. Chairman, I would like to make a motion to  
5 terminate the President's contract with a vote of no  
6 confidence.

7 CHAIRMAN MONTGOMERY: For clarity's sake, and  
8 given where we have been, I would ask that you cite  
9 whether it would be for cause or without cause?

10 TRUSTEE WOODY: Without cause.

11 CHAIRMAN MONTGOMERY: Okay. Would you please  
12 restate the motion?

13 TRUSTEE WOODY: I would like to make a  
14 recommendation that we terminate the President's  
15 contract, without cause, for no confidence.

16 CHAIRMAN MONTGOMERY: Motion that was been made.  
17 Is there a second?

18 TRUSTEE LAWSON: Second.

19 CHAIRMAN MONTGOMERY: Motion has been made and  
20 properly seconded. Is there any discussion?

21 Hearing none --

22 TRUSTEE ALSTON: Yes, Mr. Chair, there's  
23 discussion.

24 CHAIRMAN MONTGOMERY: Okay. Trustee Alston?

25 TRUSTEE ALSTON: Yes, and thank you,

1 Mr. Chairman, and I heard the motion from Trustee  
2 Woody along with the second.

3 Similar to in line of, you know, my comments  
4 initially, and this was very early on in our initial  
5 conversation, you know. This has been on -- I get  
6 this is a very difficult conversation, a very  
7 difficult vote. We've been on for over two hours now,  
8 you know, talking about the future of FAMU. You know,  
9 for me as I said and I'm going to reiterate, the  
10 headlines, the common chatter, has not been helpful to  
11 the University. So before we just steamroll this  
12 vote, I think that it's important for all of us to  
13 really chime in and have this conversation openly now;  
14 you know, that either, A, we are prepared to end this  
15 friendly today so we can, you know, stop with the  
16 negative headlines, we can stop with many of these  
17 thing that in my opinion are truly harmfully impacting  
18 the University; or B, you know, if there is another  
19 option.

20 I think that we can't continue to have meeting  
21 after meeting, you know, on this topic. I think we  
22 have had several conversations previously about the  
23 first year of the President's performance. We've just  
24 had new information has come out recently over the  
25 past, we'll call it past week or two.

1           I think the Board, we really need to engage in a  
2           real dialogue now that this motion is on the floor,  
3           and I really would encourage every trustee to truly  
4           chime in, because this really is going to impact how  
5           we move forward as a University. And Mr. Chair, if I  
6           could, hopefully everyone does chime in; I would also  
7           like to get back in the cue for a comment on the  
8           second go-around.

9           CHAIRMAN MONTGOMERY: Any additional comments at  
10          this time, Trustee Alston? Okay. We're in the  
11          discussion phase. There's been a motion has been made  
12          and there's a proper second. Are there any trustees  
13          that wish to speak to the motion?

14          TRUSTEE LAWSON: This is Trustee Lawson.

15          CHAIRMAN MONTGOMERY: Okay. I hear Trustee  
16          Lawson. Who was the second person?

17          TRUSTEE GRABLE: Trustee Grable.

18          CHAIRMAN MONTGOMERY: So I have Lawson and  
19          Trustee Grable in the cue.

20          Trustee Lawson, you're recognized.

21          TRUSTEE LAWSON: Thank you, sir. First of all, I  
22          apologize to my colleagues for having to step away,  
23          but I didn't think it would take quite this long, but  
24          obviously it's an important issue.

25          I just want to recant a couple of things, and I



1 know it's repetitive but I think it's worth repeating.  
2 We're in a situation. We had kind of what I call the  
3 big six challenges. Those big six are, we see where  
4 this administration has been challenged by the Alumni  
5 Association, nationally. We see where this  
6 administration has had some issues with the students.  
7 We see where this administration continues to have  
8 challenges with the Board of Trustees. We saw where  
9 there were some confusing points discussed with the  
10 Board of Governors, that I think are still trying to  
11 get our arms around. We talked about vindication.  
12 And I don't want to beat that dead horse, and we've  
13 had you're discussions around the engineering school.

14 Unfortunate for us, new issues have arisen around  
15 fiduciary duties or overall responsibilities as it  
16 relates to use of E&G funds, as it relates to items  
17 that we painstakingly discussed in the employment  
18 contract, that have reared themselves as recently as  
19 this year in 2015.

20 So if we don't take action today, I think what  
21 we're all saying is we're willing to live with that  
22 less-than-stellar performance, and if that's the case  
23 I have to agree with the body, but I am very much in  
24 the posture of agreeing with a motion for Trustee  
25 Woody, and I would just ask that you-all go deep down

1 in yourselves to decide whether you are willing to  
2 continue with the way we are, or do we want to take a  
3 step in a different direction that may allow us to  
4 make some rapid progress.

5 I think this is bigger than me. It's bigger than  
6 the chairman. It's bigger than any one trustee. It's  
7 what's the right thing for our University. And  
8 knowing that rules were broken -- let's just be really  
9 clear, is that something we want to stand by?

10 CHAIRMAN MONTGOMERY: Trustee Shannon? Trustee  
11 Grable?

12 TRUSTEE GRABLE: Thank you. I've been in the  
13 mode of listening, and I also appreciate the comments  
14 of Trustee Lawson and everyone who has spoken today.

15 I was not a member of the board last year when a  
16 lot of the concerns that were discussed today were  
17 brought forward; however, and I do believe that there  
18 are a lot of mixed feelings. But I must honestly say  
19 that the stress on campus, I think, is high.

20 I've been told that by many faculty members.  
21 There are faculty members who would have rathered my  
22 vote in the last vote be no. There are some who would  
23 prefer that it be yes. I am trying to be consistent  
24 in how I look at this situation that we're faced with  
25 today, and I think all of the board members were

1 seeking consistency. And I recognize and applaud each  
2 board member for their comments, whether they voted  
3 yes or no.

4 As a Board of Trustee member and as the Faculty  
5 Senate President, I am really in a very rather  
6 difficult position. I think when I go back to my  
7 evaluation, I look at the documents that the President  
8 offered in terms of whether or not she reached the  
9 goals. In her own statements, on some of those  
10 documents that we received, she only reached 4 out of  
11 27 goals. That concerns me.

12 With that said, I would like to also add that her  
13 response to the Board that we received later last  
14 night, actually in my opinion, referenced shared  
15 governance, and I see a lot of concerns about shared  
16 governance. I expressed those on Sunday in our  
17 discussion related to the Strategic Planning Task  
18 Force, as well as related to the performance bonus.

19 The majority of the members voted against the  
20 performance bonus and I think as board members we need  
21 to remember that consistency is really the core of  
22 creating credibility in our voting positions and in  
23 any written comments or comments in previous meetings,  
24 et cetera, that we have to remember consistency helps  
25 to create credibility. And I wanted to offer those

1 thoughts to those who have texted me this morning,  
2 saying vote one way or the other, and I want all of  
3 those people who texted me to recognize I got  
4 conflicting texts.

5 So I have not spoken. To that end, earlier today  
6 because I was listening and trying to make sure that I  
7 clearly understood. And at this point, I think that  
8 the motion that's on the floor right now is one that  
9 we should all consider before making a decision about  
10 how you will vote.

11 Thank you, Mr. Chair.

12 CHAIRMAN MONTGOMERY: Trustee Shannon, you're  
13 recognized.

14 TRUSTEE SHANNON: Thank you, Mr. Chair. I think  
15 it's obvious that there have been problems and issues  
16 between the Board and the administration, since very  
17 early in this administration coming in to place.  
18 However, I am not prepared at this time to place the  
19 blame of the breakdown in that relationship, which has  
20 impacted these issues that Trustee Lawson spoke of;  
21 I'm not willing to place blame of that fully at the  
22 feet of the President.

23 And therefore, I'm not supportive of a motion to  
24 terminate her, because I don't think that we as a  
25 Board have done everything that we could to support

1       this administration and to very proactively seek some  
2       kind of objective assistance or otherwise to help  
3       repair this relationship.

4             And so, I think it premature. I do not think  
5       this is the right move for the Board.

6             TRUSTEE MCWILLIAMS: Mr. Chairman?

7             CHAIRMAN MONTGOMERY: Trustee McWilliams?

8             TRUSTEE MCWILLIAMS: Thank you.

9             Mr. Chairman, personally, I think we have cause  
10       and that's why I voted for termination with cause, but  
11       I don't feel as comfortable doing that as I would  
12       without cause because I just -- I think the Board  
13       assumes -- hired President Mangum in good faith.  
14       She's performed her duty in good faith -- not up to  
15       the expectations that many of us would have for her --  
16       and I don't think this has been a good relationship at  
17       all.

18            I think we need a change in leadership. I just  
19       don't think this is going to get better between the  
20       President and the Board, and particularly after the  
21       comments this morning by the President and to the  
22       press.

23            But I just -- I think it's better to allow  
24       without cause the President retains, because when you  
25       enter these relationships, you know things might not

1 work out, she gave it her best effort, I presume, and  
2 I think she should have intact whatever the Board  
3 promised when she was hired: If it doesn't work out  
4 these are things that you are entitled to, and I'm  
5 comfortable with that. I can live with that.

6 But I can't -- I'm not comfortable with a  
7 continuation of this relationship.

8 TRUSTEE WOODY: Mr. President. (sic).

9 CHAIRMAN MONTGOMERY: Trustee Woody.

10 TRUSTEE WOODY: Yes. Mr. President, let me say,  
11 first of all, in reference to the president, president  
12 Mangum. I have nothing personally against president  
13 Mangum, but it was obvious in the comments she made  
14 this morning how she feels about the University, in  
15 general, and also how she feels about the Board.

16 Another thing that in my number of years of  
17 living, is that I understand that it's hard sometimes  
18 being in leadership, and that's being in leadership  
19 for everyone sitting on this Board. And sometimes we  
20 have to make a decision that may not be popular, but  
21 it's the right decision to do.

22 So I can sleep at night with my vote of voting in  
23 reference to ending this relationship. I've been on a  
24 number of boards for a number years, and I know -- and  
25 I haven't been on this board, to be frank with you,

1 but I know when there's a good board and the board is  
2 working and this board is not working.

3 Thinking about the most important thing that we  
4 all as Trustees must remember, the most important  
5 thing is the students at this University and how  
6 important this University is to the state and to this  
7 country. We've got alumnus all over this nation doing  
8 some amazing things, so that's why it's imperative  
9 that the Board of Trustees, as well as the President,  
10 working together like in hand and glove, and this  
11 relationship is not working.

12 So my plea with my fellow board members is to  
13 consider my recommendation and support me on this.

14 TRUSTEE WARREN: Mr. Chair, this is Trustee  
15 Warren.

16 TRUSTEE WASHINGTON: Mr. Chair?

17 CHAIRMAN MONTGOMERY: Okay. I heard I believe  
18 Warren, and I heard someone else.

19 TRUSTEE WASHINGTON: Washington.

20 CHAIRMAN MONTGOMERY: Okay, so I heard Trustee  
21 Warren and Trustee Washington. Was there someone else  
22 behind that?

23 All right. Trustee Warren, you're recognized.

24 TRUSTEE WARREN: Thank you, Mr. Chair. I would  
25 join the course in agreeing this relationship that the

1 Board has with our President is untenable. It's  
2 embarrassing, it's disruptive, and quite frankly  
3 destructive, but I think we are all culpable here.  
4 It's not just President Mangum; it's been us as well  
5 as her.

6 If there is an agreement to be made here, it is a  
7 collective agreement by all of us: We go forward to  
8 do better with how we get along for the benefit of the  
9 University, and particularly the students, who are  
10 there to learn.

11 We have done, in my mind, a very poor job of  
12 welcoming Dr. Mangum to the role of President, that we  
13 have done all we can either -- voluntarily or  
14 involuntarily knowingly not knowingly -- to be  
15 obstacles to that progress.

16 We owe the University the opportunity to escape  
17 from all of this that we have been culprits to, we  
18 have been instigators in. We are our worst enemies in  
19 this process. And I would suspect that if the new  
20 president was Dr. Acme, that we brought to Dr. Acme  
21 the same attitude and approach that we have employed  
22 here with Dr. Mangum, that we end up in the same spot  
23 that we're in today.

24 This is absolute necessity for all of us to do as  
25 Rodney King would say and all learn how to get along,



1 for the benefit of the University. There is much  
2 water that has passed under the bridge here and we  
3 can't summons it back, but as we go forward with the  
4 honest approach for us to do better -- all of us, not  
5 just the President of the University. I think  
6 contrary to what some would believe, there is hope for  
7 us to do better; and in fact, better than better, if  
8 there's such a thing; for the University to reach  
9 their for greatness.

10 But the culpability here is a collective  
11 culpability; that includes Dr. Mangum and us, and for  
12 that reason, I would not be inclined to support the  
13 motion. And we're not taking a vote right now, but I  
14 would not be inclined to support the motion.

15 CHAIRMAN MONTGOMERY: Trustee Washington?

16 TRUSTEE WASHINGTON: Thank you, Chair. I have  
17 been -- what I have noticed in the conversation is  
18 that we have a very passionate Board and a very  
19 passionate President. And I can appreciate that I  
20 haven't been around for much of our leadership and the  
21 conversations leading up to this point, but I will say  
22 we all make mistakes, and the integrity that we gain  
23 is by addressing those mistakes and moving forward.

24 I just want to add that this is bigger than a  
25 President and a Board. It's bigger than -- FAMU, it's

1 the students, it's the alumni, it's the FAMUan which  
2 adopted years ago and why I've been so grateful to be  
3 appointed to this board.

4 I move to consider the timing of this discussion,  
5 moving into a legislative session, and the potential  
6 impact on the University. We know that there have  
7 been funding challenges in the past and decisions made  
8 around performance funding. I want to -- I would be  
9 remiss if I did not point out the financial  
10 obligations; that if this were to happen, would cause  
11 a ripple effect and potential impact on us to maintain  
12 and garner additional funding moving forward.

13 So I would just move to think of the timing. We  
14 voted no bonus, and so, I think there should be a  
15 strategy before we move to terminate, coming back with  
16 a strategy for improvement and/or some sort of plan to  
17 move forward and be heard.

18 And so with that being said, I really want us to  
19 consider potential financial impact of this and really  
20 think bigger about the impact on FAMU, not only now  
21 but for years to come.

22 CHAIRMAN MONTGOMERY: We've heard from more than  
23 half of the members of the Board. There is a request  
24 that all board members chime in and have their say.  
25 You're not obviously required to do so. There was a

1 request for that, but are there any additional members  
2 Board who wish to speak to this motion?

3 TRUSTEE MOORE: Chair Montgomery?

4 CHAIRMAN MONTGOMERY: Yes.

5 TRUSTEE MOORE: This is Trustee Moore.

6 CHAIRMAN MONTGOMERY: Yes, you're recognized.

7 TRUSTEE MOORE: Thank you. I would echo the same  
8 sentiments by Trustee Washington and some others. My  
9 vote earlier, as well as my comments now, speak to an  
10 issue that is much larger, again, as has been shared,  
11 then what we're looking to do today because it does  
12 speak to the future. The efforts and activities that  
13 we engaged in over the weekend, over a long period of  
14 time, was to look at the future and what could do  
15 different.

16 I agree that there are challenges to vote the  
17 relationships I believe both on the board side, as well  
18 as the President Mangum, and we all have to, one,  
19 accept responsibility, and I think sometimes we are  
20 challenged in that regard.

21 Having said that, my comments relative to the  
22 motion that's been put forward by Trustee Woody, there  
23 are concerns, but I do believe at this juncture we  
24 have to think holistically, and having spent over two  
25 hours, plus, on the call already, I do not believe

1       that today -- that day is today.

2             It is not to say that the communication should  
3       not continue and that it should not be considered even  
4       as we go forward in our board meetings in November,  
5       but I personally do not believe that moving forward  
6       with a rash action today, without a strategy and  
7       without looking at the impact, is not responsible.

8             CHAIRMAN MONTGOMERY:  Are there any additional  
9       members of the Board who wish to speak to the motion?

10            TRUSTEE WARREN:  I call a question, Mr. Chair.

11            CHAIRMAN MONTGOMERY:  I had a request from  
12       Trustee Alston to make an additional comment prior to  
13       the vote.

14            Trustee Alston, you're recognized.

15            TRUSTEE ALSTON:  Thank you.  And my comments will  
16       be brief, and it's in line with many of the comments  
17       that have already been made.  This is very clear that,  
18       you know, the Board is fragmented.  The relationship  
19       on both sides is strained.  My intent initially was to  
20       figure out how to stop the headlines -- daily,  
21       weekly -- how we stop being the constant chatter  
22       around the state and around the country, and I still  
23       don't know we have come to some consensus on what that  
24       really means.

25            I will speak to, I think, comments made from one

1 of my colleagues regarding the previous vote or  
2 regarding being consistent. I just talked to the  
3 difference between and why I asked the original maker  
4 of the first motion with or without cause, because I  
5 think that if the real intent is for the Board to  
6 truly move on, then there is a big difference between  
7 with or without cause.

8 If the intent is for the Board to continue the  
9 working relationship, then of course, that is another  
10 action that the Board can take. So there's a big  
11 difference on with or without cause, which is why I  
12 ask that original question, and I am prepared to go  
13 ahead and vote.

14 TRUSTEE GRAHAM: Mr. Chair, this is Trustee  
15 Graham. I would like to speak, please.

16 CHAIRMAN MONTGOMERY: Trustee Graham, you're  
17 recognized.

18 TRUSTEE GRAHAM: Thank you, sir.

19 I agree with Trustee Alston's sentiments, and  
20 there's just a difference between cause and without  
21 cause.

22 And I'm sorry, but there's a way to do  
23 everything. Now, don't get me wrong, I have grave  
24 concerns about Dr. Mangum and her administration, but  
25 there is a way to handle this and do things and move

1 the University forward.

2 Trustee Lawson, you mentioned about student  
3 concerns. Well, I assert that the student body -- and  
4 I can't say that students have been knocking down my  
5 door with issues regarding this administration;  
6 however, these last two hours, I've gotten over 200  
7 text messages from my constituents, so I'm  
8 uncomfortable in doing something in this such manner,  
9 and I just ask that we look at whatever that may be,  
10 whatever the decision of the Board is, that we look in  
11 the decision and the best interest of the student body  
12 and what's in the best interest of our university  
13 moving forward. I have 10,000 stakeholders behind me  
14 who all pay tuition to go to this institution and can  
15 be directly affected by this, and I also have to  
16 consider the students we're going to recruit. What do  
17 we want our message to be, and how do we how are we  
18 going to move forward?

19 And public comment, will that be an option? I'm  
20 concerned at how this is being conducted, and if in  
21 fact that the board members feel the way they do, then  
22 why not have a public meeting in the Grand Ballroom?  
23 I don't see peoples' decisions are clear; everyone has  
24 their mind made up. They have the documents or faxes  
25 that they want is to allow; whatever information to be

1 provided in the Sunshine and move forward.

2 I respect your leadership, Mr. Chair, but I've  
3 been placed in a very difficult position serving as  
4 Student Body President and representing the  
5 stakeholders on campus at Florida A&M and deal with  
6 this on a day-to-day basis.

7 With all due respect, all of you get on here, get  
8 on the call, and go back to your regular lives and  
9 meet where we meet. But I, in fact, work with these  
10 students and have to go along with this on a  
11 day-to-day basis. So as Student Body President, if I  
12 fail to not have a town hall meeting and not tell  
13 these things about our University President, then I  
14 accept that responsibility. But there's just a way  
15 that you do things, and I just don't think this is it,  
16 and I was not expecting this to come out of this  
17 meeting today.

18 Thank you.

19 CHAIRMAN MONTGOMERY: Any additional Trustees  
20 that wishes to speak to the motion?

21 Trustee Alston, you've made your comment?

22 TRUSTEE ALSTON: No, my comments was made. I was  
23 not the maker of the motion. I believe that was  
24 Trustee --

25 CHAIRMAN MONTGOMERY: You had asked to speak to

1 the end. Does the author of the have additional  
2 positions? If not, we'll move to a vote.

3 TRUSTEE WOODY: Mr. Chair, I think everybody had  
4 an opportunity to and speak their mind and I respect  
5 their opinion, and we'll proceed.

6 So I would like to call the question.

7 CHAIRMAN MONTGOMERY: Question has been called.  
8 Motion has been made and properly seconded. We  
9 completed the discussion phase. This will be a roll  
10 call vote. All those in favor please indicate by  
11 saying yes; those opposed, say no.

12 ATTORNEY BARGE-MILES: Trustee Alston?

13 TRUSTEE ALSTON: Yes.

14 ATTORNEY BARGE-MILES: Trustee Grable?

15 TRUSTEE GRABLE: Yes.

16 ATTORNEY BARGE-MILES: Trustee Graham?

17 TRUSTEE GRAHAM: Abstain.

18 ATTORNEY BARGE-MILES: You cannot abstain.

19 CHAIRMAN MONTGOMERY: Point of information.

20 Unless there is a financial conflict, all board  
21 members present are required to cast a vote.

22 Attorney Barge-Miles?

23 ATTORNEY BARGE-MILES: Trustee Graham?

24 Trustee Lawson?

25 TRUSTEE LAWSON: I agree with the motion.



1 ATTORNEY BARGE-MILES: Trustee McWilliams?

2 TRUSTEE McWILLIAMS: Yes.

3 ATTORNEY BARGE-MILES: Trustee Montgomery?

4 CHAIRMAN MONTGOMERY: Yes.

5 ATTORNEY BARGE-MILES: Trustee Moore?

6 TRUSTEE MOORE: No.

7 ATTORNEY BARGE-MILES: Trustee Shannon?

8 TRUSTEE SHANNON: No.

9 ATTORNEY BARGE-MILES: Trustee Warren?

10 TRUSTEE WARREN: No.

11 ATTORNEY BARGE-MILES: Trustee Washington?

12 TRUSTEE WASHINGTON: No.

13 ATTORNEY BARGE-MILES: Trustee White?

14 TRUSTEE WHITE: No.

15 ATTORNEY BARGE-MILES: Trustee Woody?

16 TRUSTEE WOODY: Yes.

17 CHAIRMAN MONTGOMERY: Chair Montgomery --

18 TRUSTEE GRAHAM: Attorney Barge-Miles, this is

19 Trustee Graham. I vote no.

20 ATTORNEY BARGE-MILES: Mr. Chair, the vote is six

21 yes, and six nos.

22 CHAIRMAN MONTGOMERY: Thank you, Attorney Barge-

23 Miles. The motion is lost. The motion failed by a

24 vote of six to six.

25 Members of the Board, we're in a position where

1 we're not able to -- we've completed two votes and so  
2 I'm putting a period there and moving it to the next  
3 part of the discussion, which was the agenda item.

4 Given the information that we've been presented,  
5 there has to be a way forward with regard to oversight  
6 and accountability of this body given that we have  
7 been present to information. So we're separating the  
8 two.

9 One of the motions that were made with regard to  
10 the employment status of the President. We've  
11 completed these. Now, given the information that has  
12 been presented and that it has been brought to our  
13 attention, it would be irresponsible for us to fail to  
14 insure that any irregularities and improprieties are  
15 addressed. There are state laws concerned, there's  
16 policies and procedures not only of the University but  
17 the Board of Trustees and also the Board of Governors  
18 that has to be addressed based on these irregularities  
19 and improprieties.

20 So, we are not in a posture where we can just  
21 simply fail to do anything, and I'm putting it out  
22 there with regard to the pleasure of the Board. In  
23 our response to the reported financial irregularities  
24 and improprieties. I'm putting that out there for the  
25 pleasure of the Board for discussion.

1 TRUSTEE WHITE: Mr. Chair, if I may?

2 CHAIRMAN MONTGOMERY: Who is that?

3 TRUSTEE WHITE: This is Trustee White.

4 CHAIRMAN MONTGOMERY: Trustee White, you're  
5 recognized.

6 TRUSTEE WHITE: So what we have thus far, to my  
7 understanding, are some reports of information, but we  
8 do not have, to the best of my knowledge, a finalized  
9 set of reports and facts conducted with the Institute  
10 of Internal Accounting. We have an audit function, I  
11 believe, for the reason of providing us with this  
12 information and providing consistent with that body  
13 standard. So why don't we employ the Division of  
14 Audit and Compliance as anticipated and direct them to  
15 provide us with a finalized report to the issues?

16 TRUSTEE WARREN: Mr. Chair?

17 CHAIRMAN MONTGOMERY: Trustee Alston.

18 TRUSTEE WARREN: Trustee Warren.

19 CHAIRMAN MONTGOMERY: Excuse me, I'm sorry.

20 Trustee Warren?

21 TRUSTEE WARREN: I like the recommendation of  
22 Trustee White, and if Trustee White wouldn't mind, I  
23 would like to have him restate it in the form of a  
24 motion.

25 TRUSTEE WHITE: I don't mind at all. Things a

1 little redundant, because it's what should happen  
2 anyways, but I move that the Division of Audit and  
3 Compliance provide to the Board, at its earliest  
4 convenience, completed investigations on all of the  
5 items identified for discussion at this meeting.

6 TRUSTEE WARREN: I second the motion.

7 CHAIRMAN MONTGOMERY: Motion has been made and  
8 properly seconded.

9 Is there any discussion on this matter?

10 TRUSTEE LAWSON: Yes. Yes.

11 CHAIRMAN MONTGOMERY: Trustee Lawson.

12 TRUSTEE LAWSON: Yeah, I don't disagree with  
13 Trustee White's motion; however, we have seen from  
14 earlier this week an attempt to interfere with  
15 Mr. Givens' work. So Trustee White, is it possible  
16 for us to use an outside party to conduct the audit  
17 exactly the way you outlined? Because I think, as  
18 hard as Mr. Givens tried this week, there were road  
19 blocks he had to hurdle, which given his position at  
20 the University can make it difficult for him, and our  
21 goal is to clearly not to put anyone in a difficult  
22 situation.

23 I realize his role and that truly is his role;  
24 however, I would feel personally more comfortable if  
25 we were to give these issues -- some of which are

1 really facts that we all should acknowledge -- to an  
2 outside party.

3 CHAIRMAN MONTGOMERY: Is that in the form of a --  
4 hold on. If I believe I heard that in the form of an  
5 amendment or friendly amendment?

6 TRUSTEE LAWSON: Yes. I'm asking the original  
7 author of the motion, Trustee White, to consider  
8 accepting that as a friendly amendment to his motion.

9 CHAIRMAN MONTGOMERY: Trustee White?

10 TRUSTEE WHITE: So I'm not opposed to the  
11 friendly amendment. I would, however, simply suggest  
12 that there are -- there are protocols throughout the  
13 audit procedure in terms of when things should go out  
14 and when they should not. And so, I don't want us  
15 creating more procedures that we don't need to create  
16 that would be inconsistent with what's currently on  
17 the audit charter.

18 CHAIRMAN MONTGOMERY: Let me -- members of the  
19 Board, I feel the need to interject this here. As the  
20 Chairman of the Board, and you know, I became Chair in  
21 April, one of the responsibilities is a direct  
22 reporting function from the Vice-President for Audit  
23 and Compliance, so that person reports to the Chairman  
24 of the Board functionally and administratively to the  
25 President of the institution.

1           Dr. Mangum has refused to sign the Board's audit  
2 charter, and this was to be taken up at our next audit  
3 and compliance meeting. But it was approved by the  
4 committee, it was approved by the Board, but  
5 Dr. Mangum refuses to sign it because she has problems  
6 with the Board's decision, to my understanding.

7           I directed the VP for Audit and Compliance, in my  
8 supervisory capacity, to notify me immediately if any  
9 one or in any instance there's any interference that  
10 could or would prohibit him from conducting his work  
11 in line with the accepted professional standards of  
12 practices of audit and compliance. Yesterday, I  
13 received such a response and a complaint from the VP  
14 for Audit and Compliance.

15           I appreciate Trustee White's intent to insure  
16 that we allow this to go its normal course with regard  
17 to audit and compliance, but I do believe that it  
18 would better serve the institution if we were to have  
19 an outside, independent voice, to look at this, given  
20 that Audit and Compliance VP has experienced what we  
21 perceived as interference.

22           We can put ourselves in a position where we did  
23 not act accordingly to insure that the audit and  
24 compliance function was being conducted properly. So  
25 I would support having an outside compliance audit

1 function conducted.

2 Also, encouraging the Board to consider and be  
3 mindful of the fact that our internal procedures did  
4 not bring these things to the forefront. There was a  
5 \$398,000 capital outlay improvement plan on a building  
6 and it never -- it was not properly bid, so there was  
7 a violation of the bid process. It was not brought to  
8 the Facilities Committee. It was not brought to the  
9 Board as it should have been.

10 And so, I heard the comment about casting blame,  
11 but this Board has to hold someone accountable because  
12 we're accountable. So wherever the board decides to  
13 hold that accountability function in place, if we did  
14 decide to hire an outside auditor, then that auditor  
15 has no internal agenda, no external agenda; they're  
16 simply being put in place to insure that Florida A&M  
17 is conducting itself along the lines of what are  
18 considered to be the professional standards in the  
19 audit and compliance profession.

20 Trustee White, you said it more specifically in  
21 terms of what's necessary, but I did feel it important  
22 that the Board know that we could potentially be  
23 putting the Vice President for Audit and Compliance in  
24 a very compromising position, and I encourage you as  
25 we proceed with this motion to give that its due

1 consideration.

2 PRESIDENT MANGUM: Excuse me? Mr. Chair, may I  
3 make comments regarding the allegations you just  
4 stated at some point?

5 CHAIRMAN MONTGOMERY: I heard several voices. I  
6 think I heard three, and I also heard Dr. Mangum. So  
7 I heard Trustee Warren. Was there someone else who  
8 wishes to speak to the motion?

9 TRUSTEE WHITE: So this is Trustee White. Since  
10 the friendly amendment has been proposed to me, shall  
11 I respond?

12 CHAIRMAN MONTGOMERY: Trustee Warren, I'm going  
13 to allow Trustee White to respond, please.

14 TRUSTEE WHITE: So I am, for the sake of moving  
15 this process along, I am willing to accept the  
16 friendly amendment. I would simply point out as a  
17 matter of audit protocol, one of the issues is  
18 independence, so I know that we need to deal with  
19 this, but please, I'm happy to accept the amendment so  
20 we can move along.

21 CHAIRMAN MONTGOMERY: The friendly amendment has  
22 been accepted by Trustee White. Could you please  
23 restate the motion?

24 TRUSTEE WHITE: The motion is that we direct the  
25 completion of audit work around the issues raised at



1 the topic of this meeting and that work would be done  
2 by an outside firm.

3 CHAIRMAN MONTGOMERY: Motion has been made and  
4 properly seconded. Motion has been restated. I  
5 believe I heard Trustee Warren.

6 Trustee Warren, you're recognized.

7 TRUSTEE WARREN: Chair, I would like to ask if we  
8 resuppose that the work of this independent auditor  
9 would flow, in our protocol for these kinds of issues,  
10 to flow through the Audit Committee and be brought  
11 back to us in that way, so we could have some  
12 confidence that the items have been fully vetted for  
13 conversation around them before we deal with them  
14 collectively again.

15 One of the things we're suffering today is  
16 actually a lack of confidence and the effort of the  
17 background effort that has been done here. If we  
18 expect that we're going to get that by engaging a  
19 third-party auditor to do that work, then I would like  
20 for us to also insure that it flows through the  
21 labyrinth that we've established and that begins with  
22 it first being reported to the Audit Committee.

23 And that's in effort to confirm that what we do  
24 see, we had ample amount of discussion, it's been  
25 thoroughly reviewed, and when it comes to us as either

1 an issue or non-issue to be dealt with by this Board.

2 TRUSTEE WHITE: That was the intent of my motion.

3 PRESIDENT MANGUM: Mr. Chair, when the Trustees  
4 are finished, may I make a comment?

5 CHAIRMAN MONTGOMERY: Yes, we'll allow the  
6 presentation of the comment.

7 Okay, so Trustee Warren, was that in the form of  
8 an amendment or where are you going with that?

9 TRUSTEE WARREN: No, I think Trustee White just  
10 reiterated that was his intent. As a part of his  
11 motion, I guess implying in it, is that this process  
12 would flow back to us through the Audit Committee.

13 CHAIRMAN MONTGOMERY: The question is to the  
14 author of the friendly amendment and then also to the  
15 author of the main motion: How would the outside  
16 person be selected?

17 TRUSTEE WHITE: So, if I may, as a former chair  
18 of the Audit Committee, there are numerous occasions  
19 on which an outside firm has been selected to do work,  
20 where the question of independence has arisen. So  
21 this is a standard issue in the audit committee, and  
22 so we've done this over and over, you know. And  
23 generally speaking, the staff, audit staff, has, in  
24 fact selected an outside firm to conduct a work.

25 So my point of the motion was that we have

1 mechanisms in place to deal with this, and so we  
2 should use those as established through the audit  
3 committee.

4 CHAIRMAN MONTGOMERY: So for clarity's sake, if  
5 the motion passes, the next step would be for the  
6 audit staff, at the direction of Mr. Givens, to select  
7 an outside firm to look at the issues that have been  
8 presented before the board and then to report back to  
9 the Audit Committee.

10 Trustee White, is that your understanding?

11 TRUSTEE WHITE: Yes.

12 TRUSTEE WASHINGTON: Chair Montgomery, this is  
13 Trustee Washington.

14 CHAIRMAN MONTGOMERY: Trustee Washington, you're  
15 recognized.

16 TRUSTEE WASHINGTON: Thank you, Mr. Chair. I am  
17 in agreement with the motion, and I believe that is it  
18 protocol that if the issue concerns the President,  
19 then it is standard power positive hire an outside  
20 firm to conduct said investigation.

21 CHAIRMAN MONTGOMERY: Thank you Trustee  
22 Washington. I'm going to, by the request of the  
23 President to address, and Dr. Mangum, you are  
24 recognized.

25 PRESIDENT MANGUM: Thank you, sir. With regard

1 to statements, with regard to the audit charter. I  
2 did not agree to sign the audit charter because it  
3 removed the -- it left the President with only  
4 administrative responsibility for the VP for Audit,  
5 and in order to keep the compliance at the University  
6 and the University controls in place, typically a  
7 President of a university is able to ask for  
8 investigation and audits of different operational  
9 activities on the University. I've explained that I  
10 didn't sign the charter to the previous chair of the  
11 Audit Committee last summer, because the operational  
12 and functional responsibility was removed from the  
13 Office of the President.

14 So there was no intent to do anything other than  
15 make sure we had an ability to do on internal  
16 operations, being that that's one of the primary  
17 functions of an internal auditor.

18 With regard to interfering with the  
19 investigation, that is wholly untrue. Yesterday  
20 during a regular -- I have regular meetings with the  
21 Vice-President of the University to talk about what's  
22 happening and their operations. There has never been  
23 any intent to interfere with anything that VP Givens  
24 was doing; in fact, I didn't know what VP Givens was  
25 doing in terms of his audit. The chair of the Audit

1 Committee asked me to find out and engage him in the  
2 conversation just to get a list of the items that were  
3 under discussion.

4 So that is wholly untrue that I tried to  
5 interfere with anything that he's doing with regard to  
6 this particular issue. I learned the details of all  
7 of this yesterday as a result of a conversation with  
8 him and the information that Linda Barge-Miles sent to  
9 the full Board of Trustees at the Chairman's request.

10 CHAIRMAN MONTGOMERY: Thank you, Dr. Mangum. For  
11 clarity's sake, I don't believe there was an  
12 allegation of your direct involvement with regard to  
13 interference with the Vice-President. The information  
14 I shared with the Board was the result of an e-mail  
15 string that I received, and it is duly noted that the  
16 complaint was received in writing from the Vice-  
17 President for Audit and Compliance.

18 So for clarity's sake, I don't believe there was  
19 a direct allegation made towards you to substantiate a  
20 claim of potential interference, from a member of that  
21 leadership team.

22 With that said, is there any other -- Trustee  
23 Alston and any other Trustee that wishes to speak to  
24 the motion, we will recognize at this time.

25 TRUSTEE ALSTON: I would just like to bring this

1 to a close and call the question so we can proceed.

2 CHAIRMAN MONTGOMERY: Is there any other Trustee  
3 that wishes to speak to the motion? Hearing none, the  
4 question has been called.

5 Trustee White, will you restate the motion,  
6 please?

7 TRUSTEE WHITE: So the items identified as the  
8 subject of this emergency board meeting, move that the  
9 division of Audit and Compliance for an external  
10 review and reporting that to the Board of Trustees  
11 through the Division of Audit and Compliance and  
12 through the Audit Committee. I'm sorry.

13 CHAIRMAN MONTGOMERY: Motion has been made and  
14 second. Completed discussion. We'll conduct a  
15 roll-call vote.

16 Attorney Barge-Miles?

17 ATTORNEY BARGE-MILES: Trustee Alston?

18 TRUSTEE ALSTON: Yes.

19 ATTORNEY BARGE-MILES: Trustee Grable?

20 Trustee Grable?

21 TRUSTEE GRABLE: Yes.

22 ATTORNEY BARGE-MILES: Trustee Graham? Trustee  
23 Graham?

24 Trustee Lawson?

25 TRUSTEE LAWSON: Yes.

1 ATTORNEY BARGE-MILES: Trustee McWilliams?

2 Trustee McWilliams?

3 Trustee Montgomery?

4 CHAIRMAN MONTGOMERY: Yes.

5 ATTORNEY BARGE-MILES: Trustee Moore? Trustee

6 Moore?

7 Trustee Shannon?

8 TRUSTEE SHANNON: Yes.

9 ATTORNEY BARGE-MILES: Trustee Warren?

10 TRUSTEE WARREN: Yes.

11 ATTORNEY BARGE-MILES: Trustee Washington?

12 TRUSTEE WASHINGTON: Yes.

13 ATTORNEY BARGE-MILES: Trustee White?

14 TRUSTEE WHITE: Yes.

15 ATTORNEY BARGE-MILES: Trustee Woody?

16 Trustee Woody?

17 Mr. Chair, you have eight yes.

18 TRUSTEE GRAHAM: Attorney Barge-Miles, this is

19 Trustee Graham. I'm sorry, I got disconnected.

20 That's a yes for me.

21 ATTORNEY BARGE-MILES: The vote is now revised to

22 nine yesses.

23 CHAIRMAN MONTGOMERY: Members of the Board, there

24 have been three votes taken today with regard to the

25 initial agenda item for this emergency meeting.

1           Are there any additional questions, comments,  
2           concerns for a motion, potential motions, related to  
3           agenda item?

4           TRUSTEE ALSTON: Move for adjournment.

5           TRUSTEE WHITE: Second.

6           CHAIRMAN MONTGOMERY: Hearing none, there being  
7           no business for the board, this meeting is adjourned.

8           (Meeting concluded at 10:35 a.m.)

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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 1st day of DECEMBER 2015.

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

