FLORIDA A & M UNIVERSITY
BOARD OF TRUSTEES

IN RE: GOVERNANCE COMMITTEE

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COMMITTEE MEMBERS: GARY MCCOY, CHAIR
BELINDA SHANNON
KELVIN LAWSON

DATE: WEDNESDAY FEBRUARY 10, 2016

TIME: COMMENCED AT: 10:00 A.M.
CONCLUDED AT: 10:15 A.M.

LOCATION: PRESIDENT CONFERENCE ROOM
LEE HALL
FAMU CAMPUS
TALLAHASSEE, FLORIDA

REPORTED BY: NANCY S. METZKE, RPR, FPR
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ALSO PRESENT:

Cleve Warren  
Nicole Washington  
Robert Woody  
Matthew Carter
PROCEEDINGS

CHAIRMAN WARREN: The next meeting is the Governance Committee which starts at 10:15. I'm not sure if all of the members are present and on (static) and be left with no choice but to wait until then.

TRUSTEE MCCOY: This is Gary McCoy. I believe we have -- Ms. Royster, do you know if all of our members are online?

Trustee Warren, were you replying to something?

CHAIRMAN WARREN: No, I was --

TRUSTEE SHANNON: That was Trustee McCoy.

CHAIRMAN WARREN: -- what time it was, that's all.

(DISCUSSION OFF THE RECORD).

CHAIRMAN WARREN: If the others would put your phones on mute for a moment. Trustee Lawson, in my absence, will represent the chair in my role on the Governance Committee. We've worked that out. I have to step out for just a minute.

TRUSTEE LAWSON: I'm here. So if we do need to start early, we can. So I'll just wait to hear from Trustee McCoy.
CHAIRMAN WARREN: All right.

TRUSTEE MCCOY: Yeah, this is Trustee McCoy. I'm going to make a quick check to see if we have our members on the line; and if so, we can start early. Give me just a second, please.

Trustee Lawson, this is Trustee McCoy. Can you hear me okay?

TRUSTEE LAWSON: I can.

TRUSTEE MCCOY: Yeah, the guidance was sent out that all of the committees should be ready to go should one finish early, so we'll just go ahead and get started with guidance (sic) and we'll do a roll call and see if all of our members are connected.

So let me start by saying good morning to everyone, and I am Trustee Gary McCoy, newly appointed to this Committee. I had the honor of thanking Chair Warren for this appointment earlier before he -- when we first started this morning. And, again, it's great to be with all of you this morning.

Okay. Ms. Royster, go ahead with the roll call if you can, please.

MS. ROYSTER: Good morning.

Trustee Moore.
(NO RESPONSE).

MS. ROYSTER: Trustee Lawson.

TRUSTEE LAWSON: I'm here.

MS. ROYSTER: Trustee Shannon.

TRUSTEE SHANNON: Here.

MS. ROYSTER: Chair McCoy, you have a quorum.

TRUSTEE MCCOY: Okay. Thank you very much.

We only have one item today, which is approval of the summary minutes from the December 7th, 2015, Committee meeting. And at this time I'd like to call for a motion for approval of these minutes.

TRUSTEE SHANNON: So moved.

TRUSTEE LAWSON: Second.

TRUSTEE MCCOY: Okay. Do we have a second?

TRUSTEE LAWSON: Second.

TRUSTEE MCCOY: All right. We've had it properly motioned and seconded for the approval of the minutes from December 7th. Are there any questions?

(NO RESPONSE).

TRUSTEE MCCOY: Okay. All in favor, aye, please.

(AFFIRMATIVE INDICATIONS).

TRUSTEE MCCOY: Any opposed?

(NO RESPONSE).
TRUSTEE MCCOY: Well, thank you. All of the minutes are officially approved, and I will stop at this moment to see if there are any other discussion items or comments from this Committee.

TRUSTEE LAWSON: Yeah, Trustee McCoy, first of all, welcome to the Board and I look forward to meeting you at our first meeting in March. Just a general question and probably something for us to contemplate going into March, is just the overall, you know, what I call charter of this Committee. In the past it had been a committee of the whole, and we took on a lot of initiatives, so I guess my question for the Committee is: What will be our charter moving forward? Will we be more focused on reviewing our bylaws and procedures, or will we be, you know, somewhat of a catchall committee for any issues that fall outside of any other committee?

TRUSTEE MCCOY: I will take that for action. Again, I don't know what has been in the past, but I know as a general nature I'm not -- I typically don't like to be a catchall for everything that might fall out from another committee.

TRUSTEE LAWSON: Right, right.

TRUSTEE MCCOY: So I think, again, that we
should be a little more specific with that language. And I know I've read some of the details in terms of the responsibilities for this Committee, but I think it's -- in all fairness, I'll take that for action, and we will have clarity of purpose and make sure that our purpose is clear and documented and we will review that at our next meeting.

TRUSTEE LAWSON: Yeah, I think that would be good because, you know, we have had a need to take a look at some of our bylaws as, you know, times have changed, as the requirements of the Board, new members have come and gone. So that also could be potentially a good place to start, just to make sure that our current bylaws and operating procedures are reflective of the current environment.

TRUSTEE MCCOY: That's great. I will take that for action. Thank you so kindly for that point.

Are there any other comments or questions or actions that we can take for review in preparation for our March meeting?

(NO RESPONSE).

TRUSTEE MCCOY: Okay. If there are
no other -- again, silence means that we're finished, so I adjourn this meeting and thank all of you and have a great day.

TRUSTEE SHANNON: Thank you.

(WHEREUPON, THE FOLLOWING PORTION WAS HELD RIGHT BEFORE THE LUNCH HOUR).

ATTORNEY THOMAS: Excuse me, Trustee Warren.

CHAIRMAN WARREN: Yes, I'm sorry.

ATTORNEY THOMAS: Trustee Warren, this is Shira Thomas.

CHAIRMAN WARREN: Yes.

ATTORNEY THOMAS: We need to take a revote on the Governance Committee agenda item because we're not allowed to do proxies via our operating procedures. So if everyone is on the line for Governance, can we go ahead and just take a revote?

CHAIRMAN WARREN: So let me ask a question for clarity. In my absence, is not the vice chair able to --

ATTORNEY THOMAS: To conduct meetings, but he's not able to --

CHAIRMAN WARREN: To vote on committees?

ATTORNEY THOMAS: Yes, not committees.

CHAIRMAN WARREN: Okay, I'm sorry. Well, my apologies then. So can we -- is there an item for
me to vote on?

ATTORNEY THOMAS: Just minutes. That was the only item that was an action item of that committee.

CHAIRMAN WARREN: Well, I don't dare express a nay vote on the minutes, yeah, so I am in favor.

ATTORNEY THOMAS: Thank you.

(WHEREUPON, THE COMMITTEE MEETING WAS ADJOURNED).

* * * * *
CERTIFICATE

STATE OF FLORIDA       )
COUNTY OF LEON        )

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

DATED this 21st day of February, 2015.

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Court Reporter
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