

**FLORIDA A & M UNIVERSITY  
BOARD OF TRUSTEES**

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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  
COURT REPORTER

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**ALSO PRESENT:**

Cleve Warren  
Nicole Washington  
Robert Woody  
Matthew Carter

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## P R O C E E D I N G S

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

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

11 Trustee Warren, were you replying to  
12 something?

13 CHAIRMAN WARREN: No, I was --

14 TRUSTEE SHANNON: That was Trustee McCoy.

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

17 (DISCUSSION OFF THE RECORD).

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

23 TRUSTEE LAWSON: I'm here. So if we do need  
24 to start early, we can. So I'll just wait to hear  
25 from Trustee McCoy.

1           CHAIRMAN WARREN: All right.

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

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

8           TRUSTEE LAWSON: I can.

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

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

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

24           MS. ROYSTER: Good morning.

25           Trustee Moore.

1 (NO RESPONSE) .

2 MS. ROYSTER: Trustee Lawson.

3 TRUSTEE LAWSON: I'm here.

4 MS. ROYSTER: Trustee Shannon.

5 TRUSTEE SHANNON: Here.

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

7 TRUSTEE MCCOY: Okay. Thank you very much.

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

12 TRUSTEE SHANNON: So moved.

13 TRUSTEE LAWSON: Second.

14 TRUSTEE MCCOY: Okay. Do we have a second?

15 TRUSTEE LAWSON: Second.

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

20 (NO RESPONSE) .

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

23 (AFFIRMATIVE INDICATIONS) .

24 TRUSTEE MCCOY: Any opposed?

25 (NO RESPONSE) .

1 TRUSTEE MCCOY: Well, thank you. All of the  
2 minutes are officially approved, and I will stop at  
3 this moment to see if there are any other  
4 discussion items or comments from this Committee.

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

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

24 TRUSTEE LAWSON: Right, right.

25 TRUSTEE MCCOY: So I think, again, that we

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

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

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

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

24          (NO RESPONSE).

25          TRUSTEE MCCOY: Okay. If there are

1 no other -- again, silence means that we're  
2 finished, so I adjourn this meeting and thank all  
3 of you and have a great day.

4 TRUSTEE SHANNON: Thank you.

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

7 ATTORNEY THOMAS: Excuse me, Trustee Warren.

8 CHAIRMAN WARREN: Yes, I'm sorry.

9 ATTORNEY THOMAS: Trustee Warren, this is  
10 Shira Thomas.

11 CHAIRMAN WARREN: Yes.

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

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

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

22 CHAIRMAN WARREN: To vote on committees?

23 ATTORNEY THOMAS: Yes, not committees.

24 CHAIRMAN WARREN: Okay, I'm sorry. Well, my  
25 apologies then. So can we -- is there an item for



1 me to vote on?

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

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

7 ATTORNEY THOMAS: Thank you.

8 (WHEREUPON, THE COMMITTEE MEETING WAS  
9 ADJOURNED) .

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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.

\_\_\_\_\_  
NANCY S. METZKE, RPR, FPR  
Court Reporter

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