

**Florida Agricultural and Mechanical University
Board of Trustees**



Revised

**Governance Committee Meeting
Wednesday, September 14, 2016
Time: 1:00 p.m.
Grand Ball Room**

Committee Members: Gary McCoy, Chair
Trustee Perry, Trustee Mills, Trustee Reed

AGENDA

- | | | |
|-----|---------------|-------------------|
| I. | Call to Order | Chair McCoy |
| II. | Roll Call | Linda Barge-Miles |

ACTION ITEM

- | | | |
|------|--|-------------|
| III. | Approval of Minutes – May 11, 2016 Meeting | Chair McCoy |
| IV. | Approval of Amendment to Section 7.1 of the BOT Operating Procedures Regarding Annual Review of Operating Procedures | Chair McCoy |

DISCUSSION AND INFORMATION ITEMS

- | | | |
|-------|---|---------------|
| V. | Restructuring of BOT Committees | Chair McCoy |
| VI. | BOT Meeting Preparation – Time Standards | Trustee Moore |
| VII. | Update on Governance Committee’s Action Plan Matrix | Chair McCoy |
| VIII. | Adjournment | Chair McCoy |



**Florida Agricultural and Mechanical University
Board of Trustees
Action Item**

**Governance Committee
Date: September 14, 2016
Agenda Item: III**

Item Origination and Authorization			
Change Order___	Policy ___	Award of Bid___	Budget Amendment___
	Resolution___	Contract___	Grant___
Other___			

Action of Board				
Approved___	Approved w/ Conditions ___	Disapproved ___	Continued___	Withdrawn ___

Subject: Governance Committee Minutes for May 11, 2016

Rationale: In accordance with the Florida Statutes, a governmental body shall prepare and keep minutes or make a tape recording of each open meeting of the body.

Recommendation: Approve the minutes of May 11, 2016 committee meeting.

Attachments: Minutes of May 11, 2016

**Florida Agricultural and Mechanical University
Board of Trustees**



**Governance Committee
Gary McCoy, Chair
Wednesday, May 11, 2016, Telephone
Conference Call**

Summary Minutes

Trustee Gary McCoy convened the Board of Trustees Governance Committee meeting on May 11, 2016. Linda Barge-Miles called the roll and a quorum was present.

Three action items were on the agenda: approval of the minutes of the February 10, 2016 committee meeting, approval of a charter for Governance Committee, and approval of amendments to BOT Operating Procedures.

A. Action Items

1. Approval of Minutes- February 10, 2016

The first action item was the approval of the minutes of the February 10, 2016 committee meeting. Trustee Perry moved approval of the minutes. It was seconded by Trustee Reed and the motion carried unanimously.

2. Approval of Charter for Governance

The second action item was the approval of a charter of the Governance Committee.

Chair McCoy informed the committee that Chief of Staff Jim Miller had been asked to do research about other schools regarding a charter for the committee. At this time, FAMU only had one full charter – the Audit Committee charter. Chief of Staff Miller informed the committee that he used information from several different universities and the Association of Governing Boards (AGB) to develop the charter. The primary information for the proposed charter emanated from the University of Central Florida and the AGB. Trustee Reed raised a question as to whether or not this was the first charter for the Governance Committee? Mr. Miller replied, yes. Trustee Reed raised a question concerning whether or not the scope of the Governance Committee was outlined in Article 4.2.7. Mr. Miller replied that the seven guiding principles of the committee were outlined in Article 4.2.7, of BOT Operating Procedures, but that the proposed charter provided

more details about the roles and responsibilities of the committee. Trustee McCoy stated that the document could be edited or amended it at any time. The question was given by Trustee McCoy for approval of a motion to adopt the charter.

Trustee Perry motion for approval of charter and Trustee Reed seconded it. The motion carried unanimously.

3. Approval of Amendments to BOT Operating Procedures

The next action item was the approval of revisions to the Operating Procedures required by the Governor Rick Scott's signing of Florida House Bill HB 7029. Trustee McCoy called on Acting General Counsel Shira Thomas to provide an overview of the changes. Attorney Thomas explained that Florida House Bill 7029 became law this year. The bill amended Section 1001.71 of the Florida Statutes that deals with the State University System boards of trustees. The bills added subsections 4 and 5 to that section of the statute. Subsection 4 allow the chair to serve a two-year term with one consecutive term, after which the chair may be selected for any subsequent two-year term by an affirmative vote of no less than 2/3 vote of the members. Subsection 5 requires that the chair must provide written notice to the Board of Governors when a trustee has three (3) consecutive unexcused absences from regular meetings in a fiscal year. Three consecutive unexcused absences may be grounds for dismissal from the Board. Subsection 5 requires that BOT meeting minutes must be posted to the University's website two (2) weeks after the Board meeting. The minutes must give the attendance and the vote history of each trustee. Trustee Reed asks if the bill provided a definition of "unexcused absence"? Attorney a Thomas said no. Trustee Perry said when a definition of a word is not given by statute that the word takes on its common meaning, and that is what should guide the Board.

Trustee McCoy asked if there were any additional questions. There being no further questions, Trustee McCoy called for a motion.

The motion was moved by Trustee Reed and seconded by Trustee Perry. The motion carried unanimously.

B. Information Item

Review of the Governance Committee Action Plan Matrix

Chair McCoy provided an overview of the committee's action plan matrix. He explained that he wanted a document that responded to questions raised by members of the Board regarding the activities of the committee. The matrix covers activities of the committee from April 2016 to June 2017.

With no further business, the meeting adjourned.

Respectfully submitted
Gary McCoy, Committee Chair

Florida Agricultural and Mechanical University
Board of Trustees



Action Item

Governance Committee

Date: September 14, 2016

Agenda Item: IV

Item Origination and Authorization				
Policy _____	Award of Bid _____	Budget Amendment _____	Change Order _____	
Resolution _____	Contract _____	Grant _____	Other _____	

Action of Board				
Approved _____	Approved w/ Conditions _____	Disapproved _____	Continued _____	Withdrawn _____

Subject: Approval of Amendment to Section 7.1 of the BOT Operating Procedures to include a date by which the Board Must Conduct an Annual Review of its Operating Procedures.

Rationale: The Division of Audit and Compliance conducted an operational review of the Board and released Audit Report No. 2016-4 in June 2016. The report concluded that overall the Board is in compliance with the requirements of its Operating Procedures. It recommended that the processes would be improved by requiring the Board to conduct an annual review of the Operating Procedures by a date certain. This would ensure that the review is done at least every 12 months. The proposed action item would amend Section 7.1 of the Operation Procedures to requiring the Board to complete its annual review no later than November 30 of each year.

Attachments: Proposed Amendment to Section 7.1 of the Operating Procedures

Recommendation: Approve the proposed amendment.

**Florida Agricultural and Mechanical University
Board of Trustees**



Action Item

ARTICLE 7: AMENDMENTS TO THE OPERATING PROCEDURES

7.1 VOTING, NOTICE AND FILING REQUIREMENTS.

The Board shall review its Operating Procedures, no later than November 30th of each year. The Board's Operating Procedures may be amended or repealed at any regular meeting of the Board by an affirmative vote of no less than two-thirds (2/3) of the members of the Board, provided that written notice and a copy of any proposed amendment or repeal are filed with the Corporate Secretary of the Board and mailed or emailed to each Trustee at least seven (7) days in advance of the meeting at which the amendment or repeal is to be voted upon



**Florida Agricultural and Mechanical University
Board of Trustees
ACTION ITEM**

**Governance Committee
Date: Wednesday, September 14, 2106
Agenda Item: V**

Item Origination and Authorization				
Policy _____	Award of Bid _____	Budget Amendment _____	Change Order _____	
Resolution _____	Contract _____	Grant _____	Other _____	

Action of Board				
Approved _____	Approved w/ Conditions _____	Disapproved _____	Continued _____	Withdrawn _____

Subject: Restructuring of Board of Trustees Committees

Rationale: Currently the Florida A&M University Board of Trustees has seven standing committees and two special committees. Board members serve on a minimum of three committees. At least two members serve on five committees. Board members have expressed an interest in increasing the efficiency of the Board by updating the committee structure to align with the University's strategic issues and assign committee membership according to the Board members' areas of expertise and interest.

Recommendation: Approve the proposed Board of Trustees committee structure to include the following standing committees:

- Academic and Student Affairs**
- Governance**
- Budget and Facilities**
- Audit**
- Strategic Planning (Performance Measures/Funding)**

Board of Trustees Committee Assignments

Trustees	Standing Committees							Special Committees			
	Student Affairs	Facilities Planning	Budget And Finance	Academic Affairs	Governance	Audit	Presidential Evaluation	Direct Support	Athletics		
Carter	✓			Chair			✓				
Dortch				✓				Chair	✓		
Grable		✓						✓	✓		
Lawrence	✓			✓			✓		✓		
Lawson Chair		✓	Chair					✓	Chair		
McCoy		✓	✓		Chair	✓	✓				
Mills			✓	✓							
Moore		Chair			✓		Chair				
Perry	✓			✓							
Reed			✓		✓	✓		✓			
Smith				✓		✓	✓	✓	✓		
Washington	Chair		✓								
Woody	✓	✓				Chair					

BOT REPS: FAMU NAA – Trustee Woody FAMU Foundation – Trustee Lawrence Rattler Boosters – Trustee Dortch

Proposed Board of Trustees Committee Realignment

Trustees	Standing Committees							Special Committees	
	Student Affairs Academic Affairs	Facilities Planning Budget and Finance	Governance/ Presidential Evaluation	Audit and Compliance	Performance Measures/ Strategic Planning	Direct Support Organizations	Athletics		
Carter	✓		✓						
Dortch	✓						✓		✓
Grable		✓					✓		✓
Lawrence	✓		✓						✓
Lawson Chair		✓					✓		✓
McCoy		✓	✓			✓			
Mills	✓	✓	✓						
Moore		✓	✓						
Perry	✓		✓						
Reed		✓	✓			✓		✓	
Smith	✓		✓			✓		✓	✓
Washington	✓					✓			
Woody	✓	✓				✓			



**Florida Agricultural and Mechanical University
Board of Trustees
INFORMATION ITEM**

Governance Committee

Date: Wednesday, September 14, 2016

Agenda Item: VI

Subject: BOT Meeting Preparation – Time Standards

Summary: The proposed meeting preparation time standard is being presented to the Board for discussion.

Board of Trustee Meeting Preparation – Time Standards

Stakeholder/Task Owner	Activity	Time Standard
Board Chair and University President	Initiate preliminary discussion regarding the full board agenda	5 weeks
Committee Chair and Committee Staff/Liaison	Initiate discussion regarding the agenda	5 weeks
Committee Chair and Committee Staff/Liaison	Finalize committee meeting agenda	4 weeks
Board Chair and University President	Finalize full board agenda	3 weeks
Board Liaison	Post committee agenda and supplemental documents to the University website	3 weeks
President and Committee Staff/Liaison	Conduct committee and board member outreach regarding meeting agenda items	2 weeks
Board Liaison	Communicate agenda and committee material updates	1 week



**Florida Agricultural and Mechanical University
Board of Trustees
INFORMATION ITEM**

**Governance Committee
Date: Wednesday, September 14, 2016
Agenda Item: VI**

Subject: Update on Governance Committee's Action Plan Matrix

Summary: The Governance Committee approved its annual action plan during the June 2016 Board meeting. The matrix is being updated to indicate the status of the events listed in the plan.

GOVERNANCE COMMITTEE ACTION PLAN MATRIX 2016-2017

DUE DATE	EVENT	SPECIFIC TASK	RESPONSIBLE PARTY	STATUS
4/28/16	Draft Governance Committee Charter	Develop a Charter to set forth the duties and responsibilities of the Governance Committee.	Staff Liaison/General Counsel	Completed
5/1/16	Post draft Charter to website and send to Committee members	Circulate draft to obtain input and insight from Governance Committee members.	Staff Liaison	Completed
5/11/16	Governance Committee adopts Committee Charter	Committee reviews charter at May Committee meeting.	Governance Committee	Adopted by Committee on 5/11/16
5/11/16	Discuss the process and timetable for adopting charters for committees	Committee discusses the need for all committees to have charters that contain same basic elements. Section 4.2.7 of the Operating Procedures requires the Committee to approve all charters annually.	Governance Committee	Discussed at the May 11, 2016 Committee meeting
5/19/16	Disseminate templates for charters for each committee's review	To help ensure uniformity of charters, the Governance Committee will provide templates for each committee.	Staff Liaison	On hold pending review of committee structure
5/19/16	Provide information to Board on powers and duties of the Board	To help ensure that members are properly informed about duties and power of the Board, the Office of the Board Liaison will disseminate provisions of State Constitution and BOG regulations setting forth the powers and duties of the Board.	Office of the Liaison to the Board of Trustees	Completed
8/1/16	Each committee, at its discretion, may submit charter to the Governance Committee	Before the August meeting of the Governance Committee, each committee, at its discretion, may submit a draft of its proposed charter to the Governance Committee for approval.	Each BOT Committee	On hold pending review of committee structure
8/16/16	Committee approves charters for committees	Section 4.2.7 of the Operating Procedures requires the Committee to approve all charters annually. Committees have the option of drafting and submitting charters for approval. Committee will make a recommendation to the full Board for approval of any charter that it approves.	Governance Committee	On hold pending review of committee structure
9/14/16	Board approves committee charters	Full Board reviews and adopts charters recommended by the Charter Committee.	Board of Trustees	On hold pending review of committee structure
9/15/16	Begin review of Operating Procedures	Section 4.2.7 requires the Governance Committee to periodically review the BOT Operating Procedures.	Staff Liaison/General Counsel	In process – Staff reviewing procedures and making recommendations

GOVERNANCE COMMITTEE ACTION PLAN MATRIX 2016-2017

DUE DATE	EVENT	SPECIFIC TASK	RESPONSIBLE PARTY	STATUS
10/25/16	Discuss any proposed changes to Operating Procedures	Committee reviews staff report on modifications, if any, needed to Operating Procedures.	Governance Committee	Initial changes being recommended for the Sept. 2016 meeting
11/30/16	Modify BOT Operating Procedures	Board adopts Committee's recommendations, if any, to modify Operating Procedures.	Board of Trustees	In process – Pending review of committee structure staff will draft appropriate language.
5/9/17	Evaluate Board's Performance	Pursuant to Section 4.2.7 of BOT Operating Procedures, the Governance Committee must evaluate the Board's performance.	Governance Committee	Staff is researching and drafting recommended procedures
6/7/17	Report on Board's Performance	Chair of Governance Committee makes a report to the full Board on Board's performance for the current year.	Governance Committee Chair	Pending Completion of BOT self-evaluation.
On-going	Overview collective bargaining process	Pursuant to Section 4.2.7 of BOT Operating Procedures, the Governance Committee has oversight over collective bargaining.	Governance Committee Chair	Staff provides updates to Board during closed sessions for collective bargaining