Governance Committee Meeting
Thursday, October 12, 2023
9:00 a.m.
Grand Ballroom

Committee Members: Kenny Stone, Chair
John Crossman, Deveron Gibbons, Belvin Perry, and Nicole Washington

AGENDA

I. Call to Order

II. Roll Call

ACTION ITEMS

III. Minutes

IV. Board’s Evaluation of President Robinson

V. President’s Contract Extension

VI. President’s Bonus

VII. Statutorily Mandated Office of Public Policy Engagement

INFORMATION ITEMS

VIII. Government Relations Update

IX. President Robinson’s 2023/2024 Goals

X. Candidates for Office
   A. Chair – Trustee Kristin Harper
   B. Vice Chair – Trustee Deveron Gibbons

XI. Governance Committee Action Plan

XII. Adjournment
Trustee Stone called the Governance Committee to order, and the following committee members were in attendance: Trustees Michael Dubose, Deveron Gibbons, Belvin Perry, Kenny Stone, and Nicole Washington.

Trustee Washington moved approval of the minutes. Trustee Perry seconded the motion, and it passed unanimously. Next, the Committee heard an update from Attorney Shira Thomas regarding proposed revisions to BOT Regulation 1.017, Succession to Administrative Authority, and Responsibility of the President. The revision added the chief operating officer to the line of succession due to the absence or disability of the president. The regulation was recommended for approval by the Committee.

Mrs. Danielle McBeth provided an update on Government Relations. She reviewed the Florida Legislative budget allocations the University is slated to review for the 2023-2024 fiscal year.

- $10M recurring - Elevating and Sustaining Student Success
- $9.2M – Chemical and Biological Research Laboratory Center
- $1.5M recurring – Peaden Education Center
- $13.5M – Howard Hall Renovation

She shared that the Board should receive the proposed Legislative Budget Request (LBR) in mid-July and that FAMU Day at the Capitol is scheduled for February 21, 2024.

Trustee Stone reminded the Committee that Article 3, Section 3.2 of the Board of Trustees Operating Procedures requires the Board to select its chair and vice chair during the first regular meeting after July in odd-numbered years. Additionally, a trustee must declare his/her candidacy for chair or vice chair during the June Board meeting in an election year. Trustee Stone accepted nominations for chair and vice chair of the board:

- Candidates for Chair: Trustee Kristin Harper
- Candidates for Vice Chair: Trustee Michael Dubose and Trustee Deveron Gibbons

Trustee Stone said that staff would send reminders to the Board regarding the President’s goals and evaluation and the Board’s self-evaluation.

The meeting adjourned.
Trustee Stone called the Governance Committee to order, and the following committee members were in attendance: Trustees John Crossman, Deveron Gibbons, Kenny Stone, Nicole Washington, and Michael White. Trustee Perry was absent due to a scheduling conflict.

Trustee Stone opened the meeting stating that the purpose of the meeting was to consider President Robinson's 2023-2024 annual goals. He recognized Chair Lawson to provide an update.

- **Goal 1: Four-year Graduation Rate/Student Retention**
  Increase the University's four-year graduation rate (PBF metric) to 43%; Increase second-year retention rate to 90.0%.

- **Goal 2: Licensure Pass Rate**
  Execute action plans that deliver first-time licensure pass rates of: Nursing to 85%; Law to 80%; Pharmacy to 90%; Physical Therapy to 88%.

- **Goal 3: Annual Giving**
  Increase annual giving to $20M.

- **Goal 4: R&D Expenditures**
  Increase total R&D expenditures to $57M.

- **Goal 5: Organizational Leadership**
  Strategy – Effectively implement the Year-Two goals, and priorities outlined in the new Strategic Plan. Ongoing improvement in the attainment of Top 100; Talent Acquisition (employs highly qualified academic and administrative officers), Development (Completes 100% of written performance reviews for SLT), Retention, Succession, and Organizational Effectiveness; Create a Culture of Accountability (performance matters)/Continue implementation of the Customer Service Improvement Initiative (Hosts five customer service training sessions for faculty, staff, and administrators).

- **Goal 6: University Budget/Fiscal Management**
  Financial Health - Strengthen the University’s financial health by achieving or exceeding a minimum debt coverage ratio greater than or equal to 1.0; Strategic Resource Allocations – Continue to align resource allocations to adequately support the University's annual strategic priorities in all areas including athletics.

- **Goal 7: Internal/External Relations**
  Continue to expand relationship-building with key stakeholders, including students, faculty, staff, Boards, alumni, elected officials (local, state, national), corporations and the local community.
Trustee Gibbons moved approval of the goals. Trustee White seconded the motion and it passed unanimously.

With there being no further business, the meeting adjourned.
Subject: President’s Evaluation

Rationale: The Board of Trustees evaluates the performance of President Robinson each year. His performance is evaluated against his annual goals. The evaluation was discussed by the Board of Trustees and President Robinson.

Recommendation: Approve the Board’s 2022-2023 annual evaluation of President Robinson.
Subject: Presidential Goals

Rationale: The Board of Trustees sets President Robinson’s annual goals yearly. President Robinson and Chair Lawson discussed the proposed goals. The goals were shared with and discussed by the Board of Trustees at its annual retreat. The proposed goals are aligned with the University’s Strategic Plan and the Board of Governors Performance Funding Metrics.

Recommendation: Approve President Robinson’s 2023-2024 annual goals.
## President’s Proposed 2023/2024 Annual Goals

### Goal 1: Four-year Graduation Rate/Student Retention
Increase the University's four-year graduation rate (PBF metric) to 43%; Increase second-year retention rate to 90.0%.

### Goal 2: Licensure Pass Rate
Execute action plans that deliver first-time licensure pass rates of: Nursing to 85%; Law to 80%; Pharmacy to 90%; Physical Therapy to 88%

### Goal 3: Annual Giving
Increase annual giving to $20M.

### Goal 4: R&D Expenditures
Increase total R&D expenditures to $57M.

### Goal 5: Organizational Leadership
Strategy – Effectively implement the Year-Two goals, and priorities outlined in the new Strategic Plan. Ongoing improvement in the attainment of Top 100; Talent Acquisition (Employs highly qualified academic and administrative officers), Development (Completes 100% of written performance reviews for SLT), Retention, Succession, and Organizational Effectiveness; Create a Culture of Accountability (performance matters)/Continue implementation of the Customer Service Improvement Initiative (Hosts five customer service training sessions for faculty, staff, and administrators).

### Goal 6: University Budget/Fiscal Management
Financial Health - Strengthen the University's financial health by achieving or exceeding a minimum debt coverage ratio greater than or equal to 1.0; Strategic Resource Allocations – Continue to align resource allocations to adequately support the University's annual strategic priorities in all areas including athletics.

### Goal 7: Internal/External Relations
Continue to expand relationship-building with key stakeholders, including students, faculty, staff, Boards, alumni, elected officials (local, state, national), corporations and the local community.
Subject: Extension of Dr. Larry Robinson’s Employment Agreement through and including December 31, 2024.

 Proposed Board Action: The Florida A&M University Board of Trustees and Dr. Larry Robinson agree to extend the employment of Dr. Larry Robinson as President of Florida A&M University through and including December 31, 2024, as set forth on the proposed Extension of Employment Agreement attached hereto.

Attachments: Yes
FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY BOARD OF TRUSTEES

SIXTH AMENDMENT AND EXTENSION OF EMPLOYMENT AGREEMENT FOR DR.

LARRY ROBINSON

01/01/2021 THROUGH 12/31/2024

This Sixth Amendment and Extension of Employment Agreement is made effective December 1, 2021, by and between the Florida Agricultural and Mechanical University Board of Trustees (hereinafter referred to as "Board"), a public body corporate of the State of Florida, Tallahassee, Florida 32307, and Dr. Larry Robinson (hereinafter referred to as "Dr. Robinson").

RE bâtals

WHEREAS, the Parties entered into that certain Employment Agreement dated as of December 31, 2017 pursuant to which the Parties agreed that Dr. Robinson would serve as the President of the University through and including December 31, 2020 (the "Employment Agreement"); and

WHEREAS, the Parties amended the Employment Agreement as of as of January 1, 2019, inter alia, increasing the regular annual compensation to Dr. Robinson by nine percent (9%) from $385,000 to $419,650 (the "First Amendment"); and

WHEREAS, the Parties subsequently amended the Employment Agreement as of April 28, 2020, inter alia, changing the annual evaluation process commencement period June 1 to July 15 (the "Second Amendment"); and

WHEREAS, the Parties subsequently extended the Employment Agreement as of December 1, 2020 extending the employment period for Dr. Robinson as President from December 31, 2020 to December 31, 2021 (the "Third Amendment"); and

WHEREAS, the Parties subsequently extended the Employment Agreement as of December 1, 2021 extending the employment period for Dr. Robinson as President from December 31, 2021 to December 31, 2022 and increasing Dr. Robinson's annual compensation by four percent (4%) - from $419,650 to $436,436 (the "Fourth Amendment"); and

3. WHEREAS, the Parties subsequently extended the Employment Agreement as of December 1, 2022 extending the employment period for Dr. Robinson as President from January 1, 2023, to December 31, 2023 and increasing Dr. Robinson's annual compensation by three and one half percent (3.5%) - from $436,436 to $451,711.26. (the "Fifth Amendment"); and

WHEREAS, the Board and Dr. Robinson mutually desire to extend the employment of Dr. Robinson as President of the University through and including December 31, 2024 as provided in and under the same terms and conditions of the Original Employment Agreement and to increase Dr. Robinson's regular annual compensation by __________ percent (___ %) and Robinson has accepted said extension and increase in compensation.

NOW, THEREFORE, for and in consideration of mutual promises, covenants, and conditions contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Board and Dr. Robinson (hereinafter referred to as "Parties") agree as follows:

[THE REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY]
TERMS

1. The Recitals to this Extension of Employment Agreement are incorporated into and made a part hereof.

2. A true correct copies of the Original Employment Agreement, the First Amendment, The Second Amendment, the Third Amendment, the Fourth Amendment and the Fifth Amendment are attached hereto as Composite Exhibit A and made a part hereof and together hereinafter constitute the "Complete Agreement".

3. The term of the Original Employment Agreement is hereby extended to December 31, 2022 as approved by the Board of Governors of the State University System of Florida.

5. Any and all compensation adjustments, and bonuses granted to Dr. Robinson prior to the date of this Extension of Employment Agreement are hereby reaffirmed and ratified.

6. Paragraph 4.0 of the Original Agreement is amended to increase the regular annual compensation to Dr. Robinson by ______ percent (%) - from $451,711.2 to $543,436.2

7. The terms and conditions of the Original Employment Agreement not in conflict with this Extension of Employment Agreement are restated and incorporated herein.

IN WITNESS WHEREOF, Dr. Larry Robinson and the authorized representative of the FAMU Board of Trustees have executed this Agreement on December __, 2023.

Kelvin Lawson, Chair
Florida A&M University Board of Trustees
December __, 2023

Larry Robinson, President
December __, 2023

Witness:

Print Name: ____________________________
Print Name: ____________________________
Subject: Statutorily Mandated Office of Public Policy Engagement

Rationale: in accordance with Laws of Florida Chapter No. 2023-83 as signed into law by the Governor on May 30, 2023, “each state university within the State University System must have an Office of Public Policy Events and must appoint a Director of Public Policy Events who is responsible for the duties and reporting responsibilities of the office.” Among other provisions, the new law states that “upon approval of the board of trustees of the state university and the Board of Governors, a state university may assign the duties of the office to an existing administrative office within the state university rather than establish a separate office.”

Proposed Board Action: Approve assignment of duties for the Office of Public Policy Events to the Office of Government Relations in accordance with Laws of Florida Chapter No. 2023-83.

Attachments: Yes.
Subject: Board of Trustees Officer Election

Background Information and Summary: The Board of Trustees Operating Procedures provides that:

- The Board shall select its Chair and Vice Chair from the appointed members at its first regular meeting after July in odd-numbered years upon recommendation of the Governance Committee.

- The Chair and Vice Chair shall serve for two (2) years.

- A trustee must declare his/her candidacy for Chair or Vice Chair during the June Board meeting in an election year.

- The Governance Committee shall oversee the officer selection process.

- The Governance Committee Chair shall read the declarations and nominations into the record.

Candidates: The following trustees were nominated for office during the June 2023 Board of Trustees Meeting:

  Chair – Kristin Harper  
  Vice Chair – Deveron Gibbons. (Note: Michael Dubose was nominated for vice chair, but is no longer a member of the Board.)

Recommendation: Approve the candidates for chair and vice chair of the Board of Trustees.
Subject: Governance Committee’s Annual Action Plan

Background Information and Summary: Each Board of Trustees committee will present a plan of action, which identifies subjects that the Board will address throughout the year. The plans will identify the meeting where certain issues will be addressed and dates when items are due to the Board of Governors.
<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Major Discussion Topics</th>
<th>Action Items</th>
<th>Due Date</th>
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<td>September 26-27, 2023</td>
<td>Trustee Education and Training: 15 min.</td>
<td>BOT Officer Elections</td>
<td>September 14, 2023</td>
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<td>University Equity Report</td>
<td>To BOG Sept. 2023</td>
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<td>President's 2023/2024 Goals</td>
<td>Sept. 2023</td>
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<td>President's Contract Extension</td>
<td>To BOG Nov. 2023</td>
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<td>December 6-7, 2023</td>
<td>Government Relations Update Discuss Annual BOT Training Schedule</td>
<td>Proposed Revisions to Board Operating Procedures re: Charters</td>
<td>Annually</td>
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<td>Trustee Education and Training: 15 min.</td>
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<td>March 6-7, 2024</td>
<td>Review Presidential Evaluation Schedule</td>
<td>Bonus for President</td>
<td>First Meeting after Sept. 30th</td>
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<td>Review Board’s Self-Evaluation Schedule</td>
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<td>Trustee Education and Training: 15 min.</td>
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<td>April 17, 2024 (Zoom)</td>
<td>Government Relations Update National Conf. on Trusteeship</td>
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<td>Trustee Education and Training: 15 min.</td>
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<td>May __, 2024</td>
<td>Legislative Workshop re: Strategies and legislative requests for 2025-2026 – 1 day</td>
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<td>Trustee Education and Training: 15 min.</td>
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<td>June 5—6, 2024</td>
<td>Update re: Presidential Evaluation Update re: Presidential Goals Update re: Board’s Self-Evaluation</td>
<td>2025/2026 Legislative Budget Request</td>
<td>To BOG July 2024</td>
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<td>Trustee Education and Training: 15 min.</td>
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<td>August 7-8, 2024 (Retreat)</td>
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<td>President’s Evaluation</td>
<td>Oct. 2024</td>
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<td>President’s Goals</td>
<td>Aug. 2024</td>
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<td>BOT’s Self-Evaluation</td>
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<td>General Responsibilities</td>
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<td>Approve policies and regulations</td>
<td>As needed</td>
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