Governance Committee Meeting  
Wednesday, September 15, 2021  
9:45 a.m.

**Committee Members:**  
Thomas Dortch, Chair  
Michael Dubose, Kimberly Moore, Belvin Perry,  
Kenny Stone, Nicole Washington, Carrington Whigham

**AGENDA**

I. Call to Order  
   Trustee Dortch

II. Roll Call  
   Ms. Linda Barge-Miles, Esq.

**ACTION ITEMS**

III. Minutes: June 2, 2021 and June 24, 2021  
    Trustee Dortch

IV. Actions re: President Larry Robinson  
    A. Annual Goals  
    B. Contract Extension  
    Chair Kelvin Lawson

V. University Equity Report  
   Vice President Denise Wallace

**INFORMATION ITEMS**

VI. Committee Action Plan  
    Trustee Dortch

VII. Adjournment
Subject: Governance Committee Meeting Minutes

Proposed Board Action: Subject: Approval of the Minutes

Rationale: Section 5.10 of the Board of Trustees Operating Procedures provides that detailed minutes should be kept for any Board or Committee meeting. Those minutes should include a record of votes cast and attendance.

Recommendation: Approve the Board of Trustees meeting minutes for June 2, 2021 and June 24, 2021.

Attachments: Yes, copies of the minutes are attached.
The Governance Committee met on Wednesday, June 2, 2021. A quorum was established, with the following committee members in attendance: Michael Dubose, Kimberly Moore, Belvin Perry, Kenny Stone, Nicole Washington, and Carrington Whigham. Trustee Thomas Dortch did not attend the meeting.

Trustee Moore chaired the meeting and shared that the first agenda item was approval of the March 4, 2021 committee meeting minutes. Trustee Perry moved approval of the minutes. The motion was seconded by Trustee Dubose and the motion was approved unanimously.

Next, the Committee heard an update from Mrs. Danielle McBeth, Director of Government Relations. Ms. McBeth shared the final budgetary allocations and policy provisions of interest to the University. She also highlighted federal funding and policy priorities.

Ms. McBeth shared that the Governor approved the budget, which included the following:
- $162,650,514 Education and General allocation
- $14,636,475 allocation for the FAMU-FSU College of Engineering
- $1.6 million for the Brooksville Research Station
- $1.5 million for the Peaden Education Center in Crestview
- 6% holdback was released
- Allocation for deferred maintenance

She then highlighted several bills that affect higher education, including the Foreign Influence bill requires disclosure when pursing contracts with certain countries, mandates prior approval of cultural exchange, requires designation of a research integrity office to review all submitted material listed in a foreign applicant’s application and requires an operational audit.

Ms. McBeth informed the Board that the 2022-2023 Legislative Budget Request is due to the Board of Governors on July 9, 2021. She shared that it can be submitted, pending the approval of the Board of Trustees.

Trustee Dubose inquired about funding for the Black Male College Explorer’s Program. Ms. McBeth stated that it was not funded by the Legislature; however, the University plans to use $198,000 of its General Revenue Funding to support the program.

With there being no further business, the meeting adjourned.
The Governance Committee met on Thursday, March 4, 2021. A quorum was established, with the following Committee members in attendance: Thomas Dortch, Michael Dubose, Kimberly Moore, Belvin Perry, Kenny Stone and Carrington Whigham. Trustee Nicole Washington had a scheduling conflict and did not attend the meeting.

Trustee Dortch shared that during this meeting the committee would recommend a facilitator for the BOT’s retreat in August. He stated that the committee would be joined by Attorney Artis Hampshire-Cowan, the facilitator the BOT used at its last retreat.

Mrs. Hampshire-Cowan addressed the committee and provided information regarding her background. She said that in her role as a consultant, she focuses on governance and effectiveness. She shared that during her 25 years at Howard University, she served as the corporate secretary and senior vice president, as well as the chief operating officer and executive president. In her private practice, she has worked with the Chicago Transit Authority, major airport authorities, the Kellogg Foundation and non-profits. She said that in her work she has seen the full spectrum of corporate governance and that her philosophy is to “do no harm and say what needs to be said.”

Trustee Moore asked what Mrs. Hampshire-Cowan’s thoughts were in response to any changes due to COVID-19. Mrs. Hampshire-Cowan shared that most boards are trying to figure out the way forward, redefining relationships, focusing on the critical partnership between the board and executive leaders, and how you go through a crisis. Organizations should also look at how to prepare for the future, what are best practices and taking advantage of opportunities to make changes now.

Trustees Cliatt suggested the facilitator do the following:
1. have pre-meetings with each member of the BOT so that the expectations are clear
2. remain on track with time and allocation making sure that all agenda topics are covered during the meeting
3. the facilitator should be inclusive and not divisive.

Trustee Harper stated that she participated in the retreat the previous year and Mrs. Hampshire-Cowan stimulated good conversation, asked provocative questions and that she had full faith in her ability and leadership to continue that conversation.

Trustee Cavazos said that based on last year, she found her to be transparent in the way that she addressed issues. She said she is really interested in hearing discussions on post-pandemic
policy. She would also like to hear suggestions regarding the impact on female faculty with respect with their roles and placement in administration.

Trustee Dortch then reminded the Committee that the retreat is probably one of the more critical ones that it will have as leaders and with leadership on campus. He said that the retreat is going to help the BOT focus and give their collective thoughts as the University prepares to open in the fall. He then opened the floor for a motion.

Trustee Dubose moved approval of Mrs. Hampshire-Cowan as the facilitator for the BOT retreat. The motion was seconded by Trustee Perry and the motion carried unanimously.

Trustee Dubose stated that the agenda should include a discussion on the recent Supreme Court ruling regarding student athlete’s likeness and what that means for FAMU. Also, how should the FAMU brand be protected, while supporting the student athletes. Regarding online learning, he indicated he wanted to know the University’s future direction as it brings back its 9000 plus students. Also, what is the strategic direction around online learning - what has been learned and using that as part of the University’s goals.

With there being no further business, the meeting adjourned.
Subject: President Robinson’s 2021/2022 Goals

Background Information and Summary: Pursuant to Section 5.1 of President Robinson’s employment agreement, the Board or a Committee thereof and Dr. Robinson shall agree upon finalized goals and objectives for the succeeding 12 month period. It is recommended that the Board of Trustees approve the mutually agreed upon goals for President Robinson for the 2020/2021 period.

Attachment(s): President Robinson’s proposed goals will be posted prior to the meeting.
DRAFT: President’s Annual Goals for 2021-22

Goal 1: Four-year Graduation Rate/Student Retention: Increase the University’s four-year graduation rate (PBF metric) to 38%.*, increase second year retention rate to 90.0%.

Goal 2: Improve Licensure Pass Rate: Develop and execute action plans that deliver first-time licensure pass rates of:
   4.1 Nursing: to 80%
   4.2 Law: to 80%
   4.3 Pharmacy: to 88%
   4.4 Physical Therapy: to 87%

Goal 4: Annual Giving:
   5.1 Increase annual giving to $10M

Goal 5: R&D Expenditures: Increase total R&D expenditures to $43M

Goal 7: Organizational Leadership:
   7.1 Strategy Development – Develop a comprehensive and forward-looking strategic plan with input from various stakeholders for BOT and BOG consideration.
   7.2 Talent Acquisition, Development, Retention, Succession and Organizational Effectiveness
   7.3 Create Culture of Accountability (performance matters)/Produce Customers Service Improvement Imitative

Goal 8: University Budget/Fiscal Management:
   8.1 Financial Health – Strengthen the University’s financial health by achieving or exceeding a minimum debt coverage ratio ≥ 1.0.
   8.2 Strategic Resource Allocations – Develop and align resource allocations to adequately support the University’s annual strategic priorities in all areas including athletics.

Goal 9: 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, 2021.

Proposed Board Action: The Florida A&M University Board of Trustees and Dr. Larry Robinson entered into an agreement to extend the employment of Dr. Larry Robinson as President of Florida A&M University through and including December 31, 2022, as set forth on the proposed Extension of Employment Agreement attached hereto.

Attachments: Yes
FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY BOARD OF TRUSTEES
EXTENSION OF EMPLOYMENT AGREEMENT FOR DR. LARRY ROBINSON
01/01/2022 THROUGH 12/31/2022

This Extension of Employment Agreement is made effective September 16, 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”).

RECITALS

WHEREAS, the Parties entered into that certain Employment Agreement dated as of December 31, 2017 and amended as of April 28, 2020 and subsequently amended October 31, 2020 pursuant to which the Parties agreed that Dr. Robinson would serve as the President of the University through and including December 31, 2021 (together, the “Original Employment Agreement”); 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, 2022 as provided in and under the same terms and conditions of the Original Employment Agreement.

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:

TERMS

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

2. A true and correct copy of the Original Employment Agreement is attached hereto as Exhibit A and made a part hereof.

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

4. 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.

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

[THE REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY.
SIGNATUE PAGE TO FOLLOW]
IN WITNESS WHEREOF, Dr. Larry Robinson and the authorized representative of the FAMU Board of Trustees have executed this Agreement on September ___, 2021.

Executed By:  
Kelvin Lawson Chair  
FAMU Board of Trustees

Witness:

Appointment Accepted:  
Dr. Larry Robinson  
President

Witness:
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 which will be addressed by the Board throughout the year. The plans will identify the meeting where certain issues will addressed, as well as 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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| September 15-16, 2021 | Government Relations Update  
Discuss Annual BOT Training Schedule | University Equity Report  
President’s 2021/2022 Goals  
President’s Contract Extension | To BOG Sept. 2021  
Sept. 2021  
To BOG Nov. 2021 |
| December 1-2, 2021  | Review Presidential Evaluation Schedule  
Review Board’s Self-Evaluation Schedule | Proposed Revisions to Board Operating Procedures re: Charters | Annually |
| February 16-17, 2022 | Government Relations Update  | Bonus for President | First Meeting after Sept. 30th |
| April 20, 2022 (Zoom) | Government Relations Update  | | |
| May 12, 2022 (Zoom)  | Update re: Presidential Evaluation  
Update re: Presidential Goals  
Update re: Board’s Self-Evaluation | 2022/2023 Legislative Budget Request | To BOG July 2022 |
| June 8—9, 2022      |                                                      | President’s Evaluation  | Oct. 2022   |
| August 3-4, 2022 (Retreat) |                                                      | President’s Goals  | Aug. 2022 |
|                     |                                                      | BOT’s Self-Evaluation  | Aug. 2022 |
| General responsibilities |                                                      | Approve policies and regulations | As needed |