

FLORIDA **A&M** UNIVERSITY  
Board of Trustees

**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     | Chair Kelvin Lawson           |
|      | A. Annual Goals                          |                               |
|      | B. Contract Extension                    |                               |
| V.   | University Equity Report                 | Vice President Denise Wallace |

**INFORMATION ITEMS**

- |      |                       |                |
|------|-----------------------|----------------|
| VI.  | Committee Action Plan | Trustee Dortch |
| VII. | Adjournment           |                |

FLORIDA **A&M** UNIVERSITY  
Board of Trustees  
ACTION ITEM

**Governance Committee Minutes**  
Wednesday, September 15, 2021  
Agenda Item: III

**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.

FLORIDA **A&M** UNIVERSITY  
Board of Trustees

**Governance Committee Minutes**  
**Trustee Thomas Dortch, Chair**  
**June 2, 2021**

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 pursuing 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.

FLORIDA **A&M** UNIVERSITY  
Board of Trustees

**Governance Committee Minutes**  
**Trustee Thomas Dortch, Chair**  
**Thursday, June 24, 2021**

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.

FLORIDA **A&M** UNIVERSITY  
Board of Trustees  
ACTION ITEM

**Governance Committee**  
**Thursday, September 15, 2021**  
**Agenda Item: IV(A)**

**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 Initiative**

**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  $\geq 1.0$** .
- 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.

FLORIDA **A&M** UNIVERSITY  
Board of Trustees  
ACTION ITEM

Wednesday, September 15, 2021  
Agenda Item: IV (C)

**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.  
SIGNATURE 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:

\_\_\_\_\_

**Board of Trustees  
INFORMATION ITEM**

**Governance Committee  
Wednesday, September 15, 2021  
Agenda Item: VI**

**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 be addressed, as well as dates when items are due to the Board of Governors.

# FLORIDA A&M UNIVERSITY

## Governance Committee Action Plan 2021-2022

Meeting Date	Major Discussion Topics	Action Items	Due Date
September 15-16, 2021		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	Government Relations Update Discuss Annual BOT Training Schedule	Proposed Revisions to Board Operating Procedures re: Charters Bonus for President	Annually First Meeting after Sept. 30 <sup>th</sup>
February 16-17, 2022	Review Presidential Evaluation Schedule Review Board's Self-Evaluation Schedule		
April 20, 2022 (Zoom)	Government Relations Update		
May 12, 2022 (Zoom)			
June 8—9, 2022	Update re: Presidential Evaluation Update re: Presidential Goals Update re: Board's Self-Evaluation	2022/2023 Legislative Budget Request	To BOG July 2022
August 3-4, 2022 (Retreat)		President's Evaluation President's Goals BOT's Self-Evaluation	Oct. 2022 Aug. 2022 Aug. 2022
General responsibilities		Approve policies and regulations	As needed