



FLORIDA A&M UNIVERSITY

**FOUNDATION**  
BOARD OF DIRECTORS

## **Virtual Board Meeting Briefing Packet May 10, 2023**

### **Packet Contents:**

**Meeting Agenda (Pg. 2)**

**November 19, 2022, General Board Meeting Minutes (Pgs. 3-14)**

**February 1, 2023, Committee Chairs Meeting Minutes (Pgs. 15-19)**

**Committee Reports Cover Page (Pg. 20)**

**Alexander Haas Committee (Ad Hoc) (Pg. 21)**

**Small Business Engagement Committee (Ad Hoc) (Pg. 22)**

**Investment Committee (Pg. 23)**

**Finance Committee (Pgs. 24-29)**

*FY 2023-2023 Proposed Foundation Operating Budget (Pg. 26)*

*Foundation Spending Policy – 10% Underwater Spending (Pgs. 27-29)*

**Board Governance and Stewardship Committee (Pgs. 30-31)**

**Bylaws Committee (Pgs. 32-37)**

*Comparison Chart of Suggested Changes to the Bylaws (Pgs. 33-37)*

**Development Committee (Pg. 38)**

# VIRTUAL BOARD MEETING

FAMU Foundation Board of Directors

Wednesday, May 10, 2023 | 1pm – 5pm | ZOOM

## AGENDA

1:00 p.m.	<b>Call to Order</b>	Chair Lisa R. LaBoo
1:01 p.m.	<b>Roll Call</b>	Mr. Nick Dulcio
1:05 p.m.	<b>Conflict of Interest Disclosure</b>	Chair LaBoo
1:06 p.m.	<b>Approval of Minutes</b>	Chair LaBoo
	a. November 19, 2022, General Board Meeting	
	b. February 1, 2023, Committee Chairs' Meeting	
	<b>Opening Comments</b>	
1:08 p.m.	a. FAMU Board of Trustees Chair	Trustee Kelvin Lawson
1:15 p.m.	b. FAMU Foundation Board Chair	Chair Lisa R. LaBoo
1:22 p.m.	c. FAMU NAA President	Pres. Curtis E. Johnson, Jr.
1:29 p.m.	d. FAMU University President	Dr. Larry Robinson
1:36 p.m.	<b>AGB Foundation Leadership Forum Update</b>	Chair LaBoo
	<b>Committee Chairs' Meeting Update</b>	
	<b>Committee Reports</b>	
1:46 p.m.	a. Alexander Haas Committee (Ad-Hoc)	Dir. Lenetra S. King
1:56 p.m.	b. Small Business Engagement Committee (Ad-Hoc)	Dir. Kenneth M. Neighbors
2:06 p.m.	c. Investment Committee	Dir. Marcella Freeman
2:16 p.m.	d. Finance Committee	Dir. Twuanna Munroe Ward
2:26 p.m.	e. Board Governance and Stewardship Committee	Dir. Larry Robinson
2:36 p.m.	f. Bylaws Committee	Dir. Monica Williams Harris
2:46 p.m.	g. Development Committee	Dir. John M. Crossman
2:56 p.m.	<b>Update on Search for VP, University Advancement</b>	Atty. Linda Barge Miles, Chair, VP Search Cmte.
3:06 p.m.	<b>Advancement/Campaign Readiness Assessment Update</b>	Jane DiFolco Parker Alexander Haas
3:50 p.m.	<b>Board Continuing Education Presentation</b>	
4:20 p.m.	<b>Executive Director's Report</b>	Dr. Shawnta Friday-Stroud
4:30 p.m.	<b>Spring 2023 Foundation Board Meeting</b>	Chair LaBoo
	Thursday, June 1 – Saturday, June 3   Schaumburg, IL	
	FAMU NAA Convention, June 1-4   Schaumburg, IL	
4:35 p.m.	<b>Board Member Comments</b>	Chair LaBoo
5:00 p.m.	<b>Adjournment</b>	Chair LaBoo

## General Board Meeting Minutes

Fall 2022 FAMU Foundation Board Meeting | November 16-19, 2022  
Saturday, November 19, 2022 | 8:30 a.m. – 10:45 a.m. EDT  
Hyatt Regency Grand Cypress Resort | Magnolia Room | Orlando, FL

### **Board Members Present**

Dir. Jemal Gibson, *Chair*  
Dir. Erica Hill  
Dir. Curtis E. Johnson, Jr.  
Dir. Chan Bryant Abney  
Dir. Hosetta Coleman  
Dir. Marcelia Freeman  
Dir. Monica Williams Harris  
Dir. Kenneth Neighbors  
Dir. T.J. Rose  
Dir. Tirrell D. Whittley

Dir. Lisa LaBoo, *Vice Chair*  
Dir. Belvin Perry, Jr.  
Dir. Carmen Cummings Martin  
Dir. Angela Adderley  
Dir. Lorin Crenshaw  
Dir. Clifton Goins, IV  
Dir. Laurence Humphries  
Dir. Akunna Olumba  
Dir. G. Scott Uzzell

Dir. Gloria J. Walker  
Dir. Larry Robinson  
Dir. Machia J. Sanders  
Dir. Elaine Armster  
Dir. John Crossman  
Dir. John L. Green  
Dir. Lenetra King  
Dir. Freddie Raines  
Dir. Twuanna Munroe Ward

### **Board Members Not Present**

Dir. Muhammad Haseeb

### **Guests Present**

Mr. Glenn Beil, *University Photographer*  
Dr. Maurice Edington, *Exec. VP/COO*  
Mr. Thomas Jones, Jr., *Emeritus Brd. Mem.*  
Mr. Keith Miles, *ED, Ofc. Of Communications*  
Mr. Michael Smith, *Interim VP/AD*  
Dr. Allyson Watson, *Interim Provost/VP, Acad. Affairs*  
Mr. Jeff Walker, *Video/Technical Asst.*  
Dr. Pia Woodley

Trustee Otis Cliatt  
Atty. J. Michael Haygood, *Found. Gen. Counsel*  
Trustee Kelvin Lawson  
Mr. Andrew Skerritt, *Ofc. Of Communications*  
Mr. Ronald Thompkins, *BCA Watson Rice*  
Mr. Michael Walker, *Video/Technical Asst.*

### **Advancement Team Members Present**

Mrs. Latosha Adams-Francis  
Mr. Nick Dulcio  
Ms. Kim Hankerson  
Mrs. Audrey Simmons Smith  
Mrs. Brandi Tatum-Fedrick

Mrs. Quiana Cunningham-Lowe  
Dr. Shawnta Friday-Stroud  
Mrs. Gena Palmberg  
Dr. Eric Swanigan

### **Call to Order & Roll Call**

The meeting was called to order at 8:33 a.m. by Chair Jemal Gibson. Mr. Nick Dulcio offered the roll call and determined a quorum was present.

### **Conflict of Interest Disclosure**

Chair Gibson requested that members disclose any conflict of interest with items on the agenda; none were disclosed.

### **Approval of Minutes**

#### **October 5, 2022, General Board Meeting**

#### **October 25, 2022, General Board Meeting**

Dir. Erica Hill made a motion to approve both sets of minutes. Dir. Machia J. Sanders seconded the motion. Both sets of minutes were approved, unanimously.

### **Opening Comments**

#### ***FAMU Foundation Board Chair – Jemal O. Gibson***

Chair Gibson expressed his appreciation to the University and the Foundation Board for their service and dedication to this Board. Chair Gibson stated that this was his final board of directors meeting serving as Chair and it has been a distinct honor and privilege to serve these past four (4) years.

Dir. Cummings Martin presented a video tribute from the University Leadership to Chair Gibson, honoring his time of service as Chair of the Foundation Board.

Next, Chair Gibson made a change to the meeting agenda and moved right into the Board Members' Honors and Recognitions portion of the agenda. Special presentation awards were given to the Foundation Board Members, Foundation Staff Members, the Brodes Hartley, Jr. Award (Dir. Hosetta Coleman) and Alfred Blackshear Award (Dir. Marcelia Freeman). Special award plaques were also presented to Dr. Shawnta Friday-Stroud and President Larry Robinson for their outstanding leadership.

Finally, Dr. Friday-Stroud presented special awards to Chair Gibson and Vice Chair LaBoo for their four (4) years of service to the Foundation Board.

#### ***FAMU National Alumni Association President – Mr. Curtis E. Johnson, Jr.***

FAMU NAA President, Mr. Curtis Johnson, Jr. provided a brief update to the Board from the NAA. President Johnson stressed that the NAA was pursuing the ambitious goal of attaining 10,000 members and that the 2023 FAMU NAA Convention will be held in Schaumburg, IL. – May 31<sup>st</sup> thru June 4<sup>th</sup>, 2023.

On behalf of the FAMU Foundation Board, Chair Gibson thanked President Johnson for his leadership.

#### ***Interim Provost and VP for Academic Affairs – Allyson Watson, Ph.D.***

Dr. Watson offered greetings to the Board on behalf of Academic Affairs. She provided a brief overview of the division's current STRIKE Forward Plan, **S**trategic Priorities, **T**rust, **I**nnovation, **K**nowledge, and **E**ngagement. She stated that this plan will undergird the Florida SUS performance-based funding metrics while supporting the University's strategic plan "Boldly Striking."

#### ***FAMU Board of Trustees (BOT) Chair – Trustee Kelvin Lawson***

Trustee Lawson acknowledged the great work of President Robinson, his leadership team and University staff. Trustee Lawson offered special acknowledgement to Chair Gibson for his dedicated work as Chair of the Foundation Board.

Chair Lawson acknowledged that a major role of his is to push the University for higher levels of performance, continue to push hard and create momentum and positive movement that is tied to metrics, and to provide the FAMU Foundation Board with something to sell, push, and be proud of.

Chair Gibson thanked Chair Lawson for being a trusted partner of the FAMU Foundation Board and is appreciative of the collaboration amongst the DSOs to support President Robinson. He also thanked Trustee/FAMU Foundation Director Belvin Perry, Jr. for his support as well as the liaison on behalf of the FAMU BOT.

***FAMU University President – Dr. Larry Robinson***

In follow up to the comments from Chairs Lawson and Gibson, President Robinson advised that he loves his job, the goals that have been set, and the young men and women who are coming to FAMU to get educated. He provided a few data points, revealing that the future looks bright for FAMU.

- The increase in applicants for FAMU
- The average GPA for students who have been admitted has increased.
- The number of transfer students is up.
- Record fundraising for the past two fiscal years.
- President Robinson commended the Foundation Board on their decision to hire Disciplina as the new Chief Investment Officer this past Spring. Hailing the decision as a strategic partnership that supports the Foundation's mission of working with minority-owned vendors.

Chair Gibson commended President Robinson for the legacy that he is building that will continue to take the University onward and upward. He thanked him for his leadership.

After Dr. Robinson's opening comments. Chair Gibson requested a motion to allocate \$500K in contingency funds from the FY 2022-2023 Foundation Operating Budget to support three (3) initiatives:

1. Summer Football Scholarship Funding
2. Marching "100" Traveling Expenses
3. General/Unrestricted Support for the Incoming VP/AD for "Start-Up" Funding

**Motion: To amend the FY 2022-2023 Foundation Operating Budget to allocate \$500K in funding support for the specially identified initiatives: 1.) \$350K for summer football scholarships, 2.) \$100K for Marching 100 travel expenses, 3.) \$50K for incoming VP/AD Discretionary Support.**

**Moved By:** Dir. Twuanna Munroe Ward

**Seconded By:** Dir. Monica Williams Harris

*The motion passed, unanimously.*

After discussion, the following amendment to the motion was proposed:

**Motion Amendment: To amend the FY 2022-2023 Foundation Operating Budget to allocate \$500K in funding support for the specially identified initiatives: 1.) \$350K for**

**summer athletics scholarships, 2.) \$100K for Marching 100 travel expenses, 3.) \$50K for incoming VP/AD Discretionary Support.**

**Amendment Accepted By:** Dir. Twuanna Munroe Ward

**Amendment Seconded By:** Dir. Monica Williams Harris

*The amendment passed, unanimously.*

The Board discussed this motion, seeking clarification on how much contingency funding was available to be used and where the funds are allotted within the Foundation's operating budget. Dr. Friday-Stroud responded that there was approximately \$650K-\$700K available in contingency funding and that the funds were allotted under revenues within the budget which account for operating funds that were not spent.

Trustee Cliatt offered remarks in support of the motion and emphasized the importance of getting ahead of funding concerns before they become a problem. He also communicated to the Board that the incoming VP/AD will need to have some funding support to begin to make critical decisions regarding the department and that this funding will provide a secure revenue source for her usage.

After discussion, the following second amendment to the motion was proposed:

**Motion Amendment: To amend the FY 2022-2023 Foundation Operating Budget to allocate \$550K in funding support for the specially identified initiatives: 1.) \$350K for summer athletics scholarships, 2.) \$100K for Marching 100 travel expenses, 3.) \$100K for incoming VP/AD Discretionary Support.**

**Amendment Accepted By:** Dir. Twuanna Munroe Ward

**Amendment Seconded By:** Dir. Monica Williams Harris

*The amendment passed, unanimously.*

### **Committee Reports**

#### ***Audit Committee – Dir. John L. Green, Chair***

##### Presentation by BCA Watson Rice - Review and Approval of Form 990

Mr. Ronald Thompkins and Mrs. Carshena Allison of BCA Watson Rice presented the Foundation Form 990 (IRS Tax Return for Non-Profit Agencies) to the committee.

Mr. Thompkins highlighted several key components of the Form 990, citing the importance of the Foundation having a conflict-of-interest policy, detailing the key employees who are compensated by the Foundation and ensuring that the 990 is made available to review by the public.

**Motion: To approve the 2021 FAMU Foundation Form 990.**

**Moved By:** Dir. Larry Robinson

**Seconded By:** Dir. Lenetra King

*The motion passed, unanimously.*

##### Presentation by Clifton Larson Allen (CLA) - Review of Operational Audit

Ms. Kadian Douglas of Clifton Larson Allen presented the Operational Audit recommendations to the Committee. Per the Foundation Bylaws, we are required to complete an operational audit every three (3) years.

Ms. Douglas provided an overview of the key themes associated with the operational audit, which are: Mission and Structure, Financial Process and Controls, Opportunities for Efficiencies, and Information Technology. Finally, Ms. Douglas provided some detailed recommendations regarding the cybersecurity infrastructure. Chair Green requested that Dr. Friday-Stroud make discussion of their recommendations an action item for the next audit committee meeting.

### ***Development Committee – Dir. Lisa R. LaBoo, Chair***

#### Chair's Opening Comments

Thanked the Committee members for their give, gets, time, and all that has been accomplished.

#### Capital Campaign Readiness Assessment

Ms. Jane Parker from Alexander Haas presented the phases in the Advancement Readiness Assessment, which will include suggestions for implementing a Capital Campaign.

- 1) Review the University Advancement's operations, staffing, systems, resources, and needed resource investments
- 2) Develop a case for support, why the resources are needed based on information gathered from key donors and stakeholders
- 3) Form a 3–6-person campaign study committee and a separate campaign strategy committee that will work with University Leadership to develop potential list of interviewees to ask for their participation in the process.
- 4) Analyze our donor database against information gather in DonorSearch
- 5) Conduct a stakeholder survey and analyze information to help shape the overall campaign.
- 6) Draft report will be sent to President and finalize with input from the President and the President's designee
- 7) Final report will be sent to the Campaign Strategy Committee, then presented to the Board of Trustees. After the Trustees review the report, it will be sent to the FAMU Foundation Board of Directors.
- 8) Alexander Haas will work closely with the University Advancement team during the process to request reports and gather necessary information.
- 9) Timeline of the Campaign Strategy Study – It will take six months; starting in January and concluding in June.
- 10) Alexander Haas will prepare a summary of Thursday's overview to share with the Development Committee.

#### Action Items Follow-Up

- The Board is at 94% of this year's \$735K Goal
- 9 Board members have not made their gifts.
- Each member will receive a Scorecard during the General Board Meeting.

#### Fundraising

- Foundation's goal for 2022-2023 is \$775K, which represents a 5% increase from this year's \$735K Goal

- Dr. Robinson's 2022-2023 goal is \$15M.

#### University Advancement Update

- 2021-2022 Amount raised: \$24,685,415 – most ever in University's history
- University Advancement's 2021-2022 Goal: \$15M (165% of Goal)
- President's 2021-2022 Goal: \$12.2M (202% of Goal)
  
- 2021-2022 New Cash Goal - \$8.25M
  - Current (\$21,791,670.40 (245%) New Cash Goal)
- 2021-2022 Planned Gifts Goal \$1.950M
  - Current \$585,000
- 2021-2022 Pledges Goals \$4.8M
  - Current \$2,308,745
- 2021-2022 Pledge Collection – Current \$922,549
  
- 2022-2023 Amount raised to date
  - \$10,131,071.20
    - 75% of University Advancement's 2022-2023 goal of \$18M
    - 68% of President's 2022-2023 goal of \$15M
  
- Comparison of Homecoming Donation
  - 2019 – \$1,146,904
  - 2021 – \$3,020,306
  - 2022 – \$3,046,904

**Motion:** To approve the FAMU Foundation Board Fundraising Goal of \$775,000 for the fiscal year 2022-2023.

**Moved By:** Dir. Clifton Goins, IV

**Seconded By:** Dir. Kenneth Neighbors

*The motion passed, unanimously.*

#### ***Investment Committee – Dir. Clifton Goins, IV, Chair***

##### Disciplina Presentation

Disciplina provided a Transition update, a Market Summary, a Review of the Investment Portfolio Performance as of September 30, 2022 and made recommendations for Investment Policy and Asset Allocations.

During the transition update, Disciplina provided the new managers added across the portfolio.

Disciplina discussed the market summary and provided annual asset class performance. For 2022, Commodities were the only class with a positive performance. They stated that the market volatility has been due to the Federal Reserve Bank raising interest rates 300 basis points in just over 6 months.



Disciplina reviewed the Portfolio Performance as of September 30, 2022, and highlighted the below details:

- For Q2, the portfolio returned -5.5% consistent with the policy benchmark of -5.5%.
- Private Markets returned -0.1% for Q2 and is up 4.4% year-to-date versus the benchmark of -4.9%.
- Fixed Income -5.2% outperformed the benchmark by 2.0%.
- Marketable equity -8.5% underperformed the benchmark by 1.7%.
- Hedge funds Q2 returned -0.2%, and -1.9% year-to-date versus the benchmark of -5.9%.
- For the year, the portfolio returned -16.5%, outperforming the policy benchmark by 1.8%. For October, the return was 3%, therefore bringing the year-to-date -13.5%.

Disciplina brought forth some recommended changes to the Investment Policy and Asset Allocations including establishing specific asset allocation targets versus ranges, defining diversity, stating, and smoothing, caps and floors in the spending formula, liquidity limitations, establishing specific liquidity measurements versus percent, and establishing risk target/range for overall portfolio.

***Finance Committee – Dir. Twuanna Munroe Ward, Chair***

Unaudited Financial Statements as of September 30, 2022

Dr. Friday-Stroud provided an overview of the Unaudited Financial Statement as of September 30, 2022, to the Committee. She stated that the increase in current assets was primarily due to increase in cash giving and the revenue decrease is primarily due to decreased market performance.

The Committee was provided the below financial reports.

- Statement of Net Position for the years ended September 30, 2022, and June 30, 2022.
- Statement of Revenues, Expenses and Change in Net Position for the years ended September 30, 2022 and September 30, 2021.
- Statement of Functional Expenses for the years ended September 30, 2022, and September 30, 2021.

Budgetary Comparison as of September 30, 2022

Dr. Friday-Stroud provided an overview of the Budget Comparison as of September 30, 2022, to the Committee. She stated that inflation may impact the budget and we will need to bring the budget back to the Committee with adjustments.

There was a brief discussion around the license tag and rent revenue, as well as the salary line item.

Other Items

Dr. Friday-Stroud stated that the Disciplina, the Foundation's Investment Advisor, will be recommending a change in the spend rate calculation to the Investment Committee, and that the Investment Committee and Finance Committee will need to meet to discuss matter.

Chair Gibson stated that Chair Lawson would be recognized by the Foundation Board for his leadership at the next Board of Trustees meeting in December.

Chair Gibson recognized former Chair and Emeritus Director Thomas Jones, Jr. to offer brief remarks to the Board. Emeritus Dir. Jones stated that several years ago he and his wife had earlier made a pledge to establish an endowed scholarship fund for students from Houston, TX and Daytona Beach, FL (his hometown). He informed the Board that he recently sold stock in the firm Simmons Financial Corporation (Simmons Bank) which would formally fulfill the pledge for the Thomas and K'Nethia Jones Endowed Scholarship Fund.

Chair Gibson thanked Emeritus Dir. Jones for his generous support of the University and continued leadership as a former Board Chair and Emeritus Director.

### **Executive Director's Report – Dr. Shawnta Friday-Stroud**

Dr. Friday-Stroud shared the items listed below:

#### **FY 2022-23 University Advancement Updates**

- **FY 2022-2023 Fundraising as of November 9, 2022**
  - **Progress as of November 9, 2022:  
Raised \$10,131,071.20  
(67.5% of \$15M Goal)**
  - New Cash Goal - \$15M  
**Current - \$7,567,726.24  
(74.6% of Total 50.4% of \$15M Goal)**
  - Pledges & Planned Gifts Goal - \$15M  
**Current - \$2,563,344.96  
(25% of Total & 17% of \$15M Goal)**
- Giving Tuesday – Tuesday, November 29<sup>th</sup>
- 1887 Strikes – April 20-21, 2023

### **Review and Approval of Nominees for Traditional & Honorary Board Membership**

Chair Gibson informed the Board that the next item on the agenda was the Review and Approval of Traditional and Honorary Board Membership. In accordance with the Foundation Bylaws, the nominees were first reviewed and approved by the Board Governance and Stewardship Committee and were now being presented to the full Board for review and consideration for approval.

Dr. Robinson, Chair of the Board Governance and Stewardship Committee, then presented the nominees to the full board. He stated that the Board Governance and Stewardship Committee

met on October 4<sup>th</sup>, 2022, and reviewed and approved recommending to the Full Board the nominees for traditional board membership and honorary board membership.

The nominees for Traditional Board Membership are:

1. Gregory L. Clark
2. Wilbert C. Hobbs
3. Chekesha Kidd
4. Derek McGowen
5. DeAndre Parks
6. Roshell R. Rinkins
7. Karla Taylor
8. Reginald Williams, Jr.
9. Timothy Woods

The nominees for Honorary Board Membership are:

1. Antoine C. "Tony" Ezell
2. Rob E. Hardy, Jr.
3. LeBron James
4. Chad "Ocho Cinco" Johnson
5. Lonnie Rashid "Common" Lynn
6. Will Packer
7. Reynaud "Rey" Robinson

After Dr. Robinson's presentation, Chair Gibson requested that Atty. Haygood review with the Board Members the elections process for Traditional and Honorary Board Membership.

Atty. Haygood reviewed the process and informed the board members to check their emails and select the link for the traditional and honorary board members' voting ballots. Atty. Haygood stated that a nominee must receive a minimum of sixteen (16) votes to be elected to the Board.

The Board begin the voting process for the Traditional Board Membership Nominees and the results for the first ballot were as follows:

<b>Traditional Board Membership Nominees – Ballot #1 Tallies</b>	
<b>Nominee Name</b>	<b>Number of Votes</b>
<b><i>*Gregory L. Clark</i></b>	<b>16</b>
Wilbert C. Hobbs	6
Chekesha Kidd	9
Derek McGowen	5
DeAndre Parks	11
Roshell R. Rinkins	7
Karla Taylor	10
Reginald Williams, Jr.	4
Timothy Woods	7

***Nominee Gregory L. Clark was elected to the Foundation Board of Directors by securing sixteen (16) votes from Ballot #1.***

Since only one nominee was elected for the three (3) vacant seats, the Board discussed the voting tally threshold that should be set for a nominee to move forward to a second ballot to fill the remaining two (2) vacancies.

**Motion:** To approve a voting tally threshold of at least seven (7) votes for a traditional board member nominee to move forward to a second ballot to fill the remaining two (2) board seat vacancies.

**Moved By:** Dir. Monica Williams Harris

**Seconded By:** Dir. Chan Bryant Abney

*The motion passed, unanimously.*

<b>Traditional Board Membership Nominees – Ballot #2 Tallies</b>	
<b>Nominee Name</b>	<b>Number of Votes</b>
Chekesha Kidd	11
DeAndre Parks	10
Roshell R. Rinkins	7
Karla Taylor	9
Timothy Woods	6

Since no nominee was elected for the two (2) remaining vacant seats, the Board discussed the next voting tally threshold that should be set for a nominee to move forward to a third ballot to fill the remaining two (2) vacancies.

**Motion:** To approve a voting tally threshold of at least nine (9) votes for a traditional board member nominee to move forward to a third ballot to fill the remaining two (2) board seat vacancies.

**Moved By:** Dir. Monica Williams Harris

**Seconded By:** Dir. Curtis E. Johnson, Jr.

*The motion passed, unanimously.*

<b>Traditional Board Membership Nominees – Ballot #3 Tallies</b>	
<b>Nominee Name</b>	<b>Number of Votes</b>
Chekesha Kidd	13
DeAndre Parks	12
Karla Taylor	12

After discussion, the Board agreed to close elections for the traditional board membership and moved forward with the nomination of Gregory L. Clark to the FAMU Board of Trustees for approval. The Board also agreed that nominees for traditional board membership should be invited to a virtual "get to know you" session with the board members to allow them an opportunity to gain experience more about the candidates. The Board requested that a one-page summary of each candidate should be developed that details their support and involvement with the University.

Chair Gibson requested that the Board Governance and Stewardship Committee and Bylaws Committee work together to develop a process for Board Elections.

**Motion:** To approve closing the 2022 Traditional Board Membership Elections and recommend COL. Gregory L. Clark to the FAMU Board of Trustees for membership to the FAMU Foundation Board of Directors.

**Moved By:** Dir. Monica Williams Harris

**Seconded By:** Dir. Erica Hill

*The motion passed, unanimously.*

The Board begin the voting process for the Honorary Board Membership Nominees and the results were as follows:

<b>Honorary Board Membership Nominees – Ballot Tallies</b>	
<b>Nominee Name</b>	<b>Number of Votes</b>
<b>*Antoine C. "Tony" Ezell</b>	<b>19</b>
<b>*Rob E. Hardy, Jr.</b>	<b>20</b>
<b>*Lebron James</b>	<b>24</b>
Chad "Ocho Cinco" Johnson	12
<b>*Lonnie Rashid "Common" Lynn</b>	<b>19</b>
<b>*Will Packer</b>	<b>25</b>
Reynaud "Rey" Robinson	11

***\*Denotes that nominee was elected to the Honorary Board.***

The following nominees were elected to the Honorary Foundation Board:

- |                            |                                |
|----------------------------|--------------------------------|
| 1) Antoine C. "Tony" Ezell | 4) Lonnie Rashid "Common" Lynn |
| 2) Rob E. Hardy, Jr.       | 5) Will Packer                 |
| 3) Lebron James            |                                |

**2023-2024 Board Officers Elections**

Chair Gibson informed the Board that the next item on the agenda was the 2023-2024 Board Officers Elections. In accordance with the Foundation Bylaws, the nominees were first reviewed and approved by the Board Governance and Stewardship Committee and were now being presented to the full Board for review and consideration for approval.

Atty. Haygood reviewed the process and informed the board members to check their emails and select the link for the 2023-2024 Board Officers Elections voting ballots. Atty. Haygood stated that both Directors Humphries and Williams Harris were withdrawing their names for consideration for the roles of Vice Chair and Secretary, respectively.

<b>2023-2024 Board Officers Elections</b>		
<b>Name</b>	<b>Role</b>	<b>Number of Votes</b>
Clifton Goins, IV	Chair	10
<b>*Lisa R. LaBoo</b>	<b>Chair</b>	<b>12</b>
<b>*Kenneth Neighbors</b>	<b>Vice Chair</b>	<b>20</b>

<b>*Freddie Raines</b>	<b>Treasurer</b>	<b>13</b>
Gloria J. Walker	Treasurer	7
<b>*Erica D. Hill</b>	<b>Secretary</b>	<b>20</b>

**\*Denotes that candidate was elected to the role for 2023-2024.**

The following candidates were elected as the 2023-2024 Foundation Board Officers:

- 1) Dir. Lisa R. LaBoo – Chair
- 2) Dir. Kenneth Neighbors – Vice Chair
- 3) Dir. Freddie Raines – Treasurer
- 4) Dir. Erica D. Hill – Secretary

### **Confirm 2023 FAMU Foundation Board Meetings**

Chair Gibson confirmed the dates for the 2023 FAMU Foundation Board Meetings:

- May 31–June 1 | Spring 2023 FBOD Mtg. | Schaumburg, IL
  - NAA Convention, May 31 – June 4, 2023
- Sept. 3 | Board Member Retreat | Ft. Lauderdale, FL
- Nov. 15-18 | Fall 2023 FBOD Mtg. | Orlando, FL

### **Action Items**

- 1) Board Governance and Stewardship and Bylaws Committees will work to develop an elections process for board nominees.

### **Adjournment | Minutes Prepared By**

There being no further business, Dir. Tirrell Whittley moved to adjourn the meeting. Dir. Monica Williams Harris seconded the motion. The meeting was adjourned, by unanimous approval, at 11:31 a.m. Mr. Nick Dulcio prepared the minutes.

## Committee Chairs' Meeting Minutes

Wednesday, February 1, 2023 | 4 p.m. – 5 p.m. EDT | Teleconference

### **Committee Members Present**

Dir. Lisa R. LaBoo, *Chair*  
Dir. John M. Crossman  
Dir. Lenetra S. King  
Dir. Larry Robinson

Dir. Kenneth M. Neighbors, *Vice Chair*  
Dir. Marcelia C. Freeman  
Dir. Twuanna Munroe Ward  
Dir. Monica Williams Harris

### **Board Members Present**

Dir. Carmen Cummings Martin  
Dir. Laurence Humphries  
Dir. Tirrell D. Whittley

Dir. John L. Green  
Dir. Freddie Raines

### **Guests Present**

Ms. Shelia Fields, *ITS Office, FAMU*

### **Advancement Team Present**

Mrs. Christina Compere-Minor  
Mrs. Latosha Francis  
Ms. Kim Hankerson  
Mrs. Gena Palmberg  
Mrs. Brandi Tatum-Fedrick

Mr. Nick Dulcio  
Dr. Shawnta Friday-Stroud  
Mrs. Quiana Lowe  
Dr. Eric Swanigan

### **Call to Order & Roll Call**

The meeting was called to order at 4:03 p.m. by Chair Lisa LaBoo. Mr. Nick Dulcio offered the roll call and determined that all committee chairs were present.

### **Conflict of Interest Disclosure**

Chair LaBoo requested that committee chairs disclose any conflict of interest with items on the agenda; none were disclosed.

### **FAMU Foundation Board Chair Comments**

- Chair LaBoo thanked everyone for joining the call, which was the first opportunity for her to meet with the committee chairs as Board Chair and wished everyone a Happy New Year.
- Chair LaBoo commended Dr. Friday-Stroud and her team for coordinating her visit to the campus on Friday, January 20<sup>th</sup>, where she met the Advancement Team and key University Stakeholders:
  - VP/Director of Athletics, Tiffani-Dawn Sykes;
  - Interim Provost, Allyson Watson;
  - President Robinson; and
  - VP of Strategic Planning and Institutional Effectiveness, Kelly McMurray
- Chair LaBoo informed the committee chairs that she had just returned from San Antonio, TX where she attended the Association of Governing Boards (AGB) Foundation Leadership Forum from January 29<sup>th</sup> – 31<sup>st</sup>.

## **Open Discussion**

- a. *Board Chair's Charge to Committee Chairs*
- *Executive – Lisa R. LaBoo*
  - *Audit – Kenneth M. Neighbors*
  - *Board Governance and Stewardship – Larry Robinson*
  - *Bylaws – Monica Williams Harris*
  - *Development – John M. Crossman*
  - *Finance – Twuanna Munroe Ward*
  - *Investment – Marcelia C. Freeman*
  - *Alexander Haas Consultant Report (Ad-Hoc) – Lenetra S. King*
  - *Small Business Engagement (Ad-Hoc) – Kenneth M. Neighbors*

Chair LaBoo reviewed the Vision and Mission statements with committee chairs.

### **Vision**

To be a global leader in the transformation of lives, one scholar at a time.

### **Mission**

We will assist the University in achieving its mission by raising and stewarding contributions through exceptional management, investment, and administration of assets received.

During the review, the committee chairs agreed that the most important aspect of the mission statement was raising and stewarding contributions to the Foundation. Next, Chair LaBoo presented to the committee chairs critical topics discussed during the AGB Conference.

### **AGB Conference Discussion Topics:**

- Purpose of each committee
- Structural Governance - Bylaws and Policy
- Term Limits
- Recruitment of Board Members
- Assessment of ED/CEO
- Board performance - High performing
- Leadership Quartet/ Alignment with the University
- MOU
- Impact statements
- Succession Plan
- DEI-what it looks like on the board
- Board Professional Certificate Program

Chair LaBoo led the chairs through a brief overview of each discussion topic and provided examples of what other institutional boards she engaged with at the conference were doing in each area that the Foundation Board committees may consider reviewing and adopting. The committee chairs discussed these topics, citing the importance of each item specifically as it relates to the assessment of the Executive Director and board members, creation of impact statements for endowment reports, researching the best approach for term limits and DEI initiatives as they relate to board demographics and alums/representatives from the different schools/colleges on campus. Chair LaBoo stated that the board committees should look to what the composition of the board would like for the future.

Dr. Robinson asked the membership criteria for other foundation boards, specifically the top 2-3 criteria that is utilized at peer institutions. Chair LaBoo stated that the criteria varied between the



different institutional boards, with some focusing on personal commitments from board members, while others focus on the relationships that board members possess that bring resources to the University. Some boards have a minimum contribution requirement to the university before membership can be considered, citing that Prairie View A&M University has a minimum lifetime contribution of \$25K (formerly \$50K) before an individual can be considered for membership on their foundation board, while other institutions require at least \$100K of lifetime giving for board nominees. Chair LaBoo stated there was no one size fits all, but whatever was the best approach for the institution.

Dir. Neighbors asked if there was consensus on how the institutions measure their board's give/get? Specifically, which is more emphasized; high-net-worth members who can personally contribute major gifts or individuals with access to high-net-worth donors that can contribute major gifts? Chair LaBoo responded that it was a combination of both approaches for most of the institutions she connected with at the conference. The overall consensus was that board members must both give personally and get (obtain) additional resources for the University. She noted that a key difference was board members would refer prospects to their Advancement offices rather than make than solicit the prospect personally. This arrangement allowed those members who are not as comfortable soliciting contributions to still meet their financial commitment to the board.

Next, the committee chairs discussed the changing trends of the factors that motivate donors to give and the psychology associated with giving. Chair LaBoo relayed that in one of the conference sessions it was stressed that donors give based on impact rather than loyalty. The chairs also discussed how some donors also give based on peer pressure from colleagues, associate and friends based on their giving. Dir. Williams Harris shared that in her experience with younger alumni, there was an expectation of receiving something (e.g. gift, token of esteem, etc.) in return for their gifts. During the discussion, the chairs agreed that appeals for contributions should be based on the expectations required for each respective donor pool.

Dir. Crossman communicated that the best approach is to pursue a two-track strategy for donor cultivation. One track would focus on alumni and those with an affinity for the university, while another track would focus exclusively on those individuals who are not connected to the university but who would contribute if only they were engaged. The chairs agreed.

#### *Board Chair's Committee Charge*

Chair LaBoo requested that all committee chairs review the Foundation Bylaws and determine if their committee's portion accurately reflects their committee's function and what can be done to enhance the committee's function within its particular area. Chair LaBoo encouraged the chairs to use AGB as a resource since it has a wealth of knowledge and resources.

- *Audit – Kenneth M. Neighbors*
  - Determine best practices for institutionally-related foundation Audit Committees.
- *Board Governance and Stewardship – Larry Robinson*
  - Creation of a questionnaire and cover sheet for nominees for Board Membership to complete.
    - The cover sheet would include an assessment of the nominee's potential to meet or exceed the give/get threshold as well as how the nominee can assist with fulfilling technical expertise and knowledge opportunities within the board.

- Review best practices for setting and implementing terms limits for board membership.
- *Bylaws – Monica Williams Harris*
  - Continue working with Atty. Haygood to implement recommended changes from the Alexander Haas Consultant Report
  - Continue working on recommended bylaws changes and refine as required with a 6-month completion target goal.
- *Development – John M. Crossman*
  - Work with the Advancement team to develop a strategic plan for the committee.
    - Should include determinant of success and metric(s) for tracking goals.
  - Develop impact statements to include with the endowment reports
  - Work with Ms. Hankerson to schedule a visit with Dir. Crossman.
- *Investment – Marcellia C. Freeman*
  - Determine best practices for institutionally-related foundation Investment Committees.
  - Continue committee's work with OCIS manager to ensure diversity of managers, and the right asset class mix to ensure continued performance.
- *Finance – Twuanna Munroe Ward*
  - Dir. Munroe Ward will reach out to committee members to determine their understanding of the financials and what their needs are.
  - Dir. Munroe Ward will try to locate a previous copy of her development plan to share with the Advancement Team.

The chairs briefly discussed how this document was completed years ago by a former Development Team member who's since left the University and how important a tool is was in focusing board members' fundraising efforts and providing a tool for evaluating their performance. Dr. Friday-Stroud stated the receiving a copy of this previous plan would be a great asset for the Advancement team in helping current board members.

- *Alexander Haas Consultant Report (Ad-Hoc) – Lenetra S. King*
  - Work with Advancement Team to determine the current status of the report and develop a plan to implement the remaining recommended changes.

Chair LaBoo congratulated Dir. King on the release of her book. Mr. Dulcio informed the chairs that a board members update email would be sent to all board members announcing this achievement.

*b. Small Business Engagement (Ad-Hoc) – Kenneth M. Neighbors*

- Goal of the committee is to connect and develop relationships with alumni who are small business owners to determine how they would like to support the university, to ultimately develop a database of graduates who own a small business.
  
- Dir. Neighbors will work with Mr. Dulcio to determine the best time for the committee to meet.

Chair LaBoo requested that the chairs review and 2023 Annual calendar of committee and board meetings to determine if they have any conflicts to let Mr. Dulcio know. Chair LaBoo informed the chairs that she would like to meeting with them again, possibly quarterly, to continue to obtain feedback on their progress.

**Other Items**

There were no other items that needed to come before the committee chairs.

**Action Items**

- 1) Chairs will review 2023 annual meetings calendar and inform Mr. Dulcio of any conflicts with meeting times.

**Adjournment | Minutes Prepared By**

There being no further business, Dir. Kenneth Neighbors moved for adjournment. The meeting was adjourned at 5:25 p.m. by Chair Lisa LaBoo; Mr. Nick Dulcio prepared the minutes.



FLORIDA A&M UNIVERSITY

**FOUNDATION**  
BOARD OF DIRECTORS

## **Virtual Board Meeting Briefing Packet May 10, 2023**

### **Committee Reports Cover Page**

**Alexander Haas Committee (Ad Hoc) (Pg. 21)**

**Small Business Engagement Committee (Ad Hoc) (Pg. 22)**

**Investment Committee (Pg. 23)**

**Finance Committee (Pgs. 24-29)**

*FY 2023-2023 Proposed Foundation Operating Budget (Pg. 26)*

*Foundation Spending Policy – 10% Underwater Spending (Pgs. 27-29)*

**Board Governance and Stewardship Committee (Pgs. 30-31)**

**Bylaws Committee (Pgs. 32-37)**

*Comparison Chart of Suggested Changes to the Bylaws (Pgs. 33-37)*

**Development Committee (Pg. 38)**

**Florida A&M University Foundation, Inc.**

Virtual Board of Directors Meeting

Wednesday, May 10, 2023

---

**ALEXANDER HAAS COMMITTEE REPORT (AD HOC)**

Dir. Lenetra King, Chair

Madam Chair, the Alexander Haas Committee has two (2) informational items to present to the Board.

***Informational Items***

**Recap of Work Done**

There was a total of forty-two (42) recommendations suggested by Alexander Hass in May 2021. There are twenty (20) completed items, six (6) items currently in progress, five (5) six-month items that are outstanding, ten (10) one-year items that are outstanding and one (1) two-year item still outstanding.

**Next Steps**

To bring the remaining items twenty-two (22) items to completion, the Alexander Haas ad hoc committee is asking each person/committee to add the responsible item to the next meeting agenda. To date, the Finance Committee added and discussed one of the items in their last committee meeting.

Madam Chair, this concludes the Alexander Haas Committee's Report.

**Florida A&M University Foundation, Inc.**

Virtual Board of Directors Meeting

Wednesday, May 10, 2023

---

**SMALL BUSINESS ENGAGEMENT COMMITTEE REPORT (AD HOC)**

Dir. Kenneth Neighbors, Chair

Madam Chair, the Small Business Engagement Committee has one informational item to present to the Board.

***Informational Item***

**Committee's Charge**

The Committee held its initial meeting on Friday, February 24<sup>th</sup> and reviewed the committee's charge which are detailed below:

- 1) Development of a committee mission statement.
- 2) Creation of a framework for identifying small businesses/owners to begin engagement with, specifically identifying small business owners that are FAMU alums.
- 3) Development of a strategy for fundraising/cultivation with these small businesses.
- 4) Determining the committee's short-term and long-term goals, e.g., one-, three- and five-year goals.
- 5) Coordination of a Virtual Symposium where small businesses can obtain a value-add and network with other business professionals. (Tentatively Spring-Summer 2024 at NAA Convention in Tampa, FL).

The Committee will detail the long and short-term goals, as well as determine what metrics should be considered when developing the criteria for engagement with the small businesses. These items will be discussed at the next committee meeting.

Madam Chair, this concludes the Small Business Engagement Committee's Report.

**Florida A&M University Foundation, Inc.**  
Virtual Board of Directors Meeting  
Wednesday, May 10, 2023

---

**INVESTMENT COMMITTEE REPORT**

Dir. Marcelia Freeman, Chair

Madam Chair, the Investment Committee has one action item and one informational item to present to the Board.

***Action Item***

Disciplina provided an overview of the recommended changes to the Investment Policy Statement. These recommendations were reviewed and discussed. After discussion, Disciplina requested the Committee's approval of the below recommended changes to the asset allocation targets and ranges and the policy benchmarks. The Committee will provide feedback on other recommended changes and will review again at the next meeting.

<b>Asset Class</b>	<b>Target</b>	<b>Minimum</b>	<b>Maximum</b>	<b>Policy Benchmarks</b>
Fixed Income	10%	5%	15%	Bloomberg US Aggregate, Bloomberg Long Term Treasury Index
Global	40%	35%	45%	MSCI ACWI
Private	20%	10%	30%	Cambridge Associates Private Equity Index
Hedge	20%	15%	25%	HFRI Fund of Funds Index
Real Estate	5%	0%	10%	MSCI US REIT Index
Natural	5%	0%	10%	Bloomberg Commodity Index
Cash	0%	0%	5%	ICE BofA ML US 3-Month T-Bill

***Madam Chair, the Investment Committee makes a recommendation to the Full Board to approve the asset allocation targets and ranges and policy benchmarks.***

***Informational Item***

At the February 22, 2023, Investment Committee Meeting, Disciplina staff provided a Transition update, a Market Summary, a Review of the Investment Portfolio Performance as of December 31, 2022, recommendations for amendments to the Investment Policy Statement and provided a Hedge Fund Overview. Disciplina stated that the transition is currently in the final phase. Disciplina stated that it was a very difficult year with the market volatility and that commodities were the only class with a positive performance. Disciplina stated during the performance review that as of December 31, 2022, the portfolio returned 5.5% consistent with the policy benchmark of 5.5%, and as of January 31, 2023, the YTD return was 4.7% for Long-Term pool and 0.8% for the Operating Reserves. Disciplina provided the Committee with an overview of their investment philosophy; which is to create diverse portfolios that can handle multiple market environments and review of hedge fund strategy allocations and hedge fund manager allocations (20% Target, ~\$30M).

Madam Chair, this concludes the Investment Committee's Report.

**Florida A&M University Foundation, Inc.**  
Virtual Board of Directors Meeting  
Wednesday, May 10, 2023

---

**FINANCE COMMITTEE REPORT**

Dir. Twuanna Munroe Ward, Chair

Madam Chair, the Finance Committee has two (2) action items and four (4) informational items to present to the Board.

***Action Items***

**Proposed Fiscal Year 2023-2024 Operating Budget**

Dr. Friday-Stroud presented the Proposed Fiscal Year 2023-2024 Operating Budget for approval. The Finance Committee voted to approve the Proposed Fiscal Year 2023-2024 Foundation Operating Budget.

The Proposed Fiscal Year 2023-2024 Operating Budget is attached to this report.

***Madam Chair, the Finance Committee makes a recommendation to the Full Board to approve the Proposed Fiscal Year 2023-2024 Foundation Operating Budget.***

**Review and Approve Spending Policy**

Dr. Friday-Stroud reviewed with the Committee two (2) options for recommended changes to the Foundation's Spending Policy. The Committee discussed both options citing that donors would be more agreeable with a 10% underwater spending limit rather than no underwater spending at all. If approved, the policy will go into effect June 30, 2024.

The Proposed Foundation Spending Policy Underwater Endowment Spending Limit is attached to this report.

***Madam Chair, the Finance Committee makes a recommendation to the Full Board to approve the 10% underwater endowment spending limit policy.***

***Informational Items***

**Unaudited Financial Statements at December 31, 2022**

Dr. Friday-Stroud provided an overview of the Unaudited Financial Statements as of December 31, 2022, to the Committee. She stated that the increase in current assets was primarily due to increase in cash giving and the revenue decrease is primarily due to decreased market performance.

**Budgetary Comparison at December 31, 2022**

Dr. Friday-Stroud provided an overview of the Budget Comparison as of December 31, 2022, to the Committee. There was a brief discussion around the license tag revenue, contingency revenue and 625 E. Tennessee Street Renovation line items.



# **Florida A&M University Foundation, Inc.**

Virtual Board of Directors Meeting

Wednesday, May 10, 2023

---

## **Review and Discuss Spending Rate**

The Committee discussed the Endowment Spending Rates for all SUS Institutions chart provided. Dr. Friday-Stroud stated that FAMU had the lowest spending percentages from the endowment of any SUS institution. After discussion, the Committee requested from staff more information regarding how a spending rate change would affect the Foundation's endowment for review and discussion at the next meeting.

## **Other Items**

The Committee discussed the board's vision for increasing the value of the endowment. Dr. Friday-Stroud stated the two ways to increase the value of the endowment are 1.) securing more substantial gifts and 2.) increased returns from the market. After discussion, the Committee agreed to forward this question to the Development Committee for review and follow-up.

Madam Chair, this concludes the Finance Committee's Report.

**FAMU FOUNDATION, INC**  
**FISCAL YEAR 2023-2024 PROPOSED OPERATING BUDGET**

	FY 2023-2024 Proposed Budget	Difference	2022-2023 Budget
<b>REVENUE AND SUPPORT</b>			
<b>Operating Revenue</b>	<b>\$3,642,814</b>	<b>\$214,434</b>	<b>\$3,428,380</b>
<i>Endowment Administrative Fees and Operating Fees</i>	<i>\$2,904,814</i>	<i>\$117,434</i>	<i>\$2,787,380</i>
<i>Incoming Gifts Fees [7%, 5% or 3%]</i>	<i>\$355,000</i>	<i>\$80,000</i>	<i>\$275,000</i>
<i>Administrative Fees on Miscellaneous Revenue (7%)</i>	<i>\$77,000</i>	<i>\$17,000</i>	<i>\$60,000</i>
<i>Administrative Fees on Disbursements [\$2.50]</i>	<i>\$6,000</i>	<i>\$0</i>	<i>\$6,000</i>
<i>Campaign Fee [2%]</i>	<i>\$300,000</i>	<i>\$0</i>	<i>\$300,000</i>
License Tags Revenue	\$450,000	\$0	\$450,000
Rents and Fees 625 East Tennessee Street	\$70,000	\$0	\$70,000
Contingency Revenue	\$0	(\$550,000)	\$550,000 *
<b>TOTAL REVENUE AND SUPPORT</b>	<b>\$4,162,814</b>	<b>(\$335,566)</b>	<b>\$4,498,380</b>
<b>EXPENDITURES</b>			
<b>Foundation Operations</b>			
Staff Salaries and Benefits	\$970,000	\$80,000	\$890,000
Contractual Services	\$25,000	\$0	\$25,000
General Counsel and Legal Services	\$60,000	\$0	\$60,000
Auditing and Accounting Services	\$55,000	\$0	\$55,000
Foundation Board Support	\$220,000	\$70,000	\$150,000
Travel, Registration, Training and Seminars	\$25,000	\$0	\$25,000
Memberships and Subscriptions	\$5,000	\$0	\$5,000
Insurance	\$40,000	\$0	\$40,000
Janitorial Services	\$30,000	\$0	\$30,000
Office Security Monitoring	\$12,000	\$0	\$12,000
Office Utilities	\$50,000	\$0	\$50,000
Pest Control	\$4,000	\$0	\$4,000
Grounds Maintenance	\$20,000	\$6,000	\$14,000
Software Maintenance	\$150,000	\$0	\$150,000
Telephone	\$2,500	\$0	\$2,500
Office Equipment/Furniture	\$25,000	\$0	\$25,000
Materials, Printing & Postage	\$20,000	\$0	\$20,000
625 E TN Street Renovations	\$100,000	\$0	\$100,000
Bank Fees	\$15,000	\$5,000	\$10,000
Donor Outreach Support and Other	\$83,775	\$0	\$83,775
Equipment - Van	\$0	\$0	\$0
Operating Contingency	\$20,091	\$10,934	\$9,157
Transportation Maintenance	\$5,000	\$2,500	\$2,500
<b>Total Foundation Operations</b>	<b>\$1,937,366</b>	<b>\$174,434</b>	<b>\$1,762,932</b>
<b>Office of University Advancement</b>			
Advancement Operations/Development Support	\$126,000	\$0	\$126,000
Capital Campaign Support	\$100,000	\$0	\$100,000
Fundraising Activities [75% License Tags Revenue]	\$337,500	\$0	\$337,500
<b>Total Office of University Advancement</b>	<b>\$563,500</b>	<b>\$0</b>	<b>\$563,500</b>
<b>University Support</b>			
University President Compensation	\$388,562	\$0	\$388,562
Interim University President Compensation	\$0	\$0	\$0
University President Salary Increase, Bonus & Benefits	\$80,000	\$10,000	\$70,000
Office of the President	\$80,000	\$0	\$80,000
University Auxiliary Support	\$298,485	\$0	\$298,485
Board of Trustees Assessment	\$36,000	\$0	\$36,000
Board of Governors Assessment	\$16,000	\$0	\$16,000
Legislative Advocacy	\$80,000	\$0	\$80,000
License Tags Scholarships [25% License Tags Revenue]	\$112,500	\$0	\$112,500
Athletics Salary Support	\$134,000	\$30,000	\$104,000
Athletics Scholarships Support/General	\$0	(\$350,000)	\$350,000 *
University Executive Support	\$336,401	\$0	\$336,401
University Support	\$100,000	(\$200,000)	\$300,000 *
<b>Total University Support</b>	<b>\$1,661,948</b>	<b>(\$510,000)</b>	<b>\$2,171,948</b>
<b>TOTAL EXPENDITURES</b>	<b>\$4,162,814</b>	<b>(\$335,566)</b>	<b>\$4,498,380</b>
<b>REVENUE LESS EXPENDITURES</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

\* Approved at the Orlando Board Meeting 11/19/22. \$350,000 (Athletics Scholarship) \$100,000 (University Support-Band) \$100,000 (University Support-AD Discretionary)

Note: Balance for Contingency Revenue \$100,000.00

**FLORIDA A&M UNIVERSITY FOUNDATION, INC.**  
**POLICY ON EXPENDITURES FROM ENDOWED FUNDS**  
**(Spending Policy)**

**Adopted: April 25, 2014**

---

**I. Purpose of Policy**

This is the *Policy on Expenditures from Endowed Funds* of the Florida A&M University Foundation, Inc. The purpose of this policy is to establish the procedure by which the Foundation will decide to annually allocate for expenditure amounts from endowed funds for the purposes for which the funds were established and for administrative costs related to investment and administration of the endowed funds.

**II. Policy**

The Foundation is committed to administering and investing endowed funds in compliance with all relevant Foundation by-laws, organizational concerns, industry standards, and federal and state laws and regulations, including without limitation the Florida Uniform Prudent Management of Institutional Funds Act (UPMIFA). No policy will supersede any provision of federal or state law or regulation.

The Foundation shall periodically review the application to endowed funds of its spending allocation and administrative fee described below, and shall make a determination that such application is prudent. In making a determination to expend such amounts from endowed funds, the Foundation shall act in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances and shall consider the following factors:

- a) The duration and preservation of endowed funds;
- b) The purposes of the Foundation and endowed funds;
- c) General economic conditions;
- d) The possible effect of inflation or deflation;
- e) The expected total return from income and the appreciation of investments;
- f) Other resources of the Foundation; and
- g) The investment policy of the Foundation.

The Foundation has a duty under UPMIFA to maintain the long term purchasing power of each endowed fund and, in accordance with that duty, will record the historic dollar value of each endowed fund as a benchmark by which to measure each fund's performance relative to preservation of long term purchasing power. The Foundation shall also institute such procedures as are reasonably calculated to identify any individual endowed fund, the long-term purchasing power of which has the potential to be significantly impaired by continued application of this policy, and present a strategy for remedying such impairment to the Finance Committee of the Board of Directors of the Foundation.

~~The Foundation may decide to spend from endowed funds, even to the extent of expending a portion of the fund which constitutes historic dollar value, in accordance its~~

Formatted: Strikethrough

expenditure policies; provided, such spending is part of a purposeful, prudent and documented strategy to maintain the long term purchasing power of such funds.

The Foundation will in good faith make information available to donors and potential donors concerning its expenditure policies.

The Foundation is aware that despite utilizing a well diversified investment portfolio strategy and the best good faith efforts of its Board members there will be times when the fair market value of an endowment may fall below the endowment corpus value creating underwater endowments. In the event a fund falls underwater by 10%, the Foundation will reinvest the spending allocation back to net return and the fund will not receive a spending distribution or be charged any fees.

### III. Calculation Method

Transfers from endowed funds for the spending allocation and the administrative fee shall be calculated as described below. Such transfers may be made regardless of whether an endowed fund has sufficient current period and/or accumulated net investment returns to support such allocation, unless a determination has been made pursuant to Section II above to limit or withhold such payments with respect to a particular fund.

#### a) Spending Allocation

The amount allocated for spending will equal 3.0% of the rolling prior 12-quarter average market value of the pooled investment portfolio. The average market value calculation will commence with December 31<sup>st</sup> of the year immediately prior to the fiscal year in which spending will occur. To assist budget planning, endowed fund beneficiaries will be informed of their spending allocation for the upcoming fiscal year by the end of March directly preceding the fiscal year in which spending will occur. The spending allocation will be recorded in the endowed fund spending account in full at the start of each fiscal year.

#### b) Administrative Fee

The amount of funds allocated for expenditure for Foundation administrative expenses will equal one and one-half percent (1.5%) of average market value calculated as described in III. (a) above. The full endowment administrative fee will be recorded in the Foundation's operating fund in full at the start of each fiscal year.

Description	Rate
Spending Allocation	3.0%
Administrative Fee	1.5%
<b>Total</b>	<b>4.5%</b>

#### **IV. Exceptions**

The spending allocation and administrative fee will not be calculated as set forth above for endowed funds underwater by 10% or established pursuant to a gift instrument that specifies a different spending method or does not permit the assessment of such fees.

All other exceptions to this policy must be approved by the Finance Committee of the Board of Directors upon the recommendation of the Foundation Executive Director where there is substantial potential for developing a long-term funding relationship with the donor and the gift's designated use is compatible with the Foundation's priorities.

#### **V. Applicability**

This Policy applies to all endowed funds administered, held, and invested at or by the Foundation.

#### **VI. Enforcement and Interpretation**

It is the responsibility of all employees to uphold this policy. Any violation of this policy may result in disciplinary action up to, and including, termination of employment. Questions regarding interpretation of this policy should be directed to the Foundation's Executive Director or Managing Director/CFO.

#### **VII. Effective Date**

This policy is effective for expenditures from endowed funds commencing with the fiscal year beginning July 1, 2016 and replaces and supersedes any preceding policy concerning this subject matter. This policy and its application shall be monitored by the Finance and Investment Committees of the Foundation Board of Directors, which shall make to the Board of Directors any necessary recommendations with respect to amendments to this policy.

#### **VIII. Approval Date**

This policy was approved by the FAMU Foundation, Inc. on April 25, 2014.

#### **IV. Amendments**

Amended on November 19, 2016.

Amended on August 28, 2014.

**Florida A&M University Foundation, Inc.**  
Virtual Board of Directors Meeting  
Wednesday, May 10, 2023

---

## **BOARD GOVERNANCE & STEWARDSHIP COMMITTEE REPORT**

Dr. Larry Robinson, Chair

Madam Chair, the Board Governance and Stewardship Committee has three (3) action items and two (2) informational items to present to the Board.

### ***Action Items***

#### **Non-Ex-Officio Directors with Expiring Terms (December 31, 2023)**

There are three (3) non-ex-officio members of the Foundation Board whose four-year terms will expire on December 31, 2023. The three Directors with expiring terms received term renewal/non-renewal forms requesting them to indicate their desire to be re-nominated to the Board for another four-year term; all three Directors expressed their desire for re-nomination to the Board for an additional four-year term that would commence on January 1, 2024, and expire on December 31, 2027.

The three (3) Directors are:

1. Kenneth Neighbors
2. T.J. Rose
3. G. Scott Uzzell

Per guidance from Atty. Haygood and in alignment with the Foundation Bylaws, the Committee and now the full Board must consider each term renomination separately.

***Madam Chair, the Board Governance and Stewardship Committee recommends that the full board approve Dir. Kenneth Neighbors for another four-year term on the Foundation Board beginning January 1, 2024 thru December 31, 2027.***

***Madam Chair, the Board Governance and Stewardship Committee recommends that the full board approve Dir. T.J. Rose for another four-year term on the Foundation Board beginning January 1, 2024 thru December 31, 2027.***

***Madam Chair, the Board Governance and Stewardship Committee recommends that the full board approve Dir. G. Scott Uzzell for another four-year term on the Foundation Board beginning January 1, 2024 thru December 31, 2027.***

### ***Informational Items***

#### **Review of 2023 Board Membership Nominees**

The Committee reviewed the Board Membership Nominees for the 2023 nomination cycle. To date, there are a total of six (6) nominees for membership:

- |                      |                        |
|----------------------|------------------------|
| 1.) Wilbert C. Hobbs | 4.) Roshell R. Rinkins |
| 2.) Chekesha Kidd    | 5.) Reginal Williams   |
| 3.) DeAndre Parks    | 6.) Billy Greer        |

## **Florida A&M University Foundation, Inc.**

Virtual Board of Directors Meeting

Wednesday, May 10, 2023

---

The Board is requested to submit additional nominees for membership until June 30<sup>th</sup>, after which the Advancement Team will vet the nominees based on the process outlined by the Committee and during the Fall 2022 General Board Meeting. The Committee will review the final list of nominees at our October 4<sup>th</sup> Committee Meeting.

### **Update on Ex-Officio Directors with Expiring Terms**

The Faculty Representative, Dir. Muhammad Haseeb and SGA Representative, Dir. Machia J. Sanders terms are ending during this year. The Faculty Senate and SGA President will recommend new representatives for board membership, which the Committee will review during the next Committee meeting.

Madam Chair, this concludes the Board Governance and Stewardship Committee's Report.

# Florida A&M University Foundation, Inc.

Virtual Board of Directors Meeting

Wednesday, May 10, 2023

---

## BYLAWS COMMITTEE REPORT

Dir. Monica Williams Harris, Chair

Madam Chair, the Bylaws Committee has one (1) action item and one (1) informational item to present to the Board.

### ***Action Item***

#### **Consideration of Approval of Recommended Changes to the Bylaws**

The Bylaws Committee met on August 9<sup>th</sup>, 2022 and approved the following changes to the Foundation Bylaws:

1. Article I, Sections #1 (Mission), #2 (Defined Terms) and #3 (Office Location)
  - a. *Adding these three sections to the bylaws.*
2. Article I, Sections #6 (Conflict of Interest Policy) and #7 (Whistleblower Policy)
  - a. *Removing these two sections from the bylaws and adding them to the Foundation Policy Manual and the Foundation Board Toolkit.*
3. Article II, Section #10, Sub-Section A (Removal of a Member)
  - a. *Revising the language within this section of the bylaws.*

Each suggested change is outlined in the attached *Comparison Chart of Suggested Changes to Bylaws*.

***Madam Chair, the Bylaws Committee recommends that the full board approve the recommended changes to the Foundation Bylaws.***

### ***Informational Item***

#### **Board Elections Process Overview**

The Bylaws Committee will review and discuss suggested changes to the Board Elections process for board membership and board officers during our next Committee meeting, scheduled for August 11, 2023. Any suggested changes that board members would like included in the bylaws should forward them to Mr. Dulcio.

Madam Chair, this concludes the Bylaws Committee's Report.





## Comparison Chart of Suggested Changes to the Bylaws

May 10, 2023, Virtual Board Meeting

### "Suggested Changes"

#### **1) Article I, Section #1 - Mission**

*Suggested Change: Adding below language to Foundation Bylaws.*

The mission of the Florida Agricultural and Mechanical University Foundation, Inc. is to assist the University in achieving its mission by raising and stewarding contributions through exceptional management, investment, and administration of assets received.

#### **2) Article I, Section #2 – Defined Terms**

*Suggested Change: Adding below language to Foundation Bylaws.*

Capitalized terms used in these Bylaws shall have the meanings ascribed to them in that or as defined below.

#### **Definitions**

1. "Advancement" means the Florida Agricultural and Mechanical University Office for Advancement. When Advancement employees are authorized by these Bylaws or the Executive Board to act for the Foundation, they are acting within the scope of their University employment as an agent of the Foundation.
2. "Board of Trustees" or "BOT" means the Florida Agricultural and Mechanical University Board of Trustees.
3. "Directors" means Elected Directors and Ex-officio Directors of the Executive Board.
4. "Elected Directors" are those directors confirmed by the University President and elected by the Executive Board.
5. "Ex-officio Directors" means the Directors listed in Article II, Section 3.
6. "For cause" means actions or omissions that may adversely reflect on the interests or reputation of the Foundation or the University, as determined by the University President after consulting with the Executive Board or its authorized designee acting as a senior executive of the Foundation. Any such determination may be made by the University President at any time and need not depend on the conclusion of any external determination or process.



## Comparison Chart of Suggested Changes to the Bylaws

May 10, 2023, Virtual Board Meeting

### "Suggested Changes"

7. "Foundation" means the Florida Agricultural and Mechanical University Foundation, Inc.
8. "Officers" means the Foundation Chair, Vice Chair, Secretary, Treasurer, and any other officers deemed necessary by the Executive Board.
9. "Unacceptable performance" means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Foundation and the University, as determined by the University President after consulting with the Executive Board or its authorized designee acting as a senior executive of the Foundation.
10. "University" means Florida Agricultural and Mechanical University.
11. "University President" or "President" means the President of Florida Agricultural and Mechanical University.

"Vacancy" means and shall be deemed to occur upon the incapacity, death, resignation, or removal of the incumbent of an Executive Board or Officer position. Incapacity (which includes abandonment) shall be deemed to occur when, for any reason and regardless of intent, the incumbent does not or cannot fulfill the material duties of the position for 30 consecutive days or 45 days total in any six-month period, unless the Executive Board resolves not to treat such circumstances as a vacancy. Incapacity shall also occur upon the incumbent's acknowledgement in writing that he or she intends not to perform, or is or will be unable to perform, the material duties of the position for at least either of such period of days, unless Executive Board resolves not to treat such circumstances as a vacancy. The Vice President for University Advancement/Executive Director shall notify all Executive Board members upon the occurrence of a vacancy and shall specify the cause. If questioned, the Executive Board's determination, made at a special or regular meeting held for that purpose within 14 days after the Vice President for University Advancement/Executive Director's notice, shall be binding. The substantive provisions in this definition of vacancy are incorporated in these Bylaws wherever a vacancy is addressed.

### **3) Article I, Section #3 – Office Location**

*Suggested Change: Adding below language to Foundation Bylaws.*

The principal office location of the Foundation will be located in Tallahassee, Leon County, Florida.



## Comparison Chart of Suggested Changes to the Bylaws

May 10, 2023, Virtual Board Meeting

### "Suggested Changes"

#### **4) Article I, Section #6 – Conflict of Interest Policy**

*Suggested Change: Remove this section from the Foundation Bylaws and add it to the Foundation Policy Manual.*

Generally, conflicts arise when a Board member or Foundation Officer has an existing or potential financial or other interest which impairs, or might appear to impair, his/her independence or objectivity in serving the Foundation or the member or officer might derive, or appear to derive, a financial or other material benefit from confidential information learned in the course of his / her board service.

Disclosure is required, and abstention or recusal may be necessary, whenever a member or Officer or a related party (as described below) engages in the following activity:

1. has a material interest in any transaction or any proposed transaction to which the University or Foundation was or is to be a party, or serves as a director, officer, trustee, partner, employer, or employee of any person or entity having a material interest in an actual or proposed transaction with the University or the Foundation, or
2. serves as a director, officer, trustee, partner, employer, or employee of any person or entity that competes directly with the University or the Foundation, holds more than 5% of the stock or equity of any such organization, or has received substantial compensation, gifts, or services from any such organization or person.

For purposes of Paragraphs 1 and 2 above, a related party shall be defined as: one's spouse, domestic partner, ancestors, children, grandchildren, great-grandchildren, siblings (whether by whole or half-blood), or the spouses of children, grandchildren, great-grandchildren, or siblings.



## Comparison Chart of Suggested Changes to the Bylaws

May 10, 2023, Virtual Board Meeting

### **5) Article I, Section #7 – Whistleblower Policy**

*Suggested Change: Remove this section from the Foundation Bylaws and add it to the Foundation Policy Manual.*

The Foundation strives to maintain the highest level of stewardship. Directors and employees are expected to observe the applicable provisions of the Code of Ethics for Public Officers and Employees, Part III of Chapter 112, Florida Statutes, and are herein advised that fraudulent and other wrongful acts will not be tolerated. In accordance with this goal the Foundation subscribes to all applicable University and State of Florida policies regarding the protection of whistleblowers. If any employee reasonably believes that some policy, practice, or activity of the Foundation is in violation of law, a written complaint must be filed by that employee *immediately* with the Executive Director, unless the violation involves the Executive Director, the University's Division of Audit, or the Compliance Office. It is the intent of Foundation to adhere to all laws and regulations that apply to the Organization and the underlying purpose of this policy is to support the Organization's goal of legal compliance. The support of all Board members and employees is necessary to achieving compliance with various laws and regulations. An employee or Board member acting in good faith and with a reasonable belief is protected from retaliation in accordance with applicable law. The protection described below is available to employees or members who comply with this requirement.

The Foundation will not retaliate against an employee or member who in good faith has made a protest or raised a complaint against some practice of the Foundation, Director, or of another individual or entity with whom the Foundation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. The Foundation will not retaliate against persons who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Foundation or a member thereof that the person reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, of the Foundation or the University.

Each member should manifest a commitment to accountability and transparency and should exemplify the behavior he/she expects of other participants in the governance process. As a corporate, policy-making body, Board members must ensure Board policies and practices are current and that the Board speaks with one voice.



## Comparison Chart of Suggested Changes to the Bylaws

May 10, 2023, Virtual Board Meeting

### **6) Article II, Section #10 – Removal of a Member**

*Suggested Change: Removing Old Language and included new/suggested Language within the Foundation Bylaws.*

**Old Language:** ~~Notwithstanding the provisions of Article IV, Section 1(f) of these Bylaws, an elected director may be removed, with cause, by a majority vote of the Board of Directors by reason of the following:~~

**New/Suggested Language:** An Elected Director may be removed by a two-thirds vote of the Board of Directors present and voting, whenever in the Board's judgment the interests of the Foundation would be best served. Examples of a reason an elected director may be removed include, but is not limited to, the following:

### **7) Article II, Section #10, Sub-Section A – Removal of a Member**

*Suggested Change: Revising below language within the Foundation Bylaws.*

- (a) refusal or failure to fulfill his or her annual financial responsibility to the Foundation, as promulgated from time to time in the Foundation's Policy and Procedures, ~~not later than March 31st in advance of the annual Spring meeting of the Foundation~~ from January 31st thru December 31st.

# Florida A&M University Foundation, Inc.

Virtual Board of Directors Meeting

Wednesday, May 10, 2023

---

## DEVELOPMENT COMMITTEE REPORT

Dir. John Crossman, Chair

Madam Chair, the Development Committee has two (2) informational items to present to the Board.

### ***Informational Items***

#### **Meetings with Deans**

The Committee is moving forward with meeting with the Deans to get an understanding of their vision and what their needs are to successfully fundraise for them. We are asking each Dean to create a list of twenty-five (25) companies that they would like to have a relationship with and that one of the board members will assist to make the connection. In an ideal world this will create a list of 300 companies and each board member will work to make the connection back to the University. To date, Director Crossman has met with the Interim Provost and three Deans, including the College of Graduate Studies, Research and Continuing Education, the School of Architecture and Engineering Technology and the College of Law. All three very good meetings. The next step is the follow-up and getting the company prospect names.

Ms. Hankerson is working with Directors King and Whittley to assist with a few of the remaining Deans.

#### **New Position**

The tracking of the list of 300 companies becomes vitally important and having someone on staff who could assist with the managing of the list is crucial. Director Crossman developed a job description for the new position in the Office of University Advancement. This new position will be responsible for creating, implementing, and maintaining reports of potential donors capable of giving at least \$100,000 annually, this position will be keenly focused on projects that nets a significant ROI.

Madam Chair, this concludes the Development Committee's Report.