

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



**Governance Committee Meeting
Wednesday, May 11, 2016
Time: 10:45 a.m.
Conference Call**

Committee Members: Gary McCoy, Chair
Trustee Perry, Trustee Moore, Trustee Reed, Trustee Warren

AGENDA

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

ACTION ITEM

- | | | |
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| III. | Approval of Minutes – February 10, 2016 | Chair McCoy |
| IV. | Approval of Charter for Governance Committee | Chair McCoy |
| V. | Approval of Amendments to BOT Operating Procedures | Chair McCoy |

INFORMATION ITEM

- | | | |
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| VI. | Review Governor Committee's Action Item Matrix | Chair McCoy |
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Adjournment



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

Governance Committee

Date: May 11, 2016

Agenda Item: III

Item Origination and Authorization

Policy _____ Award of Bid _____ Budget Amendment _____ Change Order _____
Resolution _____ Contract _____ Grant _____ Other _____

Action of Board

Approved _____ Approved w/ Conditions _____ Disapproved _____ Continued _____ Withdrawn _____

Subject: Governance – Minutes for February 10, 2016

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

Attachments: Minutes for February 10, 2016

Recommendation: Approve the minutes of February 10, 2016



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

Governance Committee

Date: May 11, 2016

Agenda Item: IV

Item Origination and Authorization

Policy _____	Award of Bid _____	Budget Amendment _____	Change Order _____
Resolution _____	Contract _____	Grant _____	Other _____

Action of Board

Approved _____	Approved w/ Conditions _____	Disapproved _____	Continued _____	Withdrawn _____
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Subject: Governance – Approval of the Charter of the Governance Committee

Rationale: The Governance Committee is essential to helping the Board operate effectively and identifying best practices in governance and introducing them to the Board and its committees. Given the importance of the Committee, it is important that it has a charter that clearly articulates the Committee's roles and responsibilities. ☐

Attachments: Proposed Governance Committee Charter

Recommendation: Approve the proposed charter.

FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY

Board of Trustees

Governance Committee Charter

1. Purpose and Objectives

The Board of Trustees has established the Governance Committee, pursuant to Section 4.27 of the Board of Trustees Operating Procedures. The primary function of the Governance Committee is to ensure the integrity of the Board and improve Board performance. The Governance Committee principal activities will include:

- Approving annually the charters for standing Board committees;
- Reviewing periodically Board Operating Procedures;
- Initiating Board training when appropriate;
- Evaluating the Board's performance;
- Periodically reviewing Board of Trustees' governance;
- Overseeing University collective bargaining agreements;
- Overseeing public and governmental relations; and
- Providing oversight concerning these matters and making reports to the Board as appropriate.

2. Authority

The Board authorizes the Committee to:

- 2.1 Perform activities within the scope of its charter.
- 2.2 Engage advisors as it deems necessary to carry out its duties.
- 2.3 Have unrestricted access to management, faculty, and employees of Florida A&M University and its Direct Support Organizations and affiliates. The Committee may request special reports from members of the University or Direct Support Organization management personnel on topics that may enhance its understanding of their activities and operations as it relates to the Governance Committee's mission.
- 2.4 Nothing in this Charter shall be construed to limit the authority of the Board of Trustees or Governance Committee.

3. Organization and Composition

- 3.1 The Chair of the Board shall appoint the chair and members of the Governance Committee as provided in the Board Operating Procedures.
- 3.2 The Governance Committee will consist of at least three but no more than seven members.
- 3.3 Members will serve on the Governance Committee until their resignation or removal from the Committee by the Chair of the Board.

4 Meetings, Agendas, and Minutes

- 4.1 A simple majority of the members of the Governance Committee will constitute a quorum for the transaction of business.
- 4.2 Meetings will be held not less than two times per year.
- 4.3 The Governance Committee will maintain written minutes of its meetings.
- 4.4 The chair of the Governance Committee, in collaboration with the staff designee, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to Governance Committee members at least seven days in advance of the meeting. Minutes of all meetings shall be drafted by the staff designee, reviewed by the Governance Committee chair, and approved by Committee members at the following meeting.

5 Responsibilities and Duties

In addition to the duties as provided in the Board of Trustees Operating Procedures, the Governance Committee will fulfill their duties and responsibilities as follows:

- 5.1 Oversee the implementation and effectiveness of the Operating Procedures and other governance documents, and recommend modifications as needed. Annually review the Board Operating Procedures. .
- 5.2 Review, inform members of best practices, and make recommendations on matters of Board governance to the Board and its committees.
- 5.3 Develop and recommend to the Board the number and structure of standing committees and approve the charters for standing committees annually..

Oversee the implementation and effectiveness of the Operating Procedures and other governance documents, and recommend modifications as needed. Annually review the Board Operating Procedures.

- 5.4 Oversee and participate in an evaluation of Board effectiveness, including the performance of the Board, Board committees, and Board members annually.
- 5.5 Develop and provide recommendations to the Board regarding Board member education, new member orientation, and regularly scheduled Board
- 5.6 Fulfill any other responsibilities as assigned by Florida A&M University Board of Trustees or the Board Chair, and make recommendations and reports to the Board as appropriate on the matters herein.

Adoption of Charter

I HEREBY CERTIFY that the Florida A&M University Board of Trustees adopted this Governance Committee Charter at its regularly scheduled meeting on

Secretary
Florida A&M University Board of Trustees



Florida Agricultural and Mechanical University
Board of Trustees Action Item

Meeting Date May 11, 2016

Agenda Item

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

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

Subject: Amendment to Board of Trustees Operating Procedures

Rationale: House Bill 7029 requires each state university board of trustees to select its chair and vice chair from the appointed members, with specified term limits, and publish notification requirements regarding attendance and meeting materials.

The attached sections of the FAMU BOT Operating Procedures have been amended to reflect these mandates:

- 3.2 Selection and Removal
- 3.3 Chair
- 5.10 Minutes

Recommendation: Approve the aforementioned amendments to the BOT Operating Procedures.

federal and state laws and rules and regulations of the Board of Governors. The Board shall have the power to carry out all lawful functions permitted by these operating procedures, by regulation and policies of the Board of Governors, and by the Constitution and laws of the State of Florida, as now or hereafter established.

The Board may adopt rules, regulations, and policies consistent with the University's mission, with law and with the rules and regulations of the Board of Governors, to fulfill its obligations under the law.

- 2.4 CORPORATE SEAL** - The Corporate Seal shall be used only in connection with the transaction of business of the Board and of the University. The Corporate Secretary may affix the seal on any document signed on behalf of the Board.

ARTICLE 3: OFFICERS OF THE BOARD

- 3.1 OFFICERS** - The Corporate Officers of the Board are the Chair, Vice Chair, and Executive Officer/Corporate Secretary.
- 3.2 SELECTION and REMOVAL** - The Board shall select its Chair and Vice Chair from the appointed members at its first regular meeting after July in odd numbered years. The Chair shall serve for two (2) years and may be reselected for one (1) additional consecutive 2-year term. For each consecutive term beyond two terms, the Board may reselect the Chair by an affirmative vote of no less than two-thirds (2/3) of the members of the Board. ~~Officers~~ The Chair and Vice Chair may be removed after reasonable notice by an affirmative vote of no less than two-thirds (2/3) of the members of the Board.
- 3.3 CHAIR** - The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, attesting to actions of the Board, appointing members of standing or other committees, accepting service of process in all suits filed against the Board, and serving as the spokesperson for the Board. The Chair shall provide written notice to the Governor or Board of Governors, as applicable, when a Trustee has three (3) consecutive unexcused absences from a regular Board Meeting in any fiscal year.
- 3.4 VICE CHAIR** - The duty of the Vice Chair shall be to act as Chair due to the vacancy, absence or disability of the Chair.
- 3.5 EXECUTIVE OFFICER/CORPORATE SECRETARY** - the University President shall serve as Executive Officer and Corporate Secretary of the Board. The Corporate Secretary shall be responsible for providing notice of all meetings of the Board and its Committees; setting the agenda and compiling pertinent documents for meetings of the Board, in consultation with the Board Chair; recording and maintaining the minutes of any Board or Committee meeting,

shall have one (1) vote. A vote shall be recorded or counted for each Trustee present, except when, with respect to such Trustee, there is or appears to be, a possible conflict of interest under Sections 112.311, 112.313, and 112.3143, Florida Statutes. In such cases, the Trustee shall comply with disclosure requirements in Section 112.3143, Florida Statutes.

5.6.1 Proxies - The use of proxies for purposes of determining a quorum, for voting, or for any other purpose is prohibited.

5.7 MEETING BY TELEPHONE OR OTHER COMMUNICATIONS MEDIA TECHNOLOGY - With proper public notice, the Board or its Committees may participate in meetings by telephone conference call and other communications media technology, whereby all Trustees participating in the meeting can hear each other at the same time, to conduct business in the same manner as if the proceeding were held in person.

5.7.1 The notice of any meeting, which is to be conducted by means of communications media technology, will state where and how members of the public may gain access to the meeting.

5.8 RULES OF PROCEDURE –Meetings shall be conducted according to parliamentary rules in the latest edition of *Robert's Rules of Order*, unless otherwise modified by the Board and provided for within these operating procedures. The Board is required to make a motion or formally announce that the meeting time will be extended at the time the meeting is scheduled to adjourn.

5.9 AGENDA - The agenda for each meeting of the Board shall be prepared by the Corporate Secretary, in consultation with the Board Chair. The agenda shall be prepared in sufficient time prior to the meeting to ensure that a copy of the agenda will be provided to the Trustees at least fourteen (14) days in advance of the meeting. Supporting documentation shall be prepared in sufficient time prior to the meeting to ensure that a copy of such documents will be provided to the Trustees at least seven (7) days prior to the meeting. The Corporate Secretary shall mail or email a supplemental agenda to the Trustees prior to the meeting, if additional items or supporting documentation become available.

5.9.1 Addendum to Agenda. Any Trustee may, at any regular meeting, propose an addendum to the agenda. The Board may, by a majority, vote to consider and to take final action on the addendum to the agenda.

5.10 MINUTES - The Corporate Secretary shall be responsible for recording the detailed minutes of any Board or Committee meeting, including a record of all votes cast and attendance of each Trustee, and promptly transmitting a copy of the minutes to each Trustee or Committee member and to other parties deemed appropriate. Such detailed minutes shall be posted to the University's Board of Trustees' website no later than two (2) weeks after the Board Meeting.

Governance Committee's Action Item Matrix

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

Governance Committee's Action Item Matrix

9/14/16	Board approves committee charters	Full Board reviews and adopts charters recommended by the Charter Committee.	Board
9/15/16	Began review of Operating Procedures	Section 4.2.7 requires the Governance Committee to review the BOT Operating Procedures periodically.	Staff Liaison/General Counsel
10/25/16	Discuss any proposed changes to Operating Procedures	Committee reviews staff report on modifications, if any, needed to Operating Procedures.	Committee
11/30/16	Modify BOT Operation Procedures	Board adopts Committee's recommendations, if any, to modify Operating Procedures.	Board
5/9/17	Evaluate Board's performance	Pursuant to Section 4.2.7 of BOT Operating Procedures, Governance Committee must evaluate Board's performance.	Committee
6/7/17	Report on Board's performance	Chair of Governance Committee makes a report to full Board on Board's performance for the current year.	Chair

