

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

Board of Trustees Minutes
Thursday, March 5, 2020
Agenda Item: VIII

Subject: Board of Trustees Meeting Minutes

Proposed Board Action: Subject: Approval of the Minutes

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

Recommendation: Approve the Board of Trustees meeting minutes for:
December 5, 2019
February 4, 2020
February 20, 2020

Attachments: Yes, copies of the minutes are attached.

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



**MEETING MINUTES
December 5, 2019**

CALL TO ORDER AND WELCOME

Kelvin Lawson, Chair

Chair Lawson called the meeting to order. Linda Barge-Miles called the roll and a quorum was established. The following trustees were present: Cavazos, Dortch, Harper, Lawrence, Lawson, Moore, Moricette, Perry, Washington and Woody. Trustee Reed did not attend the meeting due to a prior work commitment.

Chair Lawson welcomed Trustee Kristin Harper, who was appointed to the Board of Trustees at the Board of Governors' October meeting.

PUBLIC COMMENTS

There were no requests for public comments.

PRESIDENT'S REPORT

Dr. Larry Robinson, President

President Larry Robinson provided the President's Report. He reported that the University is working to accomplish the goals agreed upon for 2019/2020. He shared that the status on the Performance Based metrics is preliminary, but forecasts are provided below:

Goal	Baseline	2019-20 Goal
Goal 1: Achieve an overall score on the metrics evaluated under the Performance Based Funding Model of at least 71 points.	70	≥71
Goal 2: Increase the University's four-year graduation rate from 22.5% to 30%.	22.5%	30%
Goal 3: Achieve first-time licensure pass rates that meet or exceed state or national benchmarks in Law (Goal: ≥80%), Nursing (≥85%), Pharmacy (≥85%) and Physical Therapy (≥78%).	Law - 47% Nursing - 82% Pharmacy - 75% Physical Therapy - 73%	Law ≥80% Nursing ≥85% Pharmacy ≥85% Physical Therapy ≥78%
Goal 4: Increase annual giving by 5% and continue plans to launch a capital campaign.	\$11.654M	\$12.206M
Goal 5: Implement the University's comprehensive service excellence plan to improve customer service in key administrative units.	Five Deliverables	Implement plan by June 30
Goal 6: Increase enrollment of FCS AA transfer students from 886 to 975.	886	975
Goal 7: Increase total R&D expenditures by 1%.	\$43.9M	\$44.3M
Goal 8: Ensure completion of CASS and residence hall on time and within budget.	CASS \$32,228,289 Residence Hall \$60M	CASS \$32,228,289 Residence Hall \$60M
Goal 9: Strengthen the University's financial health by achieving or exceeding a minimum debt coverage ratio ≥ 1.0.	3.47	≥1.0

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President Robinson stated that his team meets weekly and discusses its progress and action steps. They are also focused on the goals established in the Accountability Plan and the University's Strategic Plan.

Next, he recognized key hires, including the following;

- Dr. Alan Robertson, Vice President and Chief Financial Officer
- Chris Hessel, Associate Vice President for Construction and Safety
- Tonya Jackson, Assistant Vice President and University Controller
- Nichole Murry, University Budget Director
- Danielle McBeth Riley, Director of Government Relations
- Kortne Gosha, Vice President and Director of Athletics

He also acknowledged Richard Schweigert and Joyce Ingram for their contributions to the University over the past few months. President Robinson shared that position vacancy advertisements have been circulated for the deans of law and nursing.

Finally, President Robinson invited the Board to the program celebrating the success of the 2019 FAMU football team.

STUDENT GOVERNMENT ASSOCIATION (SGA) REPORT

Trustee Moricette reported that November 12-13, 2019, FAMU students, along with other State University Students from the Florida Student Association, met with legislators regarding their legislative agenda.

Upcoming projects with the SGA include FAMU Day at the Capitol, Be-Out Day, Leadership Series, College Pads Partnership, Resource and Benefits Fair and Strengthening Campus Partnerships. Trustee Moricette shared that the shuttle service provided by the SGA has been very successful, with pick-up locations on the Set, at Polkinghorne Village and Phase III. He also indicated that the SGA is also incorporating voter registration in many of their events.

FACULTY SENATE REPORT

Chair Lawson recognized Trustee Cavazos for the Faculty Senate report. Trustee Cavazos commended Provost Edington on his weekly updates regarding faculty and student activities and accomplishments. She highlighted Ashvini Chauhan, an associate professor in the School of the Environment, who was awarded \$1 million through the National Science Foundation for research on eastern oysters. This project will provide research opportunities for graduate and undergraduate students.

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Trustee Cavazos also shared that College of Law launched Project PASS (Performance Assessment and Strategic Support) which was created to help with bar exam readiness. She also indicated that 43.44% of the 2018 law school graduates found employment with law firms and the median salary for FAMU's law graduates was \$50,000.

STANDING COMMITTEE REPORTS

Chair Lawson informed the Board that their June 2020 meeting will be held immediately prior to the FAMU National Alumni Association meeting, and encouraged them to make plans to attend both meetings.

He then recognized the Committee chairs to present their respective reports.

Special Committee on Athletics

Kelvin Lawson, Chair

Chair Lawson shared that the Committee met and recommended approval of the athletics director's contract. They also heard an update to the athletic department's budget. He asked that staff provide the monthly athletics' update to the full Board.

Academic and Student Affairs

Trustee Nicole Washington, Chair

Trustee Washington reported that the Academic and Student Affairs Committee recommended approval of its three items that are included on the consent agenda: Tenure Upon Appointment for Dr. Richard Alo and Dr. Allyson Watson; amendment to Regulation 2.015, regarding admissions; and amended Regulation 2.030 regarding Student Activities.

Informational updates were provided on the following:

- Performance Based Funding Metrics
- Universities of Distinction Legislative Budget Request
- Research & Development
- Proposed new programs in Cybersecurity
- Textbook Affordability
- Medical Marijuana Education & Research Initiative.

The Student Affairs update included the Ignite transfer program, hazing prevention initiatives and the Financial Aid debt reduction system upgrade.

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Audit and Compliance

Trustee Belvin Perry, Vice Chair

The Audit and Compliance Committee recommended that the Board approve the Division of Audit work plan revisions; Board of Trustees Internal Control & Enterprise Risk Management Policy and the University Code of Conduct.

Trustee Perry also shared that the Committee received an update from Chief Compliance and Ethics Officer Calhoun regarding the mandatory training and office activities. VP Maleszewski also provided reports on audit and investigative follow-ups; external audits status; University fraud policy; Board Risk Appetite/Tolerance Statement; and the audit director position update.

Budget, Finance and Facilities

Trustee Kimberly Moore, Chair

Trustee Moore reported that the Budget, Finance and Facilities Committee recommended approval of the SGA carry forward funds, approval of the amphitheater funding, and approval of the additional capital to complete the 700-bed residence hall. The Committee noted that the resident hall and the amphitheater were recommended for full board approval, with the requirement that formal monthly reports would be provided to the Board to include: the lists of expenses, expenses to date, risks to timely completion of deliverables, and plans to deal with those risks.

Trustee Moore noted the items that needed follow-up action:

1. Review of construction contracts by the General Counsel to identify penalties that need to be enforced regarding overruns.
2. Monthly reports on the CASS building, as well as other construction project.
3. Report on how student fees are currently allocated.
4. President Robinson to address in an upcoming meeting the following areas: Plan to restore reserves, contingency planning for construction projects and oversight model.

Chair Lawson asked Trustee Moore to create a calendar regarding the reports she mentioned.

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Direct Support Organizations

Trustee Thomas Dortch, Chair

Chair Lawson recognized Trustee Dortch for the Direct Support Organization Report. Trustee Dortch shared that the University is receiving a \$500,000 donation to complete the new amphitheater and that the donor will be named upon receipt of family donation. The donor family has requested to remain anonymous at this time.

He shared that the Foundation Board approved an increase in its Budget, which includes withdrawing the remainder of available earnings, to provide additional funding in the areas of University support, donor outreach, and development support. The Committee also recommended approval of new DSO board members.

Total giving to-date was at \$2.93M, with a pledge fulfillment rate of \$334,000. Affinity giving groups contributed over \$702,000 for the fiscal year. Finally, updates were provided on the DSO's activities.

Governance

Trustee Thomas Dortch, Chair

The General Counsel recommended that the Committee place the "Unmanned Aircraft Systems" policy in abeyance, pending feedback from the Division of Research, regarding possible funding. The policy will be placed on the next committee meeting agenda.

The Committee also heard a presentation from Dr. Melanie Wicinski regarding recommendations for changes to the presidential evaluation tool the Board uses. The Committee provided several recommendations regarding the structure of the evaluation. Chair Lawson indicated that he would provide an updated timeline in January 2020, to ensure the timely development and deployment of the evaluation.

CONSENT AGENDA

Chair Lawson reviewed the Consent Agenda. He noted the removal of items BFF4 - Resolution Updating the University's Signatories, DSO1 - Naming of New Amphitheater and G-1 the Unmanned Aircraft Policy from the Consent Agenda. Trustee Washington moved approval of the Consent Agenda. The motion was seconded by Trustee Woody and the motion carried.

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The consent agenda included the following items:

Board of Trustees (BT)

- BT1 Minutes – September 19, 2019
- BT2 Minutes – October 17, 2019

Academic and Student Affairs Committee (ASA)

- ASA1 Tenure Upon Appointment (2)
- ASA2 Amended Regulation 2.015
- ASA3 Amended Regulation 2.030

Special Committee on Athletics (A1)

- A1 Athletic Director's Employment Agreement

Audit and Compliance Committee (AC)

- AC1 Revised Division of Audit Work Plan
- AC2 BOT Internal Control & Enterprise Risk Management Policy
- AC3 Code of Conduct Policy

Budget, Finance and Facilities Committee (BFF)

- BFF1 SGA Carry Forward Funds
- BFF2 Amphitheatre Funding
- BFF3 Additional Capital to Complete 700-Bed Residence Hall
- BFF5 Oracle Contract
- BFF6 Student Fee Committee Recommendations

Direct Support Organizations Committee (DSO)

- DSO2 Revised FY 2019-2020 FAMU Foundation Budget
- DSO3 FAMU Foundation Board of Directors
 - Kenneth Neighbors
 - G. Scott Uzzell
 - T.J. Rose
 - Kenya Washington-Johnson

Next, Attorney Wallace recommended that Joyce Ingram be kept on the Banking Resolution until the other two newly appointed individuals can be vetted by the bank. This recommendation will ensure that the University has sufficient signatories. Trustee Perry moved approval of the recommendation. It was seconded by Trustee Moore and the motion carried.

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Chair Lawson recognized VP Friday-Stroud to address the naming of the amphitheater. The fundraising goal for the amphitheater was \$500K, which was 25% of the cost of the facility. She noted that the current donation is consistent with the policy and clarified that this is a gift-related naming.

Trustee Moore moved that staff review the naming policy in general. In their review they should consider designating the president as the arbiter, in the event there is a disagreement over the hyphenation of the named facility. Staff should consider including language providing a perpetual term for a donor that gives a 100% donation. The motion was seconded by Trustee Washington and the motion carried.

Trustee Harper moved that the current gift agreement include language providing that the President is the final authority on how future names are listed, in which order. The motion was seconded by Trustee Perry and the motion carried.

Trustee Moore moved approval of the naming of the amphitheater. It was seconded by Trustee Perry and the motion carried.

ADJOURNMENT:

There being no further business for the Board, the meeting adjourned.



**Board of Trustees Conference Call
Meeting Minutes
Tuesday, February 4, 2020**

Vice Chair Kimberly Moore called the meeting to order at 12:03 pm. Trustees Cavazos, Dortch, Harper, Lawrence, Moore, Perry, Reed, Washington, and Woody were present and established a quorum. Trustee Lawson did not participate in the call due to a prior business-related commitment. Trustee Moricette joined the meeting after the roll-call.

Trustee Moore stated that the purpose of the meeting was to hold an attorney/client closed-session pertaining to pending litigation. General Counsel Denise Wallace provided background and instructions for the closed-session. Vice Chair Moore indicated that the following individuals would participate in the closed session: the FAMU Board of Trustees; President Larry Robinson; University Attorneys Denise Wallace, Shira Thomas, David Self and Candace Stewart-Morris; outside counsel Rob Larkin; and the certified court reporter Nancy Metzke. Trustee Woody moved that the Board go into a closed-session. The motion was seconded by Trustee Perry and the motion carried.

Attorney Wallace indicated that the closed-session had concluded and that they were back in the open-session at 12:48 p.m. Vice Chair Moore asked if there was a motion to entertain. Trustee Dortch moved that the Board approve the Option 1 settlement offer, with Option 2 as a fallback, and that the chair, the vice chair and the president, working with counsel, will make the final determination, if Option 1 is not available. The motion was seconded by Trustee Woody and the motion passed unanimously.

With there being no further business, the meeting adjourned.



**Board of Trustees Conference Call
Meeting Minutes
Thursday, February 20, 2020**

Chair Kelvin Lawson called the meeting to order. Trustees Cavazos, Dortch, Harper, Lawson, Moore, Washington, and Woody were present, establishing a quorum. Trustees Lawrence, Reed, and Perry did not participate in the call due to prior business-related commitments. Trustee Moricette joined the meeting after the roll-call was completed.

Chair Lawson reminded the Board that they had been provided a copy of the Performance-Based Funding Data Integrity Audit Report. He stated that this annual audit, which is required by Florida law, verifies the completeness, accuracy, and timeliness of data submitted to the Board of Governors. Vice President Joe Maleszewski shared that the audit concluded that FAMU's controls and processes are adequate to ensure completeness of data submitted to the Board of Governors (BOG) in support of performance-based funding (PBF). The audit also did not reveal any material errors within the data files submitted.

The audit did disclose an error within the method used by the BOG to calculate Metric 10: "Number of Bachelor's Degrees Awarded to Transfers with AA Degrees from Florida College System (FCS)." This could materially impact FAMU's overall ranking among State University System institutions. Their calculations did not exclude transfers from FCS institutions, who later received their AA from FAMU after matriculation. As a result, the number of bachelor's degrees awarded to transfers with AA degrees from FCS institutions was overstated. VP Maleszewski indicated that the University is working with BOG staff to establish a fair and equitable benchmark for Metric 10, based upon the revised method, to ensure that this change does not negatively impact FAMU's PBF evaluation and scoring. Trustee Dortch moved approval of the audit. The motion was seconded by Trustee Moore and the motion passed unanimously.

With there being no further business, the meeting adjourned.