

**FLORIDA A&M UNIVERSITY
BOARD OF TRUSTEES
RETREAT MINUTES
MAY 5, 2013
9:00 A.M.**

Trustees present: Torey Alston, Solomon Badger, Glen Gilzean, Kelvin Lawson, Spurgeon McWilliams, Rufus Montgomery, Narayan Persaud, Belinda Shannon, Anthony Siders, Marjorie Turnbull, Cleve Warren, and Karl White.

Others present: Dr. Larry Robinson, Linda Barge-Miles, Pamela Tolson, Jenni Bury, Vernon Bryant and Thomas Haynes.

Chairman Solomon Badger addressed the Board and welcomed them to the Retreat. He stated that he wanted it to be informal. He said that the first portion of the retreat would be dedicated to team-building, facilitated by Mrs. Arnell Bryant Willis. During the second part of the retreat the Board would work on expectations for the interim president, Dr. Larry Robinson.

Team Building and Board Operations:

Mrs. Bryant Willis led the Board through the True Colors team building exercise. Trustee Turnbull suggested, and the other members agreed, that the members that were not present should have an opportunity to go through the True Colors exercise.

At the conclusion of that exercise, Mrs. Bryant Willis had dialogue with the Board regarding best board practices. She highlighted the following:

1. Completing an evaluation of board committee structures:
 - a. Number of committees
 - b. Chapter/charter of each
 - c. Composition and membership required
2. Conducting an assessment of committee reporting requirements and board membership protocols:
 - a. Nominating and appointment processes
 - b. Trustee development
 - c. Succession planning for board and committee leadership
3. Actively seeking opportunities for integrated board committee decision making.
4. Regularly assessing the skills and interests of individual board members, along with their commitment to best practice governance.
5. Shared governance is not easy to implement - It takes experimentation, openness, and trust:
 - a. The board chair has the responsibility of promoting shared governance and must have a close working relationship with the president, characterized by openness and honesty.

- b. The board should be aware of the temptation to micromanage the institutions.
 - i. This may occur by engaging in close relationships with senior administrators.
6. Back channel talk undermines the president's legitimacy.
- a. Boards should-could-may:
 - i. Invite faculty members through the President, to participate in deliberations about key institutional decisions;
 - Decision-making process may be slowed, but the results are more easily accepted if the faculty participates.

Next, the Board discussed potential enhancements to its operating procedures. Trustee Alston presented suggested changes to the following:

- Section 4.1 Executive Committee – to clarify the number of Trustees that serve on the committee. Note that chair of DSO committee is not included on the executive committee.
- Article 8 Appearances Before the Board – to clarify topics addressed by members to the public and adds a provision ensuring follow-up on issues address to Board by staff in a timely manner.

Through their discussions, the Board further identified additional enhancements to the operating procedures to include, but not be limited to the following:

- The Board suggested creating a sign-in form for public comments which includes the agenda item or issue being addressed.
- The Board suggested that staff review best practices for board policies and operating procedures. Look at by-laws/operating procedures at the other Universities in the SUS. The Board requested a total review of its procedures, but specifically asked that the following matters be reviewed:
 - i. Board's ethics policy and abstaining from voting
 - ii. Function of executive committee
 - iii. More effective committee structure
 - iv. How can the Board economize its meetings (1 day rather than 2 or more utilization of Executive Committee)
 - v. Emergency meetings (Notice period)
 - vi. Providing agendas 14 days in advance and materials 7 days in advance
 - vii. Define "mail", to include email
 - viii. Travel for Board members on official university business
 - ix. Presence of legal counsel at all Board meetings
 - x. Clarify language regarding public comments
 - xi. Clarify language regarding request to place items on the agenda by individuals or groups

- xii. Address requirement of responding to public comments, as soon as possible
- xiii. Review board operating procedures annually
- xiv. Best practices regarding vice chair ascending to chair vs. appointment to committee chair by Board chair
- xv. Standard time period for Board to get questions to staff, prior to Board meeting
- xvi. Clarify the meaning of “written notice”
- xvii. How do other universities deal with changing agendas for special meetings
- xviii. Clarify whether it is a best practice for the Board to be provided verbal or written notice (i.e. speak with half of the Board and give other half written notice)
- xix. Clarify what “majority of the Board” means
- xx. Clarify language such as “mail” (i.e. email, postal system)
- xxi. Review the provisions that include “may” (i.e. reimbursement, insurance coverage)
- xxii. Chair is official representative of the Board

The next step regarding operating procedures will include staff coming back to the Board with recommendations regarding best practices. The Board suggested that the General Counsel’s office review any potential changes to the operating procedures for legal sufficiency, including review of University’s response to matters raised during the public comment section. The Board indicated that its practices should be codified into its Board Operating Procedures and that a specific individual should be charged with maintaining the Board’s Operating Procedures.

It is anticipated that a complete review of the document should be completed by the August 2013 meeting.

Board Expectations:

Dr. Badger then asked Dr. Robinson to address the Board. Dr. Robinson reviewed the University’s Strategic Plan and highlighted areas that he believed warranted changes. The Board then individually indicated their expectations:

Lawson:

- a. Real significant push to improve enrolment.
- b. Perform organizational audit to see if we have the right players on the bus.

Shannon:

- a. Evaluate capability of university talent in all direct reports to President + 2 more levels down to ensure experience, credentials, performance meet the needs of a more complex, larger, competitive FAMU. Take action to replace where talent/expertise/performance falls short of what is needed.

Persuad:

a. Carefully select competent administrative staff from the provost on down to department chairs.

Siders:

a. Leadership team should maintain line of communication with students.

Alston:

a. Increase number of out-of-state students.

b. Fill interim roles at dean's levels & ensure there are competent V.P.'s.

c. Targeted focus on these critical areas: administrative/finance, legal affairs, government relations and communications

McWilliams:

a. Use all resources, including BOT in an advisory capacity.

b. Leadership Team – President needs to get best talent he can find.

Badger:

a. Use multi-year contracts as a tool to fill strategic positions.

Warren:

a. Improve customer service.

b. Give attention to best practices around the country re: funding our needs.

Turnbull:

a. Cultural change in internal fiscal management.

b. External fund raising, the foundation needs sufficient staff that is experienced.

White:

a. Change in culture re: the way things supposed to operate.

b. Get appropriate talent to fill positions.

c. Need a real plan re: admitting/enrolling profile admits.

Gilzean:

a. Look at fixing the culture of service, i.e. financial aid.

b. Target recruiting international students.

c. Ensure staff evaluations are conducted.

d. Establish more partnerships with urban school systems.

Montgomery:

a. Contracts – Look at hiring independent contractors to review RFP's.

b. Government relations – outsource; eliminate budget;

c. Communications - outsource. Using outside firms now.

c. Find the people who are the problem.

d. Create student recruitment plan using alumni, legislators that are alums, other stakeholders.

Finally, the Board had an extensive discussion regarding the food service RFP that will be advertised. The Board indicated that the University should hire a second consultant to review the RFP prior to advertisement. Dr. Robinson assured the Board that another consultant would be hired.

With there being no additional business for the Board, the meeting adjourned.