

Summary Minutes
FAMU BOARD OF TRUSTEES MEETING
Emergency Called Meeting
Monday July 16, 2012

Chairman Solomon Badger called the meeting to order at 9:05 a.m. Chairman Badger noted that the meeting resulted from the request of members of the Board and informed the board that President Ammons was invited to join the call.

Attorney Fuse-Hall called the roll and the following Trustees were present and participated in the meeting: Chairman Solomon Badger, Trustee Torey Alston, Trustee William Jennings, Trustee Charles Langston, Trustee Kelvin Lawson, Trustee Narayan Persaud, Trustee Belinda Shannon, Trustee Marjorie Turnbull, Trustee Cleve Warren, Trustee Marissa West, and Trustee Karl White. A quorum was established.

Chairman Badger announced that he would begin today's conversation with the next steps following the board's receipt of the President's resignation letter. Board members, per the chairman's request, received from the staff the pertinent rules and regulations along with the agenda of today's meeting.

Board of Governors (BOG) Regulation 1.001 notes that an interim president as well as the next president must be confirmed by the BOG. The chairman noted that "I have been in conversations with Attorney Dean Colson, chairman of the Board of Governors." Chairman Colson informed him that the searches at the University of Florida and Florida A&M University (FAMU) will operate in a very similar fashion, with members of the BOG participating in the search process.

The chairman thanked the members of the board that submitted items for the agenda which resulted in the agenda, and that the agenda will guide the board meeting. He reminded the board that "I still think that our next regular board meeting should occur in mid-August instead of September."

Chairman Badger noted that the first order of business was to determine the next steps beginning with the 90-day notice period that the president provided the board before his resignation becomes effective on October 11, 2012.

Before the discussion began, the chairman informed the board that following extensive discussions with President Ammons, he would “like to bring this suggestion to the board for its review and action.” He noted that FAMU Regulation 1.017 outlines a succession of authority protocol. In the absence of the president, the leadership succession is the provost; in the absence of those two, then the CFO, and so on through the various Vice Presidents. This information was sent to board members late last night.

After speaking with Dr. Ammons, the chairman and the president asked the board to consider the following:

1. to waive the contractual requirement of a 90-day notice and make the president’s resignation effective today, July 16, 2012. Following the effective date, Dr. Ammons will begin his sabbatical leave as noted in his contract;
2. to pay the 2010-11 bonus at the minimum contractual level of 25% based on the evaluation presented by Dr. Penson; and finally
3. to pay the 2011-12 bonus at the mid-contractual level of 5% based on the annual report that the president submitted to the board on the mutually agreed upon objectives.

The chairman asked President Ammons if this was an acceptable next step for him and Dr. Ammons responded, “Yes.”

Trustee West moved approval of the three agreed upon items (President Ammons’ resignation date effective July 16 and the bonus payments.) Trustee Persaud seconded the motion.

The chairman opened the floor for discussion on the motion.

Trustee West noted that,

Since we are upon this, I think it’s very, very important that as a board we be more decisive right now. It’s very important that we ensure stability. So, with the previous motion being made, and of course, I moved it, I think that FAMU pretty much needs immediate stability at this point. I don’t think that we can afford to be left vulnerable. And I think that we need to ensure that a very smooth transitioning in the upcoming days, months, weeks, in the interest of stability and keeping any other external factors out of this process, I think that we should consider introducing an additional motion. And that motion would be to appoint Provost Larry Robinson the interim president of FAMU. As previously mentioned by yourself, Mr. Chairman, the provost is

naturally second in line here at the University. I think the University should typically expect the provost to be ready to step up in that type of situation. And I think appointing the Provost in the interim presidency will follow the motion that was previously made. ...And I intend to make it formal at the appropriate time.

Trustee Persaud inquired whether the motion pertained to Dr. Ammons' resignation taking effect immediately; the chair responded, "Yes, that is correct." Therefore, Trustee Persaud agreed that the board should vote to on an interim president immediately, given the current circumstances.

The chairman restated that the motion was for the three items previously stated and that the president agreed to and the motion will "put the board in total agreement with that."

The vote was taken and the chairman announced that the motion passed unanimously.

The chairman referred to the agenda, which outlined that at its next meeting, "hopefully in a face-to-face format," the board can discuss the various components related to the presidential search. The chairman noted that this was not an exhaustive list and asked members to submit their additional items for consideration and discussion to Ms. Fuse-Hall as the agenda "continues to develop." Further, he asked members to inform her of any background information that the members would like to receive in preparation for this meeting. The chairman asked Mrs. Fuse-Hall to poll the board as soon as possible on proposed dates of August 15-16 or August 22-23, which would occur in the typical Wednesday-Thursday format.

Chairman Badger recognized Trustee West. Trustee West noted that the University was facing an emergency situation "as the agenda suggests, this is an emergency meeting. I think that right now, we can't afford to have any type of experiments and be left vulnerable in the coming days, weeks, months." She stressed the importance of FAMU protecting itself, "to move forward, and to have as smooth of a transition as possible." She noted that Provost Robinson was qualified, and

Honestly, as the Student Body President, I can tell you that Dr. Robinson has a lot of confidence of the student body of this University and I think that a lot of students are concerned that Dr. Ammons has resigned and now based off our prior motion it is official today, being effective today; students are

concerned that you know (inaudible) having an interim president and a permanent president. So I think now, it is the appropriate time to move forward with the emergency, unexpected, abrupt situation and **I think we should definitely go ahead and appoint the provost, Dr. Robinson, as our interim president. And I make that motion at this time.**

Trustee Turnbull seconded the motion.

The chairman opened the floor for discussion on the motion.

Trustee Warren inquired whether it was necessary to appoint the provost as interim in light of the order of succession where the provost assumes the presidency in the president's absence. He asked whether there was a legal requirement since he assumes the position any way?

As a point of information, Attorney Fuse-Hall noted in accordance with the SACS Core Requirement there has to be a named CEO of the University. Trustee Warren inquired if the board had to vote on an interim today given the succession policy? Vice President McKnight responded that the succession plan means that the interim would be voted upon due to the SACS Core Requirement 2.3 and BOG Regulation 1.001. The board can vote upon the motion at its pleasure.

Trustee West responded that regardless of the succession policy, without the motion, "it leaves things lingering and it's not my intention to have anything lingering at this point and time. I think we have to be decisive, right now, today, at this moment." She advocated for a formal and decisive approach.

Trustee Langston offered his support of Vice President Robinson; however, he didn't feel the pressure "of making that decision today" and it has to go to the Board of Governors for action. He preferred establishing a selection committee and determining a process that is very quick. "This is a very important decision and will be with the University for possibly a year." He encouraged the board to have a committee consider names and the board act upon the committee's motion later this week.

Trustee Turnbull suggested that the board is in the posture of making some very significant decisions about an interim and new president. She noted that with external people viewing the University, "we need someone designated as the interim president. We need to meet face-to-face and not via conference call." She asked for someone to present the (search) process to the board and hear if Dr. Robinson wants to serve in this role for the length of the presidential search, which

may take longer than anticipated. She urged the board to exercise “very savvy judgments on how we move forward.” Further, she noted that “without clear leadership as to who speaks for the University, that’s pretty important for people outside looking in and particularly future candidates. I think potential candidates will be looking at how this board handles this process.” She encouraged the members to adopt the motion.

Trustee Persaud noted that the faculty is fully supportive of Dr. Robinson, which “will provide continuity and follow through in this time of crisis of the University. Dr. Robinson was, three years prior to Dr. Ammons assuming the presidency, Dr. Robinson was the leader of the SACS re-accreditation team and he assembled an excellent group of people to serve on that team and one should not forget.” He agreed with Trustee Turnbull of the need to have someone as interim and someone capable to provide continuity without disruptions. He noted that the board needed to make that decision today.

Trustee West emphasized that “we owe it to the stakeholders here at FAMU, whether it be the students, faculty, the administration, the alumni, the people that really believe in FAMU; the people that have been with us through this entire tough time, I think we owe to our stakeholders of this University to provide stability.” She noted Dr. Robinson’s ability to lead at this time. Further, she agreed with Trustee Turnbull regarding the need for a face-to-face meeting.

Trustee White offered his support for naming Provost Robinson “officially at this point.” The board needs to be very clear how decisions are going to be made and who’s in charge at the University, even during the interim period. He noted that “Universities are hard and diverse organizations to manage under the best of circumstances. And I just don’t believe that it serves the board as well to leave here today, allowing anyone to have any ambiguity about who is in charge, even if it is only on an interim period.” He stated his support for the motion.

Trustee Warren noted that he heard the support for Dr. Robinson; however, as a new trustee he didn’t know much about him. “It will be my choice to abstain from the voting. I hear the confidence expressed by the other trustees and I can only respect that and trust that they would respect my decision to abstain.” He stated that he thought there should be a designated person responsible for the University. He expressed caution about “opening Pandora’s box by appointing Dr. Robinson and then appointing an interim Provost. I would hope that he could fill both positions quite frankly and we don’t start creating things that we have to unwind in a year or so.” He wanted more time to get to know Dr. Robinson.

Trustee Montgomery raised a point of information, noting that pursuant to the board's Operating Procedures, Section 5.6 (Voting Procedures) notes in part that "No trustee that is present at a Board meeting may abstain from voting." Vice President McKnight confirmed that point.

Trustee Shannon said that she had no hesitation in naming Dr. Robinson and doing it today. "He has proved over and above extraordinary confidence and leadership in academia, both inside and outside of the state of Florida, and because of that we need to take advantage of the treasure that we have in Dr. Robinson so that we can focus our resources and our precious time focused on searching for the next president of Florida A&M University with all deliberate speed."

Trustee Alston addressed two broad issues. One was the timeline for the permanent president; he encouraged his colleagues to operate quick and fast within a one (1) year timeline at which time many of the other issues at the university, such as the band being restored, could have been rectified. Two,

There is major consensus for Dr. Robinson. Unfortunately, Dr. Ammons resigned and he took responsibility for many of the actions we all have discussed, repeatedly. Hopefully, the interim president will take a look at the outstanding items and address them. I just believe there is some major cleaning up that has to be done in the interim. Trustees have spoken about stability; but, I also believe there has to be some major reforms and changes at the University based on all these things we've been talking about. Because although the former president is gone, there are still issues and there are probably some people in the wrong places and the wrong seats at the University that I think has be dealt with immediately.

Trustee Lawson noted that Trustee Alston had some great remarks. He noted, And I share some of those as well. Clearly we need to re-stabilize things. I respect Dr. Ammons' decision; but, at the same time, the situation with an interim may take up to a year. Consequently, I am not a proponent of rushing a vote today. I would like to think the process through a little more and if indeed it's Dr. Robinson that one or some of us have had a conversation with him about what some of his plans are because I think as Torey mentioned there are some things that absolutely need to change. I don't think we want a status quo agenda. My preference is that we establish some window by which we can have an opportunity to think through Dr. Robinson and other candidacies and determine the best person to steward the University during these turbulent times and we all need to be very

comfortable with the individual that we choose to sit in the seat for 12 months or more.

Trustee West noted that it was her intentions to move “this thing ahead and go ahead and vote.”

Trustee Montgomery called for a point of order and noted that pursuant to Robert’s Rule of Order, that anyone wishing to speak to the motion who has not previously spoken must be afforded an opportunity to do so before someone that has spoken to the motion is permitted to speak a second time and before the question is called. Therefore, Trustee Persaud yielded the floor to Trustee Montgomery.

Trustee Montgomery noted that his displeasure that Trustee Warren is forced to vote on someone he’s not familiar with and placed in a position that he’s not comfortable in voting today. He was not opposed to Dr. Robinson; especially given the comments by the representative of the students, Trustee West, and for the faculty, Trustee Persaud. He sought clarity on Trustee Warren’s question whether by succession there needed to be a vote today based upon the SACS Core Requirement.

Further, Trustee Montgomery agreed with Trustee Turnbull regarding having this discussion at a face-to-face meeting.

I offer a compromise or a friendly amendment that we appoint an interim because right now we haven’t set the terms, the length of time for the interim, expectations of the board for the interim, will the interim be allowed to apply for the presidency? What would be some of the, what would he do in the first 10 days and 20 days out for a 30-day aggregate, the first 3-month plan. One of the issues that came up with Dr. Ammons was his communications with the board. I’d be interested in hearing what Dr. Robinson or any other prospective candidate, their plans in communicating with the board. Finally, the leadership brought up in Dr. Ammons’ previous evaluation, at a minimum, I think as we appoint an interim and again as I’ve said, I’ve not heard a negative word about Dr. Robinson and I appreciate those that have weighed in on his behalf. I just think this is so important that we should have that dialogue with someone before we give them the keys to the University over the next 12 to possible 24 months. I believe the last interim president ended up serving a little over 24 months. Before we rush to make this decision today, I’d offer a friendly amendment that would allow the appointment; but, upon the discussion of this on a date certain and at that point, after an exchange and discussion among the board and with potential

candidates, we should offer, if there are other people interested in this, since I've been on this board, we've never made a quick decision on anything and so again, since my tenure on the board, no monumental decisions, we couldn't have a decision when someone was killed. So anyway, I suggest that we appoint someone; but not a permanent interim until we have a face-to-face meeting. Finally, I need clarity on Trustee Warren's question.

Chairman Badger inquired how Trustee Montgomery's motion differed from the earlier position that Dr. Robinson succeeds to the position. He tried to discern the various items offered for board consideration. There are at least three items, namely, a motion, a compromise permitting the board to offer candidates for consideration for the interim position, "and I emphasize the trustees offering candidates," and the friendly amendment.

Trustee Persaud noted that there is only one motion on the floor and inquired whether the question was being called. Trustee Montgomery called for a point of order, noting that one can't call the question and continue debate. The chair acknowledged the point of order.

Chairman Badger noted that the friendly amendment needs to be addressed. Trustee Persaud inquired about the length of time Dr. Robinson served in the interim position when the previous interim president resigned. Vice President McKnight responded that Dr. Robinson served from May 14, 2007, until July 2, 2007.

Trustee Persaud further noted that this amendment doesn't preclude Dr. Robinson from being appointed as interim and follow the route suggested by Trustee Turnbull. Vice President McKnight said, "That's correct."

Trustee Langston supported the friendly amendment by Trustee Montgomery and expressed his displeasure over voting "up or down" on Dr. Robinson; but, that he was not supportive of making a permanent interim for one (1) year today. "We can't make this appointment without the approval of the Board of Governors. We can't make this appointment." He asked for a way to get out of the "up/down vote."

Trustee Jennings noted that

Perhaps the board could proceed with an appointment of Dr. Robinson as interim president today, subject to confirmation at the next face-to-face meeting of the Board of Trustees and forward to the Board of Governors.

We need to bring this discussion to closure. I strongly support Dr. Robinson and the board should consider the comments by Trustee West and Trustee Persaud.

Trustee Lawson supported Trustee Jennings' idea, whether appointing Dr. Robinson as "acting" or "interim" could be worked out; however, the issue is whether it needs to occur today. He encouraged the board members to be clear and "100% comfortable with the selection given the length of time they may serve." The board needs to think this through.

Trustee Jennings clarified that he has strong support for Dr. Robinson. "But the board should seriously consider the comments made by the SGA President and the Faculty Senate President because they are the two people closest to what's happening on the campus now. I think we need to give strong consideration to their comments.

The chairman recognized Trustee West as the maker of the original motion to determine her receptivity to the friendly amendment. Trustee West reiterated that the board needed to be decisive; therefore, she didn't accept the friendly amendment by Trustee Montgomery. Further she clarified that her motion included that Dr. Robinson would have further discussions with the board. Trustee Montgomery withdrew his friendly amendment.

Trustee Jennings offered a friendly amendment "to appoint Larry Robinson, as interim president today, subject to confirmation at the next face-to-face meeting of the Board of Trustees, permitting the trustees to get to know Dr. Robinson." Trustee West asked for what "would confirmation consist of; will the board of trustees have a chance to talk with him? Also would it just be a simple majority." Trustee Jennings responded that it would just require a simple majority of the board to permit confirmation to occur.

Chairman Badger said this discussion with Dr. Robinson would be a priority at the next meeting.

Trustee West accepted the friendly amendment. Trustee Montgomery noted that the friendly amendment needed a second and he seconded the motion. It was approved.

Chairman Badger then carried the motion as amended. He asked Attorney Fuse-Hall to restate the motion. She read:

The board would appoint the Provost as an interim, subject to confirmation at the next regular meeting of the board, permitting the trustees to talk and get to know Dr. Robinson better.

The amended motion was approved.

Trustee West clarified that she expected Dr. Robinson to make a formal presentation that addresses many of the comments made by board members. Chairman Badger replied that it will be a high priority at the next meeting as part of the agenda.

Trustee Jennings urged that “with the departure of Dr. Ammons beginning today, the University needs to begin a healing process.” He asked the trustees to take to heart the comments of the Student Government and Faculty representatives because they are an important part of that healing process.

The chairman sought a date for the next meeting. In determining a date for the next board meeting, the chairman suggested two possible dates in the Wednesday-Thursday format of the regular board meeting. Suggested dates were August 15-16 or August 22-23. After polling the board, the majority could attend on August 22-23rd (seven votes for August 15-16; nine votes for August 22-23).

Trustee Montgomery inquired whether the agenda was limited to the appointment of Dr. Robinson as the interim president or will other committee meetings occur. The Chairman responded that he was looking to accomplish as much business as necessary; but “this is a priority.”

Several trustees commented about the importance of every member attending the meeting of the board.

Trustee Alston reminded the board members of pursuing an aggressive one (1) year timeline to select the next president.

Trustee Langston noted that the board did not have to wait until the next meeting to begin the process. The chairman noted that the staff is working to put materials together to send to the board; however, “we are not going to sacrifice time for quality.”

Several trustees requested the board materials at least two weeks in advance and the materials could be sent in phases. Trustee Warren asked to be added to the email list.

There being no further discussion, the meeting adjourned.

Respectfully submitted,

Rosalind Fuse-Hall

Rosalind Fuse-Hall
Assistant Corporate Secretary