

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



**Special Committee on Governance Minutes
Trustee Alston, Chair
Tuesday, July 21, 2015**

The Special Committee on Governance met July 21, 2015. Trustee Alston called the meeting to order and Attorney Barge-Miles called the roll. The following Trustees were present: Alston, Boyce, Grable, Graham, Lawson, Montgomery, Moore, Shannon, Warren, White, and Woody. Trustee Moore moved approval of the minutes from the June 9, 2015. It was seconded by Trustee Woody and the motion carried.

Mrs. Carrie Gavin presented the University's Equity Report. Trustee Moore moved approval of the report. It was seconded by Trustee Lawson and the motion carried.

President Mangum provided her response to the Board's memorandum. She confirmed that she would work on communications with the Board.

President Mangum addressed changing the fiscal agent for the College of Engineering and indicated that it resulted from discussions by the Joint Management Council regarding accountability and matters identified in the report commissioned by the Board of Governors regarding the College of Engineering. In response to a question from Vice Chair Lawson, President Mangum said that she would place a question on the joint council's agenda regarding whether each respective institution would be allowed time to confer with their respective boards regarding governance matters. He also pointed out that a senior leaders at the University was stated in a newspaper article that the Board supported the change in fiscal agents and that statement was not accurate.

Chair Montgomery shared two documents with the Board. One document dated May 22, 2015 was sent to the Trustees and another document dated May 22, 2015 was sent to the media. He pointed out the differences in the documents and highlighted the email which indicated that the media was being provided the same document the Board had been provided. The Board asked President Mangum to provide a written response.

The committee moved to a discussion regarding procuring the services of outside counsel. President Mangum indicated that based on the information that she received, the Board can obtain the services of outside/contractual legal counsel. She provided a document that included the requirements and processes that must be followed.

Mr. Jerry Blakemore, Secretary of the National Association of College and University Attorneys, gave a presentation regarding the relationship between the Board and the University attorney. He also provided a list of best practices. He indicated that the general counsel is obligated to report to the

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Board the following: 1) a significant financial, reputational, or policy issue; 2) a material change in a contractual relationship that the Board has with any of its entities; or 3) if there are legal or ethical obligations that have changed that import or impact the Board.

Six recommendations for the Board's consideration:

1. It is critical that clarification and formalizing both the communication and functional roles and reporting requirements of the general counsel take place.
2. Establish regular one-on-one meetings with the Board chair and committee chairs that deal with legal issues and help with the establishment of the agenda for committee meetings. Could also include President and VP's in those meetings, where appropriate.
3. General Counsel should have those same kinds of sessions with the committee chairs. As the Board leadership changes its important to have meetings including the General Counsel, the Board chair, and the president.
4. Establish regular professional development briefing opportunities for all members of the Board on any issues of concern to the members.
5. In conjunction with the President, establish a review process for evaluation for GC and for the establishment of priorities for the OGC.
6. Periodic review of by-laws. Engage an AGB consultant to assist in the review of the by-laws regarding issues such as Board and Presidential spending authority, hiring authority and the overall development of clear policies related to authority.

Chair Montgomery indicated that he will be offering an amendment to the by-laws that would place the General Counsel in a dual reporting role with the President and the Board. Trustee Alston indicated that this will be provided to the Board, along with the remaining five next steps. Any additional topics for consideration should be provided to the Board Liaison.

Trustee Boyce moved that the committee adopt the six recommendations, as presented. It was seconded by Chair Montgomery. Trustee Boyce later withdrew his motion.

Mr. Blakemore indicated that there are circumstances where the client, the Board of Trustees, must always have the option, irrespective of what is stated in the by-laws, to obtain outside counsel. There are two instance wherein outside counsel should be obtained: when negotiating the employment contract of the president and when the Office of the General Counsel does not have the necessary expertise.

With there being no further business for the Committee, the meeting adjourned.

(The full transcript of the meeting is posted on the BOT website.)