

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



**Special Committee on Presidential Leadership Committee Minutes
Trustee Thomas Dortch, Chair**

Date: Friday, September 2, 2016

The Special Committee on Presidential Leadership met on Friday, September 2, 2016 at the Doubletree Hotel in Orlando, Florida. Trustee Dortch called the meeting to order and asked Attorney Barge-Miles to call the roll. The following committee members were present: Trustees Thomas Dortch, Bettye Grable (telephonic), Dave Lawrence, and Belvin Perry. Trustee Jaylen Smith did not participate in the meeting. Other Board members present telephonically were Trustees Moore, McCoy, Woody, Washington, and Lawson. President Mangum also participated in the meeting by telephone.

Trustee Dortch explained that the charge of the committee was to work together with President Mangum to move forward, in terms of the leadership of the institution from now through April and beyond. Trustee Dortch emphasized the importance of the work of the committee and that it must be fair, transparent, and most importantly in the best interest of Florida A&M University and the students.

Trustee Dortch also indicated that the administration erred on the side of caution regarding the storm and closed the College of Law, which was the original location of the meeting. To ensure that the public had adequate notice, the meeting time was delayed by 30 minutes, a location close to the law school was secured, and the public was noticed regarding the changes. There was also continuous consultation with appropriate state officials to ensure compliance with all requirements.

Trustee Dortch went on to explain that the spirit of the last Board meeting was to ensure that there was input from Dr. Mangum. The Board's outside counsel Adrienne Conrad was asked to proceed with discussions with President Mangum's counsel to create a framework for the foundation of the meeting.

Attorney Conrad shared that Dr. Mangum, through her attorney, could agree to step down from the presidency, if the proposed framework was agreed to by the full board and would be effective upon approval of the Board.

1. She would remain an employee of the university through the end of her current contract, which expires in April 2017.
2. That she would have the ability to take advantage of the 12 month sabbatical, per her employment agreement.
3. The tenured professorship in her employment agreement would also be available to her at the end of that 12 month sabbatical.

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4. She would agree by October 2, 2017 that she would give notice to the University whether she would return to that tenured professorship. During the first year she would receive 90% of her presidential salary as a tenured professor and after the first year, she would be paid the same as the highest paid professor.
5. She is requesting moving expenses up to \$7,500.00 and
6. She is also requesting a portion of her attorney's fees.
7. If it is approved by the Board, there would be a written agreement memorializing all of the terms, with the standard provisions that are usually found in those types of agreements.

Attorney Conrad reported that Dr. Mangum's attorney indicated that she had about \$20,000.00 in attorney fees, but she wants a portion of that. Attorney Conrad clarified that only the fees regarding this negotiation would be considered. President Mangum is requesting approximately \$10,000.00. No number has been decided upon, but \$3,000.00 was suggested to Dr. Mangum's attorney.

Trustee Dortch stated that the only provisions that are outside of her contract are the moving expenses, attorney's fees, and the early notice regarding whether she will return as a tenured professor.

Trustee Lawrence asked President Mangum to speak to the Committee regarding the proposal. Trustee Dortch clarified that the proposal came from her, through her attorney. President Mangum stated that some of the negotiated items that were presented by the Board's attorney are open and had not been finalized, especially as it relates to her stepping down. She said that it is not and has not been her intention to resign. She said she understands that the Board voted not to renew, but how things are handled prior to March 31st is still under discussion with your counsel. She reiterated that it has never been her intention to resign from the position of president and that it should still be a matter of discussion between her attorney, Ray Cotton and Attorney Conrad. She indicated that she also heard modest differences between what Attorney Conrad presented and what she and her attorney discussed. President Mangum said that they need to continue their discussions and it is headed in the right direction.

Attorney Conrad clarified that in her last conversation with Raymond Cotton, he indicated that the terms that she just went through were fine.

Other options open to the Board regarding Dr. Mangum no longer serving as president include:

1. The Board can grant administrative leave, paying her base salary through the end of her contract and follow the provisions of her contract.
2. Termination without cause, providing her sabbatical, and 20 week severance.
3. Termination with cause, with no benefits, becoming a full professor.

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Trustee Perry asked that, regarding attorney's fees, Attorney Conrad review the timesheet portion that the attorney puts forth, reviewing the hours and hourly rate. Ensure that it deals solely with the negotiation process regarding the separation.

In response to a query from Trustee Grable, Attorney Conrad confirmed that if the Board accepts the framework, Dr. Mangum would step down from the presidency immediately.

Trustee Lawrence moved to accept the recommended framework provided by counsel. The motion was seconded by Trustee Perry and the motion carried, through a voice vote.

Dortch	Yes
Grable	Yes
Lawrence	Yes
Perry	Yes

Trustee Dortch indicated that with four votes from the committee, this becomes the proposal that will be presented to the full Board. It will be memorialized in writing and Attorney Conrad will send an official copy to Dr. Mangum's attorney. From there, it will be presented to the full Board for action on September 15, 2016.

With there being no further business, the meeting adjourned at 11:03 a.m.

Note: The conference call scheduled for September 9, 2016 is canceled. The committee meeting for scheduled for September 13, 2016 has been reschedule to meet September 14, 2016 at 4:30 p.m., or at the adjournment of the prior meeting.