

Governance Committee Meeting Wednesday, October 5, 2022 9:30 a.m.

Committee Members:

Trustees Thomas Dortch - Chair

Kimberly Moore - Vice Chair, Michael Dubose, Belvin Perry, Kenny Stone, and

Nicole Washington

AGENDA

I. Call to Order

Trustee Kimberly Moore

II. Roll Call

Ms. Linda Barge-Miles, Esq.

ACTION ITEMS

III. Minutes: June 1, 2022 and August 11, 2022

Trustee Moore

IV. Actions re: President Larry Robinson

Chair Kelvin Lawson

A. Annual Evaluation

B. Annual Goals

V. BOT Self-Evaluation

Trustee Moore

INFORMATION ITEMS

VI. Committee Action Plan

Trustee Moore

VII. Adjournment



Governance Committee Minutes October 5, 2022 Agenda Item: III

Subject: Governance Committee Meeting 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 June 1, 2022 and August 9, 2022.

Attachments: Yes, copies of the minutes are attached.



Governance Committee Minutes Trustee Thomas Dortch, Chair June 1, 2022

The Governance Committee met on Wednesday, June 1, 2022. A quorum was established, with the following committee members in attendance: Thomas Dortch, Michael Dubose, Kimberly Moore, Belvin Perry, Kenny Stone, and Nicole Washington.

The first action item was approving the February 16, 2022 and April 19, 2022 committee meeting minutes. Trustee Moore moved approval of the minutes. Trustee Dubose seconded the motion and it was approved unanimously.

Trustee Dortch recognized Attorney Shira Thomas who provided an update on the Board's Operating Procedures (OPs). She reported that the General Counsel had provided the Committee with the operating procedures of other institutions in the State University System (SUS). She said they also provided a chart regarding the officer selection procedures for those institutions. Attorney Thomas' feedback included the following comments:

- FAMU's Operating Procedures were very similar to the other operating procedures in the state university system. She said there were some differences in the selection process, but they are essentially very consistent with the SUS.
- Article 1 gives the Board's intent regarding the purpose of the OPs. Five of the 12 SUS institutions have this same language.
- All SUS institution OPs include language regarding the corporation's name and the Board's composition, so Articles 2.1 and 2.2 are consistent with the SUS.
- There were questions regarding using "selection" rather than "election" in Article 3.2. She noted that the Board of Governors uses the term "selection," and seven other SUS institutions use "select." The other five institutions use both words in their OPs.
- FAMU's OPs officer selection process is consistent with other SUS institutions.
- The special subcommittee should address the concern regarding who would oversee BOT elections.
- Most SUS institutions had language that mirrors FAMU's OP regarding the vice chair's role in the chair's absence, vacancy, or disability. Some added that they should only do this temporarily.
- FAMU has a term appointment limit for service on the Executive Committee (committee chairs); however, in the other SUS procedures, the chair has the power to appoint committee chairs, and there are no service limitations.

Trustee Dortch appointed Trustees Moore, Perry, and himself to the subcommittee that will review the OPs and bring recommendations back to the Committee.

Trustee Dortch commended Danielle McBeth for the successful legislative season. Ms. McBeth shared that the Legislative Budget Request for next year is due on July 15, 2022. Session highlights included legislative approval of the following items:

• \$5M – Elevating and Sustaining Student Success



•	\$6.2M	FAMU-FSU College of Engineering
•	\$1.5M	College of Pharmacy Peaden Education Center
•	\$27.7M	Campus-wide Utility Infrastructure
•	\$1M	School of Nursing allocation
•	\$26.9M	Deferred Maintenance

The University is awaiting the Governor's approval of the budget, including the abovementioned items.

Mrs. McBeth shared the anticipated Legislative Budget Request:

- Pursuit of National Rankings
- University of Distinction
- Chemical and Biological Research Laboratory Center
- Historic Preservation and 21st Century Modernization

President Robinson has submitted written Congressional testimony supporting federal programmatic requests. These requests include "Strengthening HBCUs," "Federal Supplemental Educational Opportunity Grants," "Education Grants for 1890 Institutions," and "HBCU Capital Financing Program."

FAMU's Associate Chief Justice of the Student Supreme Court, Devon Bilford participated in a US House Committee on Oversight and Reform hearing, along with two students from Howard and Xavier. They testified about the risk of HBCU bombings, examining federal support.

Trustee Dortch reminded the Committee that the Board will receive its self-evaluation form on July 1, 2022, and the presidential evaluation forms on July 16, 2022.

With there being no further business, the meeting adjourned.



Governance Sub-Committee Minutes Trustee Thomas Dortch, Chair August 9, 2022

The Governance Sub-Committee on Operating Procedures met on Tuesday, August 9, 2022. A quorum was established, with the following sub-committee members in attendance: Thomas Dortch, Kimberly Moore, and Belvin Perry. Trustee Kristin Harper also attended the meeting.

Trustee Dortch stated that the Committee expected to review the Board of Trustees (BOT) election process and procedures, chair term limits, executive committee membership, and committee roles. He then recognized Attorney Shira Thomas to guide the Committee through the review of the Board's Operating Procedures. Attorney Thomas confirmed that she had reviewed the Operating Procedures at the other universities in the Florida State University System (SUS) and she noted that Articles 1, and 2.1 - 2.4 are the same in all of the Operating Procedures.

The sub-committee reviewed the Operating Procedures and made the following recommendations:

Article	Action
1 Statement of Purpose	No changes were recommended.
2.1 Corporation/Corporate Name	No changes were recommended
2.2 Composition/Trustees	No changes were recommended.
2.3 Powers and Duties	No changes were recommended.
2.4 Corporate Seal	No changes were recommended.
3.2 Selection and Removal	• Keep the term "selection" rather than change to "election", as the Board of Governors uses the term "selection", and the words have the same meaning.
	• Refer this issue to the full Governance Committee for it to decide whether a supermajority is also required for a vice-chair's third term. The subcommittee recommended that the language should specifically say whether a supermajority is or is not required for the vice chair's third term.
	 Term limits for the chair and vice chair is subject to the will of the body.
	 Notice for proposed candidacy – A trustee must notice the Board that they plan to run for chair during June BOT meeting. This requirement



	should be included in the master calendar. (Note: The General Counsel will research whether a trustee is precluded from being nominated from the floor the day of the election since the June BOT meeting notice period ended.) Also, if all members of the Governance Committee want to run for office, the Faculty Senate President or the Student Government President will run the election. An unexpired term does not count as a full term when selecting the chair. Clarify that an "unexpired-term" is not equivalent to a "full- term" and define both. If the chair resigns, language should allow the vice-chair to take the role of the chair until an election is held.
New 3.2.2	The Governance Committee shall oversee the election. The chair of the Governance Committee cannot run for chair or vice chair. They must resign as the committee chair if they decide to run for office.
3.3 Chair	No changes were recommended.
3.4 Vice Chair	No changes were recommended, as this language is consistent with other SUS institutions.
4.1 Executive Committee	Delete current language. Replace with: Committee chairs serve at the pleasure of the chair. Term limits for the executive committee are within the purview of the chair's authority.
4.3 Special Committees	Review the role of special committees, as they might encroach on the role of a standing committee. The Committee should consider putting a time limit on the existence of a special committee.
5.8 Rules of procedure	Appointment of a parliamentarian by the chair. The BOG's general counsel serves as the parliamentarian.

Trustee Dortch closed the meeting by thanking the participants and suggesting that a review of the Operating Procedures needs to occur every few years. With there being no further business, the meeting adjourned.



Governance Committee Wednesday, October 5, 2022 Agenda Item: IV.A

Subject: President's Evaluation

Rationale: The Board of Trustees evaluates the performance of President Robinson each year. His performance is evaluated against his annual goals. The evaluation was discussed by the Board of Trustees and President Robinson at the Board's annual retreat.

Recommendation: Approve the Board's 2021-2022 annual evaluation of President Robinson.



President's Evaluation (2021-22)

A descriptive report of the results for the 2021-22 President's Evaluation

Report Prepared by:

FAMU PLANING, ANALYSIS AND INSTITUTIONAL EFFECTIVENESS

Overview

Report Timeline, Response Rate, and Assessment Development

The link to the President's Evaluation was distributed to all trustees on July 15, 2022 and closed on August 1, 2022. All trustees completed the survey for a response rate of 100%

Relations) contain sub-factors. Each of the factors/sub-factors contain multiple questions (number for each Factor/Sub-factor is indicated in parentheses), on The evaluation instrument was approved by the trustees on April 28, 2020. It is comprised of seven (7) factors; two of which (Financial Management and which each trustee rates the President's performance on a 5-point Likert-type scale (key located below).

The seven (7) factors are:

- Annual Priorities and Goals (7)
- Strategic and Academic Leadership (6)
- Organizational Management (3)
- Financial Management
- Fiscal Administration (2)
- Fundraising (3)
- Communication (3)
- Relations
- Internal and External Relations (5)
- Board and Governance Relations (2)
- Personal Values (4)

Each factor includes an open-ended question to gather detailed feedback. Two (2) open-ended questions regarding the President's performance conclude the survey.

Kev

For convenience, the tables contained in this report utilize a numbering system. The following key indicates how the numbers relate to the Likert-type scale in the survey.

Number Rating Scale Superior	Apc	3 Average	2 Below Average	1 Door
------------------------------	-----	-----------	-----------------	--------

		notanidaseW	5 2.5	2	m	5 3,5	2	က	20	4	0 3.5	22	2	ın
		Reed	2.5 3.5	2 2	3	3.3 3.5	2 2	2 3	5	4	3.5 4.0	5 5	2 3	5 4
		Реггу	4	4	4	2.3 3	-	_	4	т т	ro co	ro.	2	r0
	es Se	Moore	3.5	т	4	3.0	2	7	4	4	3.5	4	က	4
	Trustees	иоѕмет	4	4	4	3.0	7	2	4	4	4.0	Ω	က	4
	Tr	Harper	4	4	4	2.8	2	2	4	က	4.0	5	က	2
		Dnpose	4.5	4	r2	3.5	က	က	4	4	Ω.	5	5	5
		Dortch	က	က	က	3.8	4	4	4	က	4.5	5	4	က
		Sliatt	1.5	2	က	2.8	-	7	2	က	4.5	5	4	22
		sozeveJ	ო	က	က	2.5	2	7	က	က	4.5	5	4	S
က		Bell	4	4	4	3.3	4	ო	4	4	r2	5	5	2
Goals 1 -	Question Ratings by Trustee	Annual Priorities and Goals	Goal 1: Graduation/Retention Rate	Goal 1.1: Increase the University's four-year graduation rate (PBF Metric) to 38%	Goal 1.2: Increase the second-year retention to 90%	Goal 2: Develop and execute action plans that deliver first-time licensure pass rates of:	Goal 2.1: Nursing: to 80%	Goal 2.2: Law: to 85%	Goal 2.3: Pharmacy: to 88%	Goal 2.4: Physical Therapy: to 87%	Goal 3: Annual Giving	Goal 3.1: Increase annual giving to \$12M	Goal 3.2: Increase the annual alumni giving rate to 9%	Goal 4: Increase total R&D expenditures to \$43M
	н	Trustees	3.5	3.1	3.8	3.2	2.3	2.4	4.3	3.6	4.3	4.9	3.6	4.6
		President	4	Ä	R R	က	R R	R	R	R	ro.	뽒	R	Ŋ

c
7
<u>ē</u>
Ξ
מ
FVA
ú
ent's
₹
₹
ã
_
· =
ă
2
Precir
Ċ
2021-22
\sim
~
$\tilde{}$
•



Governance Committee Wednesday, October 5, 2022 Agenda Item: IV.B

Subject: Presidential Goals

Rationale: The Board of Trustees sets President Robinson's annual goals each year. President Robinson and Chair Lawson discussed the proposed goals. The goals were shared with and discussed by the Board of Trustees at its annual retreat. The proposed goals are aligned with the University's Strategic Plan and the Board of Governors Performance Funding Metrics.

Recommendation: Approve President Robinson's 2022-2023 annual goals.

President's Annual Goals for 2022-2023

Goal One (1): Four-year Graduation Rate/Student Retention: Increase the

University's four-year graduation rate (PBF metric) to 38%;

increase second-year retention rate to 90.0%.

Goal Two (2): Improve Licensure Pass Rate: Execute action plans that deliver

first-time licensure pass rates of:

4.1 Nursing: 85%

4.2 Law: 80%

4.3 Pharmacy: 90%

4.4 Physical Therapy: 88%

Goal Three (3): Annual Giving: Increase annual giving to \$15M

Goal Four (4): R&D Expenditures: Increase total R&D expenditures to \$45M

Goal Five (5): Organizational Leadership:

5.1 Strategy – Effectively implement the Year-One goals and priorities outlined in the new Strategic Plan.

5.2 Talent Acquisition, Development, Retention, Succession and Organizational Effectiveness

5.3 Create Culture of Accountability (performance matters)/Continue implementation of the Customer

Service Improvement Initiative

Goal Six (6): University Budget/Fiscal Management:

6.1 Financial Health – Strengthen the University's financial health by achieving or exceeding a minimum debt coverage ratio ≥ 1.0.

6.2 Strategic Resource Allocations – Continue to align resource allocations to adequately support the University's annual strategic priorities in all areas including athletics.

Goal Seven (7): Internal/External Relations: Continue to expand relationship-building with key stakeholders, including students, faculty, staff, Boards, alumni,

elected officials (local, state, national), corporations and the local

community.



Governance Committee Wednesday, October 5, 2022 Agenda Item: V

Subject: Board of Trustees Self-Assessment

Rationale: The Board of Trustees' Governance Committee Charter provides that the Board will conduct a self-assessment annually. Additionally, the Southern Association of Colleges and Schools Commission of Colleges, Principles of Accreditation 4.2(g) requires governing boards to regularly evaluate their responsibilities and expectations.

Recommendation: Accept the 2021-2022 BOT Self-Assessment



Board of Trustees' Self-evaluation (2021-22)

A descriptive report of the results for the 2021-22 Board of Trustees' Self-evaluation

Report prepared by:



Overview

Report Timeline, Response Rate, and Assessment Development

The link to the Board of Trustee self-assessment was sent via email to all trustees on July 1, 2022 and closed on July 26, 2022. At the time of closing, there were no partial survey responses in the queue. Of the twelve trustees, nine completed the survey for a 75% response rate.

The evaluation instrument was approved by the Board of Trustees on June 4, 2020. Board members were provided the opportunity to request revision of the existing survey; however, no responses were received.

The survey is comprised of six Factors, each containing multiple statements (number of questions for each Factor is indicated in parentheses) on which each trustee rates the Board's performance on a five-point Likert-type scale (Superior, Above Average, Average, Below Average, Poor). Each Factor includes an open-ended question to gather detailed feedback.

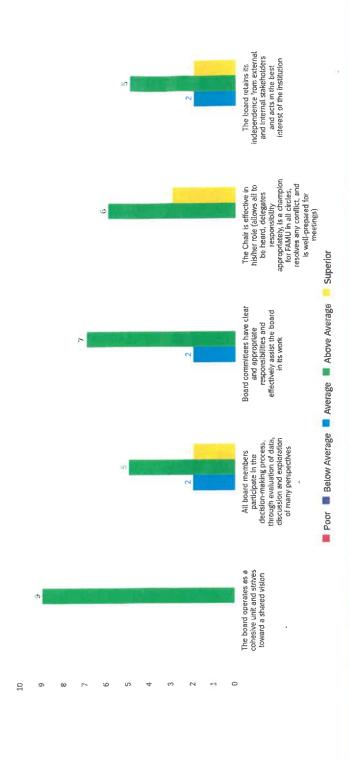
The six Factors are:

- 1. Board Organization, Governance and Leadership (5)
- 2. Board Relations (3)
- 3. Policy (3)
- 4. University Operations and Performance (5)
- 5. Institutional Sustainability (4)
- 6. Board Education (4)

The final section of the instrument includes four open-ended questions to elicit qualitative feedback on the Board's performance.

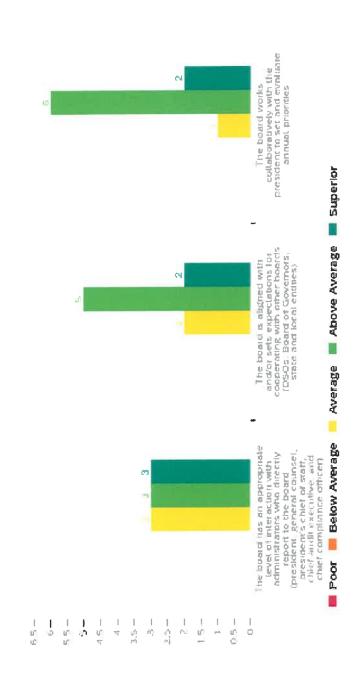
This report contains an overview of all questions and documentation of the responses received for each question.

Board Organization, Governance, and Leadership



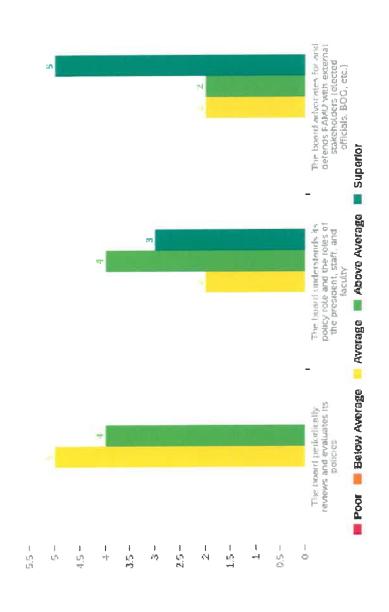
2020-21	2021-22			Number o	Number of Responses by Level	by Level	
Response	Response Average	Board Organization, Governance and Leadership	Poor	Below	Average	Above Average	Superior
4.4	4.0	The board operates as a cohesive unit and strives toward a shared vision	0	0	0	6	0
4.4	4.0	All board members participate in the decision-making process, through evaluation of data, discussion and exploration of many perspectives	0	0	2	5	2
4.6	3.8	Board committees have clear and appropriate responsibilities and effectively assist the board in its work	0	0	2	7	0
4.6	4.3	The Chair is effective in his/her role (allows all to be heard, delegates responsibility appropriately, is a champion for FAMU in all circles, resolves any conflict, and is well-prepared for meetings)	0	0	0	9	ന
4.6	4.0	The board retains its independence from external and internal stakeholders and acts in the best interest of the institution	0	0	2	ľ	2

Board Relations



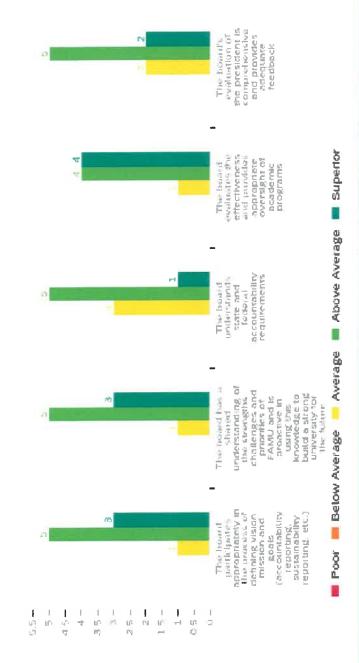
2020-21	2021-22		Z	Number of Responses by Level	Response	es by Leve	
Response	Response	Board Relations	Poor	Below	Average	Above	Superior
4.3	4.0	The board has an appropriate level of interaction with administrators who directly report to the board (president, general counsel, president's chief of staff, chief audit executive, and chief compliance officer)	0	0	m	ю	ĸ
4.1	4.0	The board is aligned with and/or sets expectations for cooperating with other boards (DSOs, Board of Governors, state and local entities)	0	0	2	2	2
4.6	4.1	The board works collaboratively with the president to set and evaluate annual priorities	0	0	П	9	2

Policy



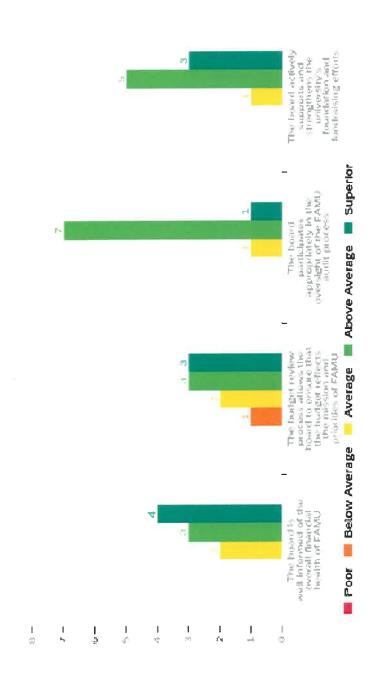
2020-21	2021-22		Z	Number of Responses by Level	Respons	es by Leve	<u> </u>
Response	Response Average	Policy	Poor	Below Average	Average	Above	Superior
3.6	3.4	The board periodically reviews and evaluates its policies	0	0	5	4	0
4.3	4.1	The board understands its policy role and the roles of the president, staff, and faculty	0	0	2	4	m
4.5	4.3	The board advocates for and defends FAMU with external stakeholders (elected officials, BOG, etc.)	0	0	2	2	2

University Operations and Performance



2020-21	2020-21 2021-22		Z	umber of	Number of Responses by Level	es by Leve	180
Response	Response	University Operations and Performance	Door	Below	Average	Above	Cumorior
Average	Average	The second of th		Average	Avelage	Average	Initiadho
4 5	4.2	The board participates appropriately in the process of defining vision,	c	c	,	u	٣
ì	7:1	mission and goals (accountability reporting, sustainability reporting, etc.))	0	-1	1	n
		The board has a shared understanding of the strengths, challenges and					
4.6	4.2	priorities of FAMU and is proactive in using this knowledge to build a	0	0	1	2	m
		strong university for the future					
3.9	3.8	The board understands state and federal accountability requirements	0	0	က	2	П
7 3	7.3	The board evaluates the effectiveness and provides appropriate	c	c	,	-	-
? t	r ř	oversight of academic programs	0	>	4	+	4
7	0.4	The board's evaluation of the president is comprehensive and provides	c	c	ŗ	L	·
t t	ř	adequate feedback	>	>	7	n	7

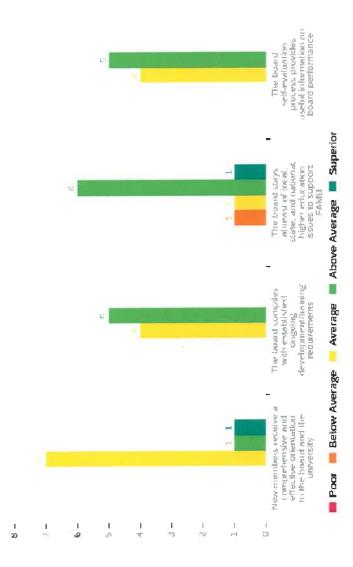
Institutional Sustainability



2020-21	2021-22		Z	Number of Responses by Level	Response	es by Leve	70
Response	Response	Institutional Sustainability	Poor	Below	Average	Above Average	Superior
4.3	4.2	The board is well-informed of the overall financial health of FAMU	0	0	2	က	4
4.4	3.9	The budget review process allows the board to ensure that the budget reflects the mission and priorities of FAMU	0	Н	2	3	3
4.2	4.0	The board participates appropriately in the oversight of the FAMU audit process	0	0	1	7	
3.8	4.2	The board actively supports and strengthens the university's foundation and fundraising efforts	0	0	П	2	ဇ

2021-22 Board of Trustees' Self-evaluation

Board Education



2020-21	2021-22		_	Number of Responses by Level	Response	es by Leve	70
Response	Response	Board Education	Poor	Below Average	Average	Above	Superior
3.6	3.3	New members receive a comprehensive and effective orientation to the board and the university	0	0	7	1	1
4.0	3.6	The board complies with established ongoing development/training requirements	0	0	4	5	0
3.8	3.8	The board stays abreast of local, state, and national higher education issues to support FAMU	0	1	1	9	Т
4.1	3.6	The board self-evaluation process provides useful information on board performance	0	0	4	2	0



Governance Committee Wednesday, October 5, 2022 Agenda Item: VI

Subject: Governance Committee's Annual Action Plan

Background Information and Summary: Each Board of Trustees committee will present a plan of action, which identifies subjects which will be addressed by the Board throughout the year. The plans will identify the meeting where certain issues will addressed, as well as dates when items are due to the Board of Governors.



	707	5707-7707	
Meeting Date	Major Discussion Topics	Action Items	Due Date
-	Consider sub-committee report re:	President's 2022/2023 Goals	July-August 2023
October 5-6, 2022	updated BOT Operating Procedures	President's 2021-2022 Evaluation	October 31
		Board's 2021-2022 Self-Evaluation	August 2023
		President's Contract Extension	December 31, 2022
		President's Bonus	First Meeting after Sept. 30
December 7-8, 2022	Government Relations Update Discuss Annual BOT Training Schedule	Proposed Revisions to Board Operating Procedures re: Charters	Annually
February 15-16, 2023	Review Presidential Evaluation Schedule Review Board's Self-Evaluation Schedule		
April 19, 2023 (Zoom)	Government Relations Update		
May 11, 2023 (Zoom)			
June 7-8, 2023	Timeline Updates re: Presidential Evaluation, Presidential Goals, Board's Self-Evaluation	2023/2024 Legislative Budget Request	To BOG July 2023
		President's Evaluation	Oct. 2023
		President's Goals	Aug. 2023
August 2-3, 2023 (Retreat)		BOT's Self-Evaluation	Aug. 2023
September 13-14, 2023		University Equity Report	September 30
		Approve policies and regulations	As needed
General Responsibilities			