

FLORIDA **A&M** UNIVERSITY

Governance Committee Meeting

April 19, 2023

12:00 p.m.

Zoom

Committee Members: Kenny Stone, Chair
Michael Dubose, Belvin Perry, Nicole Washington

AGENDA

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| I. | Call to Order | Kenny Stone, Chair |
| II. | Roll Call | Linda Barge-Miles, Chief of Staff |

ACTION ITEM

- | | | |
|------|--------------------|-------------|
| III. | Vice Chair Vacancy | Kenny Stone |
| IV. | Adjournment | Kenny Stone |

*The public can access the meeting by tuning into WANM-FM 90.5.
<http://www.famu.edu/famcast/> (click WANM 90.5)*

FLORIDA **A&M** UNIVERSITY
Board of Trustees
ACTION ITEM

Wednesday, April 19, 2023
Agenda Item: III

Subject: Recommendation re: Vice Chair Election

Proposed Board Action: During its March 29, 2023 meeting, the Florida Board of Governors appointed a new member to the FAMU Board of Trustees, replacing Dr. Kimberly Moore, whose term as vice chair was slated to end on September 14, 2023.

The vice chair position is now vacant.

The Governance Committee will consider recommending an election for a new vice chair and will provide the list of trustees eligible to fill that position.

Attachments: Yes

TRUSTEES ELIGIBLE TO SERVE AS VICE CHAIR

Trustees	Term Ending Dates
Otis Cliatt	January 6, 2025
Michael Dubose	January 6, 2023
Natie Figgers	January 6, 2026
Deveron Gibbons	March 29, 2028
Kristin Harper	January 6, 2026
Belvin Perry	January 6, 2021
Kenny Stone	January 6, 2025
Nicole Washington	January 6, 2026

FLORIDA
AGRICULTURAL AND MECHANICAL
UNIVERSITY



BOARD OF TRUSTEES

**OPERATING
PROCEDURES**

*Adopted September 24, 2001
Amendment Notes are provided as Appendix C*

of the Board and shall hold the President responsible for the University's operation and management, performance, its fiscal accountability, and its compliance with federal and state laws and regulations of the Board of Governors. The Board shall have the power to carry out all lawful functions permitted by these operating procedures, by regulation and policies of the Board of Governors, and by the Constitution and laws of the State of Florida, as now or hereafter established.

The Board may adopt rules, regulations, and policies consistent with the University's mission, with law and with the rules and regulations of the Board of Governors to fulfill its obligations under the law.

- 2.4 CORPORATE SEAL** – The Corporate Seal shall be used only in connection with the transaction of business of the Board and of the University. The Corporate Secretary may affix the seal on any document signed on behalf of the Board. Permission may be granted by the Corporate Secretary for the use of the seal in the decoration of any University building or in other special circumstances.

ARTICLE 3: OFFICERS OF THE BOARD

- 3.1 OFFICERS** - The Corporate Officers of the Board are the Chair, Vice Chair, and Executive Officer/Corporate Secretary.

- 3.2 SELECTION OF OFFICERS, VACANCIES DURING TERM, AND REMOVAL** – The Board shall select its Chair and Vice Chair from the appointed members at its first regular meeting after July in odd numbered years upon recommendation of Governance Committee. The Chair and Vice Chair shall serve for two (2) years and may be reselected for one (1) additional consecutive 2-year term. For each consecutive term beyond two (2) full terms, the Board may reselect the Chair and Vice Chair by an affirmative vote of no less than two-thirds (2/3) of the members of the Board. A trustee must declare his/her candidacy for Chair or Vice Chair during the June Board meeting in an election year.

3.2.1 The Board Chair and Vice Chair may be removed after reasonable notice by an affirmative vote of no less than two-thirds (2/3) of the members of the Board.

3.2.2 The Governance Committee shall oversee the officer selection process. If the Chair of the Governance Committee declares candidacy for Chair or Vice Chair, he/she must temporarily relinquish the Governance Committee Chair, and the selection process shall be chaired by the Faculty Senate President or Student Government President. The Governance Committee Chair shall read the declarations and nominations into the record.

3.2.3 Officer Vacancies— A vacancy of the Chair or Vice Chair position, prior to the expiration of the two-year term of the incumbent, shall be deemed to occur upon the death, resignation, or removal of the incumbent. Resignation occurs upon the incumbent’s acknowledgment in writing that he/she intends not to perform, or will be unable to perform, the material duties of the position. The Corporate Secretary or designee shall notify the Board upon the occurrence of a vacancy. A vacancy of the Chair or Vice Chair shall be filled at any time by a majority vote of the Board upon recommendation to the Governance Committee. The Trustee filling a vacancy in the unexpired term of Chair or Vice Chair shall serve for the remainder of the term for which he/she filled, and selection or reselection shall take place at the Board meeting designated in Article 3.2. Assumption to an unfinished term created by a permanent vacancy shall not preclude that officer from being eligible to be selected and re-selected as provided in Section 3.2. A full term is defined as two (2) years of service, and an unexpired term is defined as a period of less than two (2) years of service.

3.3 CHAIR - The duties of the Board Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, attesting to actions of the Board, appointing members to standing or other committees, accepting service of process in all suits filed against the Board, and serving as the spokesperson for the Board. The Board Chair shall appoint at least one representative to the Board of Directors and the Executive Committee of each Direct Support Organization (DSO). The Board Chair shall perform such duties in consultation with the University President. The Board Chair shall provide written notice to the Governor or Board of Governors, as applicable, when a Trustee has three (3) consecutive unexcused absences from a regular Board Meeting in any fiscal year.

3.4 VICE CHAIR - The duty of the Board Vice Chair shall be to act as Board Chair due to the vacancy, temporary absence, or disability of the Board Chair. In the case of a vacancy, the Vice Chair shall serve until a Board Chair is selected.

3.5 EXECUTIVE OFFICER/CORPORATE SECRETARY - The University President shall serve as Executive Officer and Corporate Secretary of the Board. The Corporate Secretary shall be responsible for providing notice of all meetings of the Board and its Committees; setting the agenda and compiling pertinent documents for meetings of the Board, in consultation with the Board Chair; recording and maintaining the minutes of any Board or Committee meeting, including a record of all votes cast in accordance with Section 286.011(2) and 1001.71, Florida Statutes; executing or attesting to all documents which have been approved by the Board and/or executed by the Board Chair, file and preserve all minutes, regulations, resolutions, orders, papers, and documents pertaining to the business and proceedings of the Board; be the custodian of the Corporate Seal; be the Board’s records custodian; and in the absence of the Board Chair, accept service of process in all suits filed against the Board. The Corporate Secretary