

Board Governance and Stewardship Committee Meeting Minutes

2022 FAMU Foundation Board Retreat

Sunday, September 4, 2022 | 9:00 a.m. – 9:30 a.m. EDT

The Westin Fort Lauderdale Beach Resort | Oceanside Ballroom II | Fort Lauderdale, FL

Committee Members Present

Dir. Larry Robinson, *Chair*
Dir. Shawnta Friday-Stroud
Dir. John L. Green
Dir. Carmen Cummings Martin

Dir. Chan Bryant Abney
Dir. Jemal Gibson
Dir. Muhammad Haseeb
Dir. Twuanna Munroe Ward

Committee Members Not Present

Dir. Lenetra King, *Vice Chair*
Dir. Belvin Perry, Jr.

Dir. Erica D. Hill

Guests Present

Dir. Elaine Armster
Dir. Lorin Crenshaw
Dir. Marcelia Freeman
Dir. Monica Williams Harris
Dir. Curtis E. Johnson, Jr.
Dir. Kenneth Neighbors
Dir. Machia J. Sanders
Mr. Keith Miles, *Director, Office of Communications*
Atty. David C. Self, II, *Univ. Assoc. Gen. Counsel*
Atty. J. Michael Haygood, *Found. Gen. Counsel*

Dir. Hosetta Coleman
Dir. John Crossman
Dir. Clifton Goins, IV
Dir. Laurence Humphries
Dir. Lisa LaBoo
Dir. Freddie Raines
Dir. Gloria J. Walker

Advancement Team Members Present

Mr. Nick Dulcio
Ms. Kimberly Hankerson
Mrs. Audrey Simmons Smith

Mrs. Brandi Tatum-Fedrick
Mrs. Quiana Cunningham-Lowe
Mr. Eric Swanigan

Call to Order & Roll Call

The meeting was called to order at 9:00 a.m. by Chair Larry Robinson. Mr. Nick Dulcio offered the roll call and confirmed that a quorum was present.

Conflict of Interest Disclosure

Chair Robinson requested that committee members disclose any conflict of interest with items on the agenda; none were disclosed.

Approval of Minutes

June 2, 2022, Board Governance and Stewardship Committee Meeting

Dir. Jemal Gibson moved to approve the minutes. Director Twuanna Munroe Ward seconded the motion. The minutes were approved, unanimously.

Old Business

Review of Directors with Expiring Terms (December 31, 2022)

Chair Robinson informed the committee that there are two members of the Foundation Board, Directors Chan Bryant Abney and Twuanna Munroe Ward, whose four-year terms will expire on December 31, 2022, that initially requested not to renew their terms, but have since reconsidered and are seeking renomination for another four-year term that would commence on January 1, 2023, and expire on December 31, 2026.

There is one member, Dir. Akunna Olumba, who is seeking re-nomination to the Board for another term whose nomination was discussed during the last committee meeting. However, the Committee did not recommend them for another term.

Chair Robinson stated that since both Directors Abney and Ward are members of the Board Governance and Stewardship Committee, the best approach would be to review and approve each re-nomination separately. The Committee agreed.

After discussion, the following motions were made:

Motion: To recommend that the full board approve re-nomination of Chan Bryant Abney to another four-year term beginning January 1, 2023, and ending December 31, 2026, to the Foundation Board of Directors.

Moved By: Dir. Jemal Gibson
Seconded By: Dir. Carmen Cummings Martin
The motion passed, unanimously.

Motion: To recommend that the full board approve re-nomination of Twuanna Munroe Ward to another four-year term beginning January 1, 2023, and ending December 31, 2026, to the Foundation Board of Directors.

Moved By: Dir. Chan Bryant Abney
Seconded By: Dir. Jemal Gibson
The motion passed, unanimously.

Chair Robinson requested a motion for approval of Dir. Akunna Olumba for another term to the Foundation Board of Directors. Since no motion was offered, the re-nomination was not approved.

Review of Nominees for Board Membership

Chair Robinson informed the Committee that they were provided an action item summary in their briefing packet highlighting ten (10) nominees that have been submitted for consideration by the Committee for membership to the Board. The Committee will review these nominees and select three (3) nominees to recommend to the full Board for approval at the October 4th, 2022, Committee meeting.

2022 Nominees for Board Membership

Name	Year(s) Nominated	Occupation	Location	Nominating Director, etc.
Clark, Gregory L.	2022	VP, Institutional Advancement Executive Director, ASU Foundation Alabama State University (ASU)	Montgomery	Jemal Gibson
Hobbs, Wilbert C.	2014 2015	Consultant Russell Reynolds Associates	San Francisco Bay Area	Clifton Goins
Kidd, Chekesha	2018 2019	Senior Health and Wellness Executive Launched a startup venture, The Ilera Companies, Inc.	New York	Clifton Goins
McGowen, Derek	2022	Head Talent Pathways and Partnerships Google	South Carolina	Cheryl Harris Booker
Parks, DeAndre	2022	Senior Credit Analyst Western Asset Management	Los Angeles	Cheryl Harris Booker
Rinkins, Roshell R.	2022	Senior Director of Grants and Administration The John S. and James L. Knight Foundation	Miami	Marcelia Freeman
Sanders, Reggie	2022	Managing Director of Investments W.K. Kellogg Foundation	Michigan	Lorin Crenshaw
Taylor, Karla	2022	Regional Pharmacy Consultant US Dept. of Health and Human Services	Atlanta	Twuanna Munroe Ward
Williams, Reginald	2022	Senior Pastor First Baptist Church of Univ. Park	Illinois	Lenetra King
Woods, Timothy	2022	Head of HBCU Strategic Initiatives Prudential Global Investment Management	Newark	Lorin Crenshaw

Update on Ex-Officio Membership Nomination (Bylaws Committee)

Dir. Monica Williams Harris, Chair, Bylaws Committee, provided the committee with an overview of the ex-officio membership nomination. She reminded the Committee that this action item was discussed during the June 2, 2022, Board Governance and Stewardship Committee meeting. The discussion was centered on ex-officio members, specifically once they leave their ex-officio roles, and determining their eligibility for nomination to the Board outside of the time period specified in the Bylaws. The Bylaws Committee was asked to suggest adding language to the Bylaws that would allow for such action.

The Bylaws Committee Chair collaborated with the General Counsel and presented some language to the Committee for review and consideration during the Committee's August 11, 2022, meeting. The suggested language was as follows:

Article II, Section #3, Sub-Sections C – Designated Ex-Officio Membership

“(c) If, at the conclusion of a member’s time in their Ex-Officio capacity as designated under Subsection (a) above, the member articulates a desire for continued membership as outlined in Section 1 of this Article, the member can be nominated by the Board Governance and Stewardship Committee and thereafter elected to board membership as outlined in Section 1 of this Article by majority vote of the full Board. In evaluating an Ex-Officio member for election as a Board member under Section 1 of this Article, the Board Governance and Stewardship Committee will consider those items identified in Section 1(d)(i) through (vii).”

After discussion, a majority of the committee members voted not to make this language change.

New Business

Honorary Board Membership Update

Chair Robinson stated that the Honorary Board Membership was discussed during the Committee meeting in June and again during the August 1, 2022, Executive Committee meeting.

The Committee was provided an action item summary in their briefing packet for review and consideration of two items:

- 1) Approval of the Honorary Board Members Nomination Template
- 2) Approval of the number of Honorary Board Members

Dir. Friday-Stroud provided the committee with a brief overview of the nomination template, stating that it was similar to the Board Nomination template with the difference being detailing the honorary board member nominee's noted distinction.

After discussion, the following motion was made:

Motion: To recommend that the full board approve the Honorary Board Membership Nomination Template.

Moved By: Dir. Twuanna Munroe Ward

Seconded By: Dir. Chan Bryant Abney

The motion passed, unanimously.

After review and discussion, the Committee agreed not to set a number limit for the Honorary Board Membership at this time.

Action Items

- 1) Review and recommend three (3) nominees for Board Membership at October 4, 2022, Committee meeting.

Adjournment | Minutes Prepared By

There being no further business, Dir. Twuanna Munroe Ward moved to adjourn the meeting. Dir. Jemal Gibson seconded the motion. The meeting was adjourned, by unanimous approval, at 9:19 a.m. Mr. Nick Dulcio prepared the minutes.

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