

Board Governance and Stewardship Committee Meeting Minutes

Spring 2022 FAMU Foundation Board Meeting | June 1-3, 2022

Thursday, June 2, 2022 | 4:45 p.m. – 5:45 p.m. EDT

Florida A&M University | H. Manning Efferson Student Union Multi-Purpose Room

Committee Members Present

Dir. Larry Robinson, *Chair*

Dir. Chan Bryant Abney

Dir. Jemal Gibson

Dir. Muhammad Haseeb

Dir. Carmen Cummings Martin

Dir. Lenetra King, *Vice Chair*

Dir. Shawnta Friday-Stroud

Dir. John L. Green

Dir. Erica D. Hill

Dir. Twuanna Munroe Ward

Committee Members Not Present

Dir. Belvin Perry, Jr.

Guests Present

Dir. Elaine Armster

Dir. Marcelia Freeman

Dir. Monica Williams Harris

Atty. J. Michael Haygood, *Found. Gen. Counsel*

Ms. Maureen Ndoto, *AGB*

Dir. Gregory L. Clark

Dir. Clifton Goins, IV

Dir. Lisa LaBoo

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 4:27 p.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

November 9, 2021, 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.

Status of Action Items – April 27th Virtual Board Meeting

Integration of AGB Resources (Sub-Committee or Ad-Hoc Committee)

Chair Robinson provided the Committee with an update on the Integration of AGB Resources into Board activities. This item was requested by Chair Gibson at the April 27th Virtual Board Meeting. His charge was for this Committee to determine the best approach for leveraging AGB's assets; either by creation of a sub-committee within the committee or by forming a new separate

ad-hoc committee solely focused on enhancing and strengthening the board utilizing AGB's resources. After discussion, the committee agreed that Vice Chair King would coordinate this integration of AGB's assets into the Board's Onboarding and Continuing Education Sessions, which allows for the committee to continue to prudently engage in board development.

Motion: **To recommend that the full board approve appointment of Vice Chair King to coordinate integration of AGB's assets into the Board's Onboarding and Continuing Education.**

Moved By: Dir. Jemal Gibson

Seconded By: Dir. Chan Bryant Abney

The motion passed, unanimously.

Process for Nomination and Selection of Honorary Board Members

Chair Robinson informed the committee that, per the FAMU Foundation Bylaws, Honorary Members are individuals whose achievements characterize them as a person whose name may lend further distinction to the Foundation. The Committee discussed suggestions for individuals to nominate to the Honorary Board, citing potential nominees such as Will Packer, John Thompson and Hansel E. Tookes, II. The Committee also discussed development of a process for selection and approval of honorary board members as well as a timeline for board members to submit nominees to allow for nominees to be considered and/or approved by the Committee and full board.

After discussion, the committee agreed that Dr. Robinson and Chair Gibson would meet to develop a process for selection, vetting and appointment of Honorary Board members. The committee agreed to table this matter until a committee meeting could be held in late July where the recommendations would be presented for review and approval in time for the full board to review and approval at the September 4th Retreat.

New Business

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

Chair Robinson informed the committee that there were seven members of the Foundation Board whose four-year terms will expire on December 31, 2022; five of the seven Directors expressed their desire for re-nomination to the Board for an additional four-year term that would commence on January 1, 2023 and expire on December 31, 2026. Those directors are:

1. Hosetta Coleman
2. John Crossman
3. Marcelia Freeman
4. Akunna Olumba
5. *Muhammad Haseeb, who is seeking a 1-Year Term Renewal as Faculty Designee.

Directors Lorin Crenshaw and Twanna Munroe Ward expressed that they do not wish to be re-nominated for Board membership.

After discussion, the following motion was made:

Motion: To recommend that the full board approve re-nomination of Hosetta Coleman, John Crossman, Marcelia Freeman, Akunna Olumba for another four-year term and Muhammad Haseeb to another one-year term to the Foundation Board of Directors.

Moved By: Dir. Lenetra King
Seconded By: Dir. Jemal Gibson

After a brief discussion, a friendly amendment to the preceding motion was made:

Motion: To recommend that the full board approve re-nomination of Hosetta Coleman, John Crossman and Marcelia Freeman for another four-year term beginning January 1, 2023, and ending December 31, 2026, and Muhammad Haseeb to another one-year term beginning January 1, 2023, and ending December 31, 2023, to the Foundation Board of Directors.

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

The Committee discussed the board member financial contribution commitment; citing the need for development of a process to properly administer the guidelines outlined by the Foundation Bylaws for members who do not meet the commitment. The Committee agreed that a process should be outlined and reviewed by both the Development and Board Governance and Stewardship Committees to ensure alignment with the current give/get contribution policy.

Review of Nominees for Board Membership (Ex-Officio Members)

Chair Robinson provided the Committee with an overview of the two ex-officio nominees to review for membership to the Board and an update on the SGA Representative:

- Chief Financial Officer of the University & Board Treasurer

Dr. Gloria Walker was hired as the new permanent University CFO/VP of Finance and Administration and will officially begin her new role on June 3rd. Per the FAMU Foundation Bylaws, in this role, Dr. Walker will also serve as an ex-officio member of the board and as board Treasurer.

Motion: To recommend that the full board approve nomination of Dr. Gloria Walker, University CFP/VP of Finance and Administration to the Foundation Board of Directors as an ex-officio member and Board Treasurer.

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

- President of the National Alumni Association

The FAMU NAA membership has selected Mr. Curtis Johnson as its next President. Per the FAMU Foundation Bylaws, in this role, Mr. Curtis Johnson will also serve as an ex-officio member of this board.

Motion: To recommend that the full board approve nomination of Mr. Curtis Johnson, President-elect, FAMU National Alumni Association to the Foundation Board of Directors as an ex-officio member.

Moved By: Dir. Jemal Gibson
Seconded By: Dir. Twuanna Munroe Ward
The motion passed, unanimously.

Student Government Association (SGA Representative) Update

The Foundation Board’s SGA Representative, Mr. Maurice Gilbert, graduated during the Spring 2022 Commencement Exercises with a degree in Economics. His commencement means that he is no longer eligible to serve as the SGA representative on the Foundation Board.

Chair Robinson recommended to the Committee that since the University is currently in summer session, that they table approval of the SGA Representative until the next Board Governance and Stewardship Committee Meeting.

Motion: To table selection review and approval of a new Foundation Board SGA Representative until the next Board Governance and Stewardship Committee meeting.

Moved By: Dir. Lenetra King
Seconded By: Dir. Jemal Gibson
The motion passed, unanimously.

Review of Nominees for Board Membership (Non-Ex-Officio Members)

Chair Robinson reminded the Committee that at the November 2021 Board Meeting, Dir. Chan Bryant Abney’s term was extended for an additional year when no nominee was selected to fill her seat and Dir. William Bryant did not seek re-nomination to the Board for another term.

The board currently has four non-ex-officio vacancies. The Committee was provided an action item summary that shows the current slate of six nominees for board membership:

Name	Year(s) Nominated	Occupation	Location	Nominating Director, etc.
Clark, Gregory L.	2022	Financial Advisor Prudential Financial	Birmingham	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

The Committee discussed the six nominees for membership and concurred that since their terms would not begin until January 2023, the Committee should allow additional time for board members to submit nominees they wish to be considered for board membership. However, since Dir. Clark’s term as NAA President was set to end on June 30, 2022, the committee agreed to move forward with consideration of his nomination for membership to the Board as a non-ex-officio member.

Motion: To recommend that the full board approve nomination of Col. Gregory L. Clark to the Foundation Board of Directors with term start date of July 1, 2022 and ending December 31, 2026.

Moved By: Dir. Jemal Gibson
Seconded By: Dir. Lenetra King
The motion passed, unanimously.

The committee agreed to table consideration of the remaining nominees until the next committee meeting to allow board members time to submit additional nominees.

AGB Board Education

Dir. King provided the committee with an overview of the AGB Resources that Ms. Ndoto would be sharing with the Committee, citing that the items that will be highlighted are those most critical that the Committee should review for a thorough introduction to AGB materials.

Ms. Ndoto provided an overview of the AGB website (*agb.org*). She reviewed New Member Orientation modules, fiduciary responsibilities for board management and noteworthy publications offered by AGB such as: Beyond Fundraising and the Introductory Guide for Board Members.

Action Items

- 1) Dr. Robinson and Chair Gibson will meet to develop a process for selection, vetting and appointment of Honorary Board members.

Adjournment | Minutes Prepared By

There being no further business, Dir. Jemal Gibson moved to adjourn the meeting. Dir. Lenetra King seconded the motion. The meeting was adjourned, by unanimous approval, at 5:34 p.m. Mr. Nick Dulcio prepared the minutes.