

Board Governance and Stewardship Committee Meeting Minutes
Wednesday, August 28, 2024 | 4:00 p.m. – 5:00 p.m. EDT | Teleconference

Committee Members Present

Dir. Terry D. Arnold, *Chair*
Dir. Timothy L. Beard
Dir. Clifton A. Goins, IV
Dir. Erica D. Hill
Dir. Lisa R. LaBoo

Dir. Chan Bryant Abney, *Vice Chair*
Dir. Carmen Cummings Martin
Dir. John L. Green
Dir. Lenetra S. King
Dir. Twuanna Munroe Ward

Committee Members Not Present

Dir. Jemal O. Gibson
Dir. Ebenezer T. Oriaku

Dir. Laurence Humphries

Board Members Present

Dir. Angela C. Adderley
Dir. Billy B. Greer, IV
Dir. Kenneth M. Neighbors

Dir. Elaine E. Armster
Dir. Chekesha C. Kidd
Dir. Freddie Raines

Guests Present

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

Advancement Team Members Present

Mrs. Latosha Adams-Francis
Ms. Regina Gardner
Ms. Jennifer Lee
Dr. Donald E. Palm, III
Dr. Eric Swanigan

Mr. Nick Dulcio
Ms. Kimberly Hankerson
Mrs. Quiana Lowe
Mrs. Audrey Simmons Smith
Dr. Brandi Tatum-Fedrick

Call to Order & Roll Call

The meeting was called to order at 4:04 p.m. EDT by Chair Terry D. Arnold. Mr. Nick Dulcio offered the roll call and confirmed that a quorum was present.

Conflict of Interest Disclosure

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

Approval of Minutes

April 10, 2024, Board Governance and Stewardship Committee Meeting

Dir. Erica D. Hill made a motion for approval of the minutes; seconded by Dir. Chan Bryant Abney. The minutes were approved, unanimously.

Chair's Opening Comments

a. Board Governance and Stewardship Committee Purpose

Chair Arnold offered brief opening remarks to the Committee focusing on the committee's purpose. Chair Arnold highlighted specific aspects of the committee's charge:

- The Board Governance and Stewardship Committee shall be charged with:

- Receiving, evaluating and presenting to the Foundation Board nominations for new members and officers, in the manner provided in these Bylaws;
 - Developing a policy for member recruitment and officer selection; nominating individuals for special recognition as Emeritus Members of the Foundation;
 - Developing a plan for orientation of new members;
 - Developing a plan for continuing education of members; and
 - Monitoring the attendance, participation and financial responsibility of members.
- The purpose of the Committee is to ensure the integrity of the Board and enhance Board performance.
 - The Committee is also responsible for establishing and maintaining standards of Board conduct;
 - Identifying the expertise and experience needed by the Board;
 - Ensuring members have appropriate orientation and ongoing education;
 - Periodically reviewing and ensuring compliance with these Bylaws and other Board policies,
 - Managing the process for deciding whether to reappoint a board member;
 - Planning for leadership succession;
 - Planning for leadership succession;
 - Honoring and recognizing retiring members;
 - Identifying best practices in foundation governance and
 - Customizing such practices as appropriate for this Board.

Chair Arnold encouraged committee members to offer feedback during discussions and expressed his desire that the committee will work collaboratively to continue to enhance the mission and vision of the Foundation Board.

New Business

a. Review and Approval of Directors with Expiring Terms (December 31, 2024)

Chair Arnold reminded the Committee that at its April 10, 2024 meeting, they approved five (5) Directors whose four-year terms will expire on December 31, 2024.

They are:

1. Angela C. Adderley
2. John L. Green
3. Lisa R. LaBoo
4. Freddie Raines
5. Monica Williams Harris

Since April 10, Dir. Monica Williams Harris has decided to withdraw her name from consideration for another term on the Foundation Board and her term will end on December 31, 2024.

Also, Dir. Erica D. Hill had reconsidered her decision in April to not seek another term and has expressed her desire to be considered for re-nomination for another term on the Foundation Board. The Faculty Designee, Dir. Ebenezer T. Oriaku has served since October 2023 and his term is due to expire on November 23, 2024. Dir. Oriaku has expressed his desire to serve another one-year term as the faculty designee on the Foundation Board.

Chair Arnold requested a motion to approve the re-nominations of Directors Hill and Oriaku for another four-year term and one-year term, respectively.

Motion: To approve Director Erica D. Hill for another four-year term on the Foundation Board, beginning January 1, 2025, thru December 31, 2028, and Director Ebenezer Oriaku for another one-year term on the Foundation Board beginning November 24, 2024, thru November 23, 2025.

Moved By: Dir. Lenetra S. King
Seconded By: Dir. Carmen Cummings Martin

During discussion of the motion, Dir. Abney requested clarification on whether the term renewals should be made separately. Atty. Haygood advised that each nomination should be made separately in alignment with the Foundation Bylaws. Dir. Abney then requested a friendly amendment to the motion to consider each term renewal separately, beginning with Dir. Erica Hill. Both Directors King and Cummings Martin accepted the friendly amendment.

Amended Motion: To approve Director Erica Hill for another four-year term on the Foundation Board, beginning January 1, 2025, thru December 31, 2028.

The Committee discussed the amended motion; citing that Director Hill has served with distinction. The Committee then discussed the approval process for the Board of Trustees (BOT), seeking to clarify what criteria is reviewed by the BOT when considering Foundation Board Members for term-renewals, since they had not approved the board members who were earlier submitted for re-nomination at two (2) previous BOT meetings.

Dr. Palm stated that Trustees Gibbons, Chair of the BOT's Direct Support Organization (DSO) and Athletics Committee, is conducting a thorough review into Foundation Board policies and that the BOT is working to increase giving among Foundation Board Members. Pres. Beard suggested that FBOD Chair LaBoo and BOT Chair Harper meet to discuss the matter to work towards a resolution. Finally, Chair LaBoo suggested that the Committee move forward with approving the term renewal nominations and represent them to the BOT for their approval. She also stated that there should not be further delay and that the BOT is planning to review the Foundation Bylaws and that board members can always reach out directly to Trustee Gibbons with specific questions.

The Committee communicated additional concerns with the BOT approval process for Foundation Board Members, citing the need to know what specifically they are reviewing when assessing board members for term renewals, the need to keep FBOD giving information confidential and stressed the importance of protecting the integrity of board members seeking re-nomination, i.e. not allowing inaccurate information to be stated by BOT members when considering them for reappointment to the Foundation Board. The committee reemphasized the need that it must be publicly communicated that these members have met their financial and attendance requirements in order to be renominated for another term.

Chair Arnold stated that he will work with the UA Team to determine the best path forward.

After discussion, the amended motion; **to approve Director Erica Hill for another four-year term on the Foundation Board, beginning January 1, 2025, thru December 31, 2028** was unanimously approved by the Committee.

The Committee then briefly discussed the necessity for the Foundation Board to approve the Faculty Representative, since they are an ex-officio member. Mr. Dulcio and Atty. Haygood detailed how the Faculty Representative and SGA Representative were the only (2) ex-officio

members that have historically been approved by the Board, as a matter of practice and that the Committee should continue with this practice.

Motion: To approve Director Ebenezer Oriaku for another one-year term on the Foundation Board as the Faculty Representative beginning November 24, 2024, thru November 23, 2025.

Moved By: Dir. Chan Bryant Abney

Seconded By: Dir. Erica D. Hill

The motion passed, unanimously.

b. Review and Approval of SGA Designee

Chair Arnold relayed to the Committee that, In accordance with the Foundation Bylaws, a designee from the Student Government Association (SGA) is nominated to serve on the Foundation Board for a one-year term. SGA has nominated Mr. Jeffrey K. Francis, an MBA Graduate student who just completed his undergraduate studies in Health Science.

Chair Arnold requested a motion to approve the nomination of Mr. Jeffrey K. Francis for a one-year term on the Foundation Board, effective July 1, 2024, thru June 30, 2025.

Motion: To approve Mr. Jeffrey K. Francis for a one-year term on the Foundation Board as the SGA Representative beginning July 1, 2024, thru June 30, 2025.

Moved By: Dir. Carmen Cummings Martin

Seconded By: Dir. Clifton A. Goins, IV

The motion passed, unanimously.

Other Items

Pres. Beard offered brief remarks to the Committee, relaying the awesome weekend of activities this past weekend in Atlanta, GA for the MEAC/SWAC Challenge football game and that University classes began on August 26, finally he thanked the Board for their tremendous support of the University.

Chair LaBoo informed the Committee that she has had conversations with [BOT] Chair Harper and Trustee Gibbons and that the term renewals for the Foundation Board should be a smooth transition.

Dir. Munroe Ward thanked Chair LaBoo and requested that if there was specific information that the BOT needed from the Foundation Board, then to please let the Board know so that they can be prepared.

Adjournment | Minutes Prepared By

There being no further business, Dir. Chan Bryant Abney moved to adjourn the meeting. Dir. Twuanna Munroe Ward seconded the motion. The meeting was adjourned by unanimous approval at 4:40 p.m. EDT Mr. Nick Dulcio prepared the minutes.