

FLORIDA A&M UNIVERSITY
Board of Trustees
ACTION ITEM

Governance Committee Minutes

Thursday, June 4, 2020

Agenda Item: III

Subject: Governance Committee Meeting Minutes

Proposed Board Action: **Subject:** Approval of the 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 April 16, 2020.

Attachments: Yes, copies of the minutes are attached.

FLORIDA A&M UNIVERSITY

Board of Trustees Governance Committee Conference Call Meeting Minutes Thursday, April 16, 2020

Chair Thomas Dortch called the meeting to order. The following Committee members were present and established a quorum: Trustees Dortch, Moore, Perry and Washington. Trustee Moricette joined the call after roll call was completed. Additionally, Trustees Cavazas, Harper and Woody participated in the call.

The first item on the agenda was approval of the minutes. Trustee Moore offered a motion for approval. The motion was seconded by Trustee Washington and the motion carried.

Next, Trustee Dortch recognized Dr. Melainie Wicinski, Director of University Assessment, for a presentation regarding the updated president evaluation form. He noted that Dr. Wicinski had met with each trustee individually to garner feedback regarding the revised evaluation tool.

Dr. Wicinski reviewed the cross-walk, which highlighted changes recommended by individual trustees, action taken regarding the recommendations and added/deleted questions. (*Note: The Cross-walk is incorporated by reference herein.*)

She shared that the evaluation draft included the following ratings: superior, above average, average, below average, and poor. The questions focused on seven factors, with 37 rated questions and two open-ended questions. Dr. Wicinski explained that following each factor/sub-factor, a box is provided for detailed feedback from the individual completing the evaluation.

Factors:

1. Annuals Priorities and Goals (9)
2. Strategic and Academic Leadership (6)
3. Organizational Management (3)
4. Financial Management
 - a. Fiscal Administration (2)
 - b. Fundraising (3)
5. Communications (3)
6. Relations
 - a. Internal and External (5)
 - b. Board and Governance (2)
7. Personal Values (4)

Dr. Wicinski then reviewed each goal, as displayed on the evaluation tool. For clarity, Trustee Harper offered a technical change to the verbiage in Goal 5(a): "create training for the development of services, creating service excellence standards."

Trustee Moore raised a question regarding Goal 4 - Increase annual giving by 5% and continue plans to launch a capital campaign. She wanted a clear explanation and guidance on how the Board would evaluate that goal. Trustee Moore asked if the evaluation would look at dollars brought in, as well as commitments that had been made. Trustee Dorch responded that they should look at what had been achieved over the past 12 months. They should also look at whether there had been positive change in the right direction. Chair Lawson indicated that the Board would look at whether the annual giving was five-percent above the combination of cash and pledges from the previous year. He stated that how the Board looks at the total number is consistent with the SUS.

Trustee Cavazos inquired about Goal 4. She wanted to know whether the Board should only look at pledges that had materialized. Trustee Dorch explained that the pledges are verified now and are monitored for legitimacy.

Trustee Moore addressed Goal 5(a) – “Implement the University’s comprehensive service excellence plan.” Her concerns were regarding how the plan was implemented and measured, since this was the third year the goal was being evaluated. She asked if it was a full implementation across the enterprise. She suggested that the lens needed to shift to completion and execution across the full enterprise. Trustee Moore pointed out that in previous years the Board had reviewed and accepted that the plan was in certain areas and divisions and not the full institution. Trustee Moore said that she wanted the expectation for the goal to be clear, that this year, the Board would be evaluating execution of the goal across the full enterprise.

Trustee Washington agreed that Goal 5(a) had been in the implementation phase for three years. She stated that President Robinson’s report on this metric should detail the extent that it has been implemented and not that the University was still in the development and devising stage.

Trustee Moore moved approval for the modification of the description and language around Goal 5(a) to include the expectation that there would be full implementation across the entire enterprise and that it should be noted as such in the President’s remarks that come back to the Board by way of his evaluation response. Trustee Washington provided the second and the motion was approved by a unanimous vote. Trustee Moore also asked Dr. Wincinski to provide the actual numbers in question 5(b), as only percentages were currently provided.

Trustee Moore moved approval of the evaluation tool, with the changes discussed. The motion was seconded by Trustee Washington and it passed unanimously.

Next, Trustee Dorch recognized General Counsel Denise Wallace to address the revised evaluation submission date. Dr. Wallace shared that, Section 5.2 of President Robinson’s contract requires him to submit his evaluation by June 1st of each year, although some necessary data is not available until June 30th. Because of that, it was recommended that the President submit his annual evaluation to the Board on July 15th of each year, with the Board initiating its evaluation on July 16th. Section 5.2 of the President’s contract would need to be amended to reflect the new dates.

VP Barrington indicated that the following goals require information that is not available until June 30th:

- Goal 4: Increase annual giving by five percent
- Goal 7: Increasing total R&D expenditures
- Goal 8: Completion of CASS and residence hall on time and within budget
- Goal 9: Better estimate of University's financial health

Trustee Dortch then reviewed the timelines for the President's goal setting and evaluation. Trustee Moore moved for approval and implementation of the timeline, contingent upon the execution of an amendment to the existing contract with Dr. Robinson. Trustee Washington seconded the motion and the motion passed unanimously.

Trustee Dortch shared that the Board's self-evaluation form will be ready for consideration at the June 2020 meeting.

With there being no further business, the meeting adjourned.

FLORIDA A&M UNIVERSITY
Board of Trustees
ACTION ITEM

Governance Committee
Wednesday, June 4, 2020
Agenda Item: IV

Subject: Board of Trustees Self-Assessment

Proposed Board Action: 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.

The Board, in its efforts toward continuous improvement, asked the Governance Committee to provide suggested updates for its self-assessment. The revised self-assessment form needs to be approved by the Board.

Attachments:

1. Crosswalk
2. Self-Survey
3. Timeline

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Board Organization, Governance and Leadership	<ul style="list-style-type: none"> Move collectively as a team Is focused and cohesive Ability of board members to work together Clarify the board's role -- create one filter by which the board is evaluated (members are on the same page) board is aligned on what its goals are and its role in managing and improving the performance of the institution Singular focus on improving the overall performance of the enterprise 	Retreat	<p><i>The board operates as a cohesive unit and strives toward a shared vision</i></p> <p>Revised Question</p>	<p><i>The board operates as a cohesive unit</i></p> <p>Revised Question</p>	
Individual	Combine two statements			<p><i>Board Committees have clear and appropriate responsibilities AND Board committees effectively assist the board in its work</i></p>	

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Individual	Combine two statements	No action taken -- Requested 1st (<i>The board operates as a cohesive unit and strives toward a shared vision</i>) and 4th questions (<i>All board members participate in the decision-making process</i>) be combined, but they were already combined with others. If combined would be too long.			
Individual			ACCT Question: Board members make decisions after thorough discussion and exploration of many perspectives	All board members participate in the decision-making process, through evaluation of data, discussion and exploration of many perspectives	All board members participate in the decision-making process
AGB (2017)			Revised Question		

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Retreat	Board leadership encourages all members to use his/her gifts appropriate		<i>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)</i>	<i>The Chair is effective in his 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)</i>	
AGB (2017) Individual	Select an effective board chair Add his/her to question Add champion for the university in all circles Effectively resolved conflict	Revised Question			
March 4 Governance Committee Meeting	External Influence		<i>Board retains its independence from external and internal stakeholders and acts in the best interest of the institution.</i>		
Individual	Impartial decisions Remove external influence/remain objective Makes tough decisions, does what is best for the university, balanced approach to decision making FSU Question: Clearly defines and protects against conflict of interest for voting members	Added Question		Board committees effectively assist the Board in its work	
AGB (2017)	Establish a strong governance committee	Existing Question			
AGB (2017)	Delegate appropriate decision-making authority to committees				

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Board Relations	Developed new section for questions related to relationships	New Section			
Individual	Clarification of roles of staff and trustees and how communication between the two can be clarified Receiving information timely; time to receiving information from staff appropriately FSU Question: Does the board have the appropriate level of interaction with administrators who directly report to the board (president, general counsel, chief audit executive, and chief compliance officer)	Added Question	<i>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)</i>		
AGB (2017)	Cultivate a healthy relationship with president	2 Existing Questions		<i>The board works collaboratively with the President to set annual priorities AND The boards evaluation of the President is comprehensive and provides adequate feedback</i>	
Individual	Works collaboratively with the president				

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Individual	Include accountability	Revised Question		<i>The board works collaboratively with the President to set and evaluate annual priorities</i>	<i>The board works collaboratively with the president to set annual priorities</i>
Individual	Board chair or entire Board? (<i>The Board works collaboratively with the President to set annual priorities</i>)?	No Action Taken -- Chair and full Board participate			
Individual	Connection with BOG and BOT agenda items	Added Question		<i>The board is aligned with and/or sets expectations for cooperating with other boards (DSOs, Board of Governors, state and local entities)</i>	
Individual	Strong relationship with BOG	How connected is the board to the state legislative body? BOG?		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)	
Individual	Accountability between individuals who have the information and those receiving	Existing Question			

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Policy					
Retreat	Help the university secure resources that fulfill the plan that is in place	Revised Question	The board advocates for and defends FAMU with external stakeholders (elected officials, BOG, etc.)	The board advocates for and defends FAMU with external stakeholders (elected officials, BOG, etc.)	The board advocates for and defends FAMU
Retreat	Politically savvy with elected officials and governing boards				
Individual	Question should be clarified	Revised Question	The board understands its policy role and the roles of the president, staff, and faculty	The board understands its policy role and the roles of the president, staff, and faculty	The board has clarified its policy role and the roles of the president, staff, and faculty
Individual	Agenda items are appropriate -- policy/procedure, not operational				
Retreat	Ability to hold selves and the institution accountable for its performance metrics	Existing Question	The board works collaboratively with the President to set annual priorities	The board works collaboratively with the President to set annual priorities	
Individual	Accountability -- President				
Individual	Accountability -- Board (if Board members don't follow through, how is it handled?)	No Action Take -- Policy rather than survey			

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Individual	Accountability -- supporting the institution and policies are carried out (self and system)	Existing Questions	<i>The board operates as a cohesive unit and strives toward a shared vision AND All board members participate in the decision-making process, through evaluation of data, discussion and exploration of many perspectives AND The board is aligned with and/or sets expectations for cooperating with other boards (DSOs, Board of Governors, state and local entities), etc.</i>		
Individual					

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
University Operations and Performance					
Individual	Which goals? Accountability reporting, sustainability , etc. (<i>The Board participates appropriately in the process of defining vision, mission, and goals?</i>)	Revised questions	<i>The Board participates appropriately in the process of defining vision, mission and goals (accountability reporting, sustainability reporting, etc.)</i>		
Individual	Clarify Question Building a strong University for the future FIU Question: The board's work has a real and positive impact on the institution Ability to be strategic in advance Question unclear See issues before they arise; build	Revised Question	<i>The board has a shared understanding of the strengths, challenges and priorities of FAMU and is proactive in using this knowledge to build a strong university for the future</i>		
AGB (2017)	Provide appropriate oversight of academic quality Include academic quality aspect Quality of Programs (special committees) Academic Programs (<i>The board has a system to evaluate effectiveness of the educational programs of the university</i>)	Added Question	<i>The board evaluates the effectiveness and provides appropriate oversight of academic programs</i>		
Individual	Include academic quality (licensure pass rates, etc.) (<i>The board provides appropriate oversight of academic quality</i>)				

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Individual	Board's ability to be agile -- as needs arise, does what is in the best interest of the university		<i>The board retains its independence from external and internal stakeholders and acts in the best interest of the institution (Board Organization, Governance and Leadership) AND The board has a shared understanding of the strengths, challenges and priorities of FAMU and is proactive in using this knowledge to build a strong university for the future (University Operations and Performance)</i>		

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Institutional Sustainability					
March 4 Governance Committee Meeting	Fundraising (Fund Development)	Added Question			<i>The board actively supports and strengthens the university's foundation and fundraising efforts.</i>
Individual	The Board actively supports and strengthens the university's foundation and fundraising efforts -- relayed for consideration by President/Board	No Action -- outcome to be relayed for consideration by President/Board			
AGB (2017)	Uphold basic fiduciary principles	4 Existing questions (Institutional Sustainability)			
Individual	Identification of core functions	4 Existing questions (Institutional Sustainability)			
Individual	FSU Question: Does the board review and approve the budget, institutional funding requests, and debt management?	Existing Question			<i>The budget review process allows the board to ensure that the budget reflects the mission and priorities of FAMU</i>

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Individual	Succession planning; are there formal or informal roles or pipelines for identifying new members?	No Action Taken -- For discussion of the board			
Retreat	Succession planning and building goals/expectations that carry beyond tenure	2 Existing Questions Build skills matrices -- to fill new positions, etc. to ensure diversity and skills are addressed	New members receive a comprehensive and effective orientation to the Board and the University AND The Board complies with established ongoing development/training requirements		
Retreat	Add "Comprehensive" to question Add "Effective" to question Development of a more comprehensive, deliberate orientation -- ensure there is a strong onboarding process		New members receive a comprehensive and effective orientation to the Board and the University		
Individual	Question unclear More communication regarding availability of trainings FSU Question: Do board members have sufficient opportunities for ongoing education about their duties and responsibilities?	Revised Question	The Board complies with established ongoing development/training requirements	The Board has an ongoing program of development	
Individual					

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Individual	Availability of a Contact List				
	Include training on fiduciary responsibilities	No Action -- Outcome to be relayed for training			
	Clarification of sub-committee responsibilities				
Individual	Remove board evaluation question (redundant)	No Action Taken -- Question remained as it was not redundant to any other question in the survey			
	Keep board evaluation question				
Individual	Stay abreast of higher education issues to support FAMU	Added Question	<i>The board stays abreast of local, state, and national higher education issues to support FAMU</i>		

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Open-ended Questions					
Individual	Remove demographic questions Liked all open-ended questions Remove first question Likes improvement open-ended question Change 3rd question to reference "What would help me be a more effective board member?"	Removed 2 Questions No Action Taken -- Majority liked open-ended questions with minor changes			Gender AND Years of Service removed.
Individual	Likes areas of improvement question "Particularly" likes the improvement question What are areas of improvement for the Board? Reword improvement question	Revised Question Keep accomplishments question	<i>Please provide your suggestions regarding how can the BOT improve performance in alignment with its roles and responsibilities?</i>	<i>In your opinion, how can the BOT improve performance in alignment with its roles and responsibilities?</i>	
Individual					

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Other Comments					
Retreat	SMART goals Include Board Goals				
Individual	Pre-post survey for discussion by committee to set goals List current priorities List priorities for the next 3 years Is board accomplishing what they value? The board establishes and follows through on institutional goals FSU Question: The board establishes goals that are consistent with the university mission	No Action Taken -- The Board has no stated goals. Outside the scope of this project to add them.		<i>In your opinion, what are the <u>top three strengths</u> of the Board? AND In your opinion, what are the top three opportunities (i.e., weaknesses) of the Board?</i>	
Retreat	Remove bottom/top three items	Removed 2 Questions			
AGB (2017)	Focus on Accountability	Inclusion in multiple questions			
Individual	Add comments under each section	Added			

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Individual	5 point scale acceptable (multiple comments)	No Action Taken			
Individual	Likes survey overall Draft is comprehensive Likes organizational structure	No Action Taken			
Individual	Links to Manual, Orientation, etc.	Possible to add			
Individual	Procedures and Board Manual (include date of last review)				
Individual	Board and President not capitalized	Corrected in document			
Individual	How effective is the overall board in completing its overall tasks?	No Action Taken -- overall statement, included throughout the survey			

Location	Point of Discussion	Action Taken	Existing Question	Added Question	Deleted Question
Individual	Strong advocacy for the university -- policy and advocacy		<p><i>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)</i></p> <p>AND <i>The board advocates for and defends FAMU with external stakeholders (elected officials, BOG, etc.)</i> AND <i>The board actively supports and strengthens the university's foundation and fundraising efforts</i></p>		

BOT Draft Survey - 5.19.20

Spring 2020 Board of Trustee Performance Survey

Greetings Colleagues,

The Board of Trustees (BOT) is conducting a brief survey of its members to gain insight into your perceptions relative to the performance of the Board over the course of the 2019-20 academic year. Your insight is critical in helping us to understand performance in alignment with our fiduciary responsibilities. The survey should take approximately 7-10 minutes to complete.

Be advised that the survey and results will be discussed by the Board and are subject to the public records law. We ask that you complete the survey in its entirety. Please know that results will be reported in aggregate form and your responses cannot be linked to you as an individual respondent.

Thank you in advance for your partnership and commitment to the Board.

Respectfully,
BOT Governance Committee

Note: If you have any questions or concerns about this survey, please contact Linda Barge-Miles at (850) 412-5485 or at linda.bargemiles@famu.edu.

Directions: Please complete each question, providing quantitative and qualitative feedback for each evaluation factor:

Board Organization, Governance and Leadership

Board Relations

Policy

University Operations and Performance

Institutional Sustainability

Board Education

Four (4) Open-ended Questions

Each factor is to be rated on the following scale:

- Superior (5): Significantly and consistently exceeds expectations. Quality and quantity of work is exemplary and considered best practice.
- Above Average (4): Significantly exceed expectations in most areas. Many functions are performed beyond expectations.
- Average (3): Competently performs job functions. Some tasks are performed beyond expectations.
- Below Average (2): Inconsistently demonstrates the skills and abilities to perform job functions.
- Poor (1): Consistently demonstrates the inability to perform job functions.

Board Organization, Governance and Leadership

Please rate the Board performance on each statement.

	Superior	Above Average	Average	Below Average	Poor
The board operates as a cohesive unit and strives toward a shared vision	<input type="radio"/>				
All board members participate in the decision-making process, through evaluation of data, discussion and exploration of many perspectives	<input type="radio"/>				
Board committees have clear and appropriate responsibilities and effectively assist the board in its work	<input type="radio"/>				
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)	<input type="radio"/>				
The board retains its independence from external and internal stakeholders and acts in the best interest of the institution	<input type="radio"/>				

Please provide additional comments on your ratings related to **Board Organization, Governance and Leadership**.

Board Relations

Please rate the Board performance on each statement.

	Superior	Above Average	Average	Below Average	Poor
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)	<input type="radio"/>				
The board is aligned with and/or sets expectations for cooperating with other boards (DSOs, Board of Governors, state and local entities)	<input type="radio"/>				
The board works collaboratively with the president to set and evaluate annual priorities	<input type="radio"/>				

Please provide additional comments on your ratings related to **Board Relations**.

Policy

Please rate the Board performance on each statement.

	Superior	Above Average	Average	Below Average	Poor
The board periodically reviews and evaluates its policies	<input type="radio"/>				
The board understands its policy role and the roles of the president, staff, and faculty	<input type="radio"/>				
The board advocates for and defends FAMU with external stakeholders (elected officials, BOG, etc.)	<input type="radio"/>				

Please provide additional comments on your ratings related to Policy.

University Operations and Performance

Please rate the Board performance on each statement.

	Superior	Above Average	Average	Below Average	Poor
The board participates appropriately in the process of defining vision, mission and goals (accountability reporting, sustainability reporting, etc.)	<input type="radio"/>				
The board has a shared understanding of the strengths, challenges and priorities of FAMU and is proactive in using this knowledge to build a strong university for the future	<input type="radio"/>				
The board understands state and federal accountability requirements	<input type="radio"/>				
The board evaluates the effectiveness and provides appropriate oversight of academic programs	<input type="radio"/>				
The board's evaluation of the president is comprehensive and provides adequate feedback	<input type="radio"/>				

Please provide additional comments on your ratings related to **University Operations and Performance**.

Institutional Sustainability

Please rate the Board performance on each statement.

	Superior	Above Average	Average	Below Average	Poor
The board is well-informed of the overall financial health of FAMU	<input type="radio"/>				
The budget review process allows the board to ensure that the budget reflects the mission and priorities of FAMU	<input type="radio"/>				
The board participates appropriately in the oversight of the FAMU audit process	<input type="radio"/>				
The board actively supports and strengthens the university's foundation and fundraising efforts	<input type="radio"/>				

Please provide additional comments on your ratings related to Institutional Sustainability.

Board Education

Please rate the Board performance on each statement.

	Superior	Above Average	Average	Below Average	Poor
New members receive a comprehensive and effective orientation to the board and the university	<input type="radio"/>				
The board complies with established ongoing development/training requirements	<input type="radio"/>				
The board stays abreast of local, state, and national higher education issues to support FAMU	<input type="radio"/>				
The board self-evaluation process provides useful information on board performance	<input type="radio"/>				

Please provide additional comments on your ratings related to Board Education.

What are the major accomplishments of the Board of Trustees in the last year?

Please provide your suggestions regarding how the Board of Trustees can improve performance in alignment with its roles and responsibilities.

As a trustee, I would like to see the following changes in how the board operates.

Please provide any other general feedback that you feel will help to improve the performance of the board.

Self-Survey

Due Date	BOT Survey Timeline
July 1, 2020	The BOT Liaison will send the self-assessment survey link to the Board of Trustees.
July 15, 2020	Board members will complete the self-assessment survey.
July 16-27, 2020	The University's Office of Assessment will analyze the assessment and draft a report, which will be disseminated to the BOT. The report will include a comparison between the 2017/2018, 2018/2019 and 2019/2020 survey results.
July 29, 2020	The self-assessment report will be provided to Trustees. (7 days before retreat)
August 5-6, 2020	The Governance Committee will recommend next steps that should be addressed, as a result of the self-assessment survey.