

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

Governance Committee Meeting

Wednesday, February 16, 2022

1:00 p.m.

Grand Ballroom

Committee Members: Thomas Dortch, Chair
Michael Dubose, Carrington Whigham, Kimberly Moore, Belvin Perry,
Kenny Stone, Nicole Washington

AGENDA

- | | | |
|-----|---------------|-----------------------------|
| I. | Call to Order | Trustee Dortch |
| II. | Roll Call | Ms. Linda Barge-Miles, Esq. |

ACTION ITEMS

- | | | |
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| III. | December 1, 2021 Minutes | Trustee Dortch |
|------|--------------------------|----------------|

INFORMATION ITEMS

- | | | |
|-------|---|----------------------------|
| IV. | Revisions to the Board of Trustees Operating Procedures | Ms. Shira Thomas, Esq. |
| V. | Government Relations Update | Mrs. Danielle McBeth, Esq. |
| VI. | Timelines for President's Goal Setting and Evaluation | Trustee Dortch |
| VII. | Timeline for Board's Self-Evaluation | Trustee Dortch |
| VIII. | Adjournment | |

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

Governance Committee Minutes
February 16, 2022
Agenda Item: III

Subject: Governance Committee Meeting 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 December 1, 2021.

Attachments: Yes, copies of the minutes are attached.

Governance Committee Minutes
Trustee Thomas Dortch, Chair
December 1, 2021

The Governance Committee met on Wednesday, December 1, 2021. A quorum was established, with the following committee members in attendance: Thomas Dortch, Michael Dubose, Kimberly Moore, Belvin Perry, Kenny Stone, Nicole Washington, and Carrington Whigham.

The first action item was approval of the September 15, 2021 committee meeting minutes. Trustee Moore moved approval of the minutes. The motion was seconded by Trustee Dubose and the motion carried unanimously.

Next, Trustee Dortch shared that Article 5.3 of President Robinson’s employment agreement provides the following:

“ . . . Dr. Robinson may be eligible to receive an annual performance bonus of up to twenty percent (20%) of the annual base salary then in effect, as provided for in subparagraph 4.0, contingent upon the availability of funds from the FAMU Foundation.”

Trustee Dortch then recognized Chair Lawson for the update. Chair Lawson indicated that President Robinson had met his goals and the University was doing well. He further shared that President Robinson did not receive a pay increase or bonus in two years and that the University’s overall performance had increased. Chair Lawson then suggested that the Board approve a four-percent (4%) pay increase and a 15% bonus. Trustee Perry moved for Board approval of the bonus and salary increase. The motion was seconded by Trustee Dubose and was approved unanimously.

Trustee Dortch asked Danielle McBeth, Director of Government Relations to present her update. Mrs. McBeth indicated that the last of six interim committee weeks was occurring that week. She shared that several deans and professors had already testified before legislative committees. She said the Governor is expected to release his budget prior to the legislature convening in January 2022, as the regular session begins January 11, 2022 and adjourns March 11, 2022. FAMU Day at the Capitol is scheduled for February 24, 2022. She reminded the Board of its 2022-2023 legislative priorities:

- Elevating and Sustaining Student Success - \$15M
- FAMU/FSU Joint College of Engineering -\$6.6M
- University of Distinction - \$6M
- Public Education Capital Outlay –
 - \$28.4M Research Laboratory Center
 - \$27.7M Campus-wide Utility Infrastructure
- FAMU College of Pharmacy, Peaden Education Center - \$1.5M

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

Mrs. McBeth highlighted federal legislation being tracked, including the Infrastructure Investment and Jobs Act. She said there is particular interest in the \$42.5 billion for board-band equity access and deployment program. The University is currently working on a submission for funding.

In closing, Trustee Dortch encouraged the Trustees to participate in the National Conference on Trusteeship, April 12-14, 2022. He also stated that the Office of the General Counsel is working on revisions/updates to the Operating Procedures and will have a draft prepared for the February Committee meeting. He asked the Committee to send their suggested updates to Ms. Barge-Miles.

With there being no further business, the meeting adjourned.

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

Governance Committee
Wednesday, February 16, 2022
Agenda Item: IV

Subject: Board of Trustees Operating Procedures

Background Information and Summary: The Governance Committee Charter requires a periodic review of the Board of Trustees Operating Procedures. The Committee will be presented with proposed revisions and will schedule a workshop for a full review and dialogue regarding the procedures.

FLORIDA
AGRICULTURAL AND MECHANICAL
UNIVERSITY



BOARD OF TRUSTEES

**OPERATING
PROCEDURES**

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

**FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY
BOARD OF TRUSTEES**

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ARTICLE 1: STATEMENT OF PURPOSE

The Florida Agricultural and Mechanical University Board of Trustees (hereinafter referred to as the “Board”) is vested with all powers and the authority to govern and set policy for “The Florida Agricultural and Mechanical University,” as necessary to provide proper governance in accordance with the Constitution and laws of the State of Florida and with rules, regulations, and policies of the Florida Board of Governors, now existing or hereinafter established. In order to promote the effective discharge of its obligations and achieve its stated objectives, the Board hereby adopts these Board Operating Procedures.

ARTICLE 2: THE BOARD

- 2.1 CORPORATION/CORPORATE NAME** - The Board is a public body corporate entitled “The Florida Agricultural and Mechanical University Board of Trustees” with all the powers of a body corporate under the laws of the State of Florida. The Board is a corporation primarily acting as an instrumentality or agency of the State, pursuant to Section 768.28, Florida Statutes, for the purposes of sovereign immunity.
- 2.2 COMPOSITION/TRUSTEES** - The Board shall be comprised of thirteen (13) members, six (6) of whom shall be appointed by the Governor and five (5) of whom shall be appointed by the Florida Board of Governors. The President of the Student Government Association and the University Faculty Senate President shall serve as trustees during their terms of office. The appointed members of the Board shall be confirmed by the Florida Senate.
- 2.2.1** Trustees shall serve for staggered 5-year terms, and may be reappointed for additional terms.
- 2.2.2** The Governor or Florida Board of Governors may remove a Trustee for cause. Failure of a Trustee to attend three (3) consecutive regular Board Meetings in any fiscal year may also be grounds for removal by the Governor or Florida Board of Governors, as appropriate.
- 2.2.3** The Governor or Florida Board of Governors shall fill Board vacancies by appointment, as appropriate.
- 2.2.4** Trustees shall serve without compensation, but may be reimbursed for travel and per diem expenses in accordance with Section 112.061, Florida Statutes.
- 2.3 POWERS AND DUTIES** - The Board shall serve as the governing body of “The Florida Agricultural and Mechanical University.” It shall select the President of “The Florida Agricultural and Mechanical University” to serve at the pleasure 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 ~~rules~~ 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 VACANCIES, 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. The 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 terms, the ~~Board Chair, after 7-day notice to the Board,~~ may ~~seek reselection.~~ ~~‡The Chair must receive~~ by an affirmative vote of no less than two-thirds (2/3) of the members of the Board ~~to serve beyond two terms.~~

3.2.1 The 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 Prior to nominations during the full Board meeting referenced above, Section 3.2 of the Board Operating Procedures and each trustee's term expiration date, will be read into the record.

3.2.3 Officer Vacancies- A vacancy in 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 they intend 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 of 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 they filled, and election or reelection shall take place at the Board meeting designated in Article 3.2.

3.3 **CHAIR** - The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, attesting to actions of the Board, appointing members of standing or other committees, accepting service of process in all suits filed against the Board, and serving as the spokesperson for the Board. The Chair shall perform such duties in consultation with the University President. The 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 Vice Chair shall be to act as Chair due to the vacancy, absence or disability of the Chair.

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 Chair, file and preserve all minutes, regulations, resolutions rules, 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 may designate an individual to serve as Assistant Corporate Secretary to the Board.

3.5.1 The University President's specific powers and duties are enumerated in Board Regulation 1.02142, as now or hereafter amended.

3.5.2 As Executive Officer, the President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff, students, and direct support organizations of the University.

3.6 **PRESIDENT**- The University President shall serve as the Chief Executive Officer of the University. The University President shall be responsible for the operation and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its education missions and goals, monitoring educational and financial performance, consulting with the Board in a

Commented [TSR1]: Do we wish to have Chair's vacancy filled by Vice chair as stated in Article 3.4? Vacancy isn't defined. If so, use the following:

The Vice Chair then-serving, if any, shall fill the vacancy in and succeed to the position of Chair upon a vacancy in that position. A vacancy of the Vice Chair shall be filled at any time by a majority vote of the Board upon recommendation of 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 they filled, and election or reelection shall take place at the Board meeting designated in Article 3.2.

Commented [TSR2]: Vacancy is not defined. See 3.2 above. Should we amend to state temporary absence or disability solely?

Commented [TSR3]: Many of the other sus board bylaws have a paragraph on president's duties:

The University President shall serve as the Chief Executive Officer of the University. The University President shall be responsible for the operation and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its education missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson. The President shall have the authority to execute all documents on behalf of the University and the Board consistent with law, the Governance Standards, and the best interests of the University.

timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson. The President shall have the authority to execute all documents on behalf of the University and the Board consistent with law, the Governance Standards, and the best interests of the University.

ARTICLE 4: COMMITTEES

The Board shall establish standing and ad hoc/special committees, as it deems appropriate to discharge its responsibilities. The Board Chair shall appoint members of committees and their chairs **and vice chairs**. **Vacancies in the positions of committee chairs and committee vice-chair may be filled by appointment of the Chair at any time as necessary.** Members of the committees shall hold office until the appointment of their successors. Unless specifically delegated or as otherwise provided in these Operating Procedures, the authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities **or a charter** as approved by the Board. **The chairs of all committees shall perform their duties in consultation with the University President (or designated administrative liaison(s)).**

Commented [TSR4]: Consider incorporating: "Each committee shall consist of no less than three members."

4.1 EXECUTIVE COMMITTEE - The Executive Committee shall consist of seven (7) Trustees, which shall include the Board Chair **and Vice Chair**, the chairs of the Academic Affairs **and Student Affairs** Committee, Audit and Compliance Committee, Budget/Finance **and Facilities Planning** Committee, **Governance Committee**, ~~Student Affairs Committee~~, ~~Facilities Planning Committee~~ and Direct Support Organization (DSO) Committee. The Corporate Secretary shall be an ex-officio member without a vote and not counted as part of a quorum for purpose of transacting business. Each Committee member shall serve for a term of two (2) years.

Commented [TSR5]: Consider incorporating: All Trustees who are not members of a particular committee are invited to attend that committee meeting and may comment, but not vote, on matters before the committee

Commented [TSR6]: Consider stating "the chairs of all standing committees will serve on the executive committee. Note DSO is not a standing committee."

4.1.1 The Executive Committee shall meet upon the call of the Board Chair to conduct its business as the Board Chair and Corporate Secretary may determine, and minutes shall be taken.

4.1.2 The Executive Committee has the authority of the Board to act between regular Board meetings on matters which are either ministerial or which must be decided before the next Board meeting. The actions of the Executive Committee shall be reported to the Board at its next regular Board meeting and shall be confirmed and approved by the Board, if required.

4.2 STANDING COMMITTEES - **The following Committees shall be standing committees of the Board until dissolved by the Board.** Members of each standing committee shall be appointed by the Board Chair to serve for a term of

two (2) years. Unless specifically delegated and except as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board, and the duty of each standing committee shall only be to consider and make recommendations to the Board upon matters referred to it.

4.2.1 Academic and Student Affairs Committee - The Academic and Student Affairs Committee shall be responsible for oversight of educational policies and programs, and policies relating to student affairs, including athletics. It shall review and consider policies relating to new and existing degree programs, instruction, research, and continuing education, conditions affecting recruitment and retention of faculty members, including tenure, academic freedom and academic responsibility, codes of conduct and appropriate penalties for violations of University regulations pertaining to academic dishonesty, student admissions, student conduct, student life, extracurricular activities, student health, career resources, and student financial affairs. It shall make recommendations to the Board on these and other matters referred to it by the Board. It shall make reports to the Board.

4.2.2 Audit and Compliance Committee - The Audit and Compliance Committee shall be responsible for reviewing and recommending to the Board policies affecting internal controls, accountability, and audit. The Audit and Compliance Committee shall have access to internal and external auditors to assess their performance, the scope of audit activities and the adequacy of the system of internal accounting controls to ensure compliance with state and federal laws, regulations and requirements. Internal auditors shall report to the President for administrative support and shall report to the Board as to the process and content of their internal audit reports. The committee shall make reports to the Board. The committee's responsibilities shall include, but not be limited to:

- i. Reviewing internal audits of the University;
- ii. Reviewing external audits performed by the State Office of Auditor General and other independent auditors, together with the University's responses and corrective actions;
- iii. Advising the Board on all aspects of internal and external audit and the adequacy of accounting procedures, systems, controls, and financial reporting in accordance with laws and regulations of the state;
- iv. Reviewing compliance reports of the University of all laws and regulations pertaining to matters such as research, environment, occupational health and safety, fiscal affairs, including the system of reporting established by the University; and
- v. Recommending changes to the Audit and Compliance Charter.

4.2.3 Budget/Finance and Facilities Planning Committee - The Budget/Finance and Facilities Planning Committee shall be responsible for oversight of all policies relating to the financial affairs of the University, and overseeing the University's physical assets (e.g. land, buildings, infrastructure and equipment). It shall review and consider the annual budget and requests for appropriation of funds for the University as prepared by the President, policies relating to the external financing of projects, and the schedule of tuition, fees, and other student charges, and make recommendations to the Board on these and other matters referred to it by the Board. This committee also shall monitor the University's financial operations, debt level, and investment performance, if any. It shall make reports to the Board. The Committee's responsibilities shall also include, but not be limited to:

- i. Reviewing proposed additions of and accepting new facilities, and reviewing proposed additions and renovations of existing facilities, after having evaluated appropriate utilization of existing available space and taking into consideration master plans, infrastructure, traffic, parking, appropriate land use and the effect upon overall University operations, both to include facilities of direct support organizations (DSOs), and other affiliated corporations of the University;
- ii. Reviewing annually the Capital Improvement Program list for funding by the Legislature, including the PECO list, and the Capital Improvement Program for all other projects;
- iii. Recommending appropriate action with regard to real property acquisition, sale, or lease;
- iv. Recommending the naming of facilities;
- v. Reviewing and approving the Campus Master Plan; and
- vi. Reviewing and approving debt financing for property.

4.2.4 Governance Committee - The Governance Committee is responsible for reviewing and making recommendations to the Board on various Board functions. The Committee's responsibilities shall include, but not be limited to:

- i. ~~Approving annually~~ Periodically reviewing the charters for standing ~~Board~~ committees;
- ii. Reviewing periodically Board Operating Procedures;
- iii. Initiating Board training when appropriate;
- iv. Overseeing the performance evaluation processes of:
 - ~~the Board of Trustees Evaluating the Board's performance;~~
 - The President.
- v. Evaluating the President's performance;
- vi. Periodically reviewing Board of Trustees' governance;

- vii. Overseeing University collective bargaining agreements;
- viii. Recommending Board regulations pertaining to the employees of the University and overseeing public and governmental relations; and
- ix. Providing oversight concerning these matters and making reports to the Board as appropriate.

4.2.5 Strategic Planning and Performance Measures Committee - The Strategic Planning and Performance Measures Committee is responsible for making recommendations to the Board regarding strategic planning, performance metrics, measures, and performance-based funding initiatives. The Committee's responsibilities shall include, but not be limited to:

- i. Reviewing the University's strategic plan, and making proposed revisions when appropriate;
- ii. Making recommendations to the Board regarding the implementation of the strategic plan;
- iii. Assessing the progress made in achieving strategic goals and objectives;
- iv. Reviewing the Board of Governors ten performance-based funding metrics, including the University-specific metric chosen by the Board of Governors and the University-specific metric chosen by the Board of Trustees;
- v. Assessing the University's performance funding initiatives and metric scores to ensure that the University is striving to excel and improve on key metrics; and
- vi. Making additional recommendations and reports to the Board, as appropriate.

4.3 AD HOC/SPECIAL COMMITTEES - The Board Chair may establish such Special Committees as deemed necessary for the orderly conduct of the business of the Board. Special Committees shall have powers and duties and period of service as the Chair may determine; however, no Special Committee shall be created to act upon matters within the purview of a standing committee.

ARTICLE 5: MEETINGS

All meetings of the Board and its committees shall be open to the public and all official acts of the Board or its committees shall be taken at public meetings, unless otherwise provided by law. No resolution, regulation, or other formal action shall be considered binding except as taken or made in accordance with Section 286.011, Florida Statutes. The Board attorney or designee shall be present at all Board and Committee meetings, as appropriately noticed. The provisions of Section 24, Article I of the Florida Constitution and Chapter 286, Florida Statutes, shall govern Board and committee meetings.

- 5.1 REGULAR MEETINGS** - Regular meetings of the Board shall convene at least four (4) times each year, or as needed, at a date, time, and place designated by the Board. At the discretion of the Chair/Board, meetings may be held virtually or by other communication technology allowing participants to be heard and the public to hear all participants. The schedule of meetings is available on the Board website.
- 5.2 SPECIAL MEETINGS** - Special meetings of the Board, including hearings and workshops, shall be held at the call of the Board Chair or upon request of seven (7) ~~trustees members of the Board~~. The Board Chair shall designate the date, time, and place of such meetings. The Corporate Secretary shall send written notice of such special meetings to all Trustees, along with a statement of the purpose of the meetings. No matter may be considered at any special meeting that was not included in the call of the special meeting, except by an affirmative vote of a majority of the Trustees at the meeting.
- 5.3 EMERGENCY MEETINGS** - Emergency meetings of the Board or its Committees shall be called by the Board Chair or upon the request of seven (7) ~~trustees members of the Board~~, upon such notice as is reasonable under the circumstances, whenever, in the opinion of the Board Chair or upon the request of seven (7) ~~trustees members of the Board~~, an issue requires immediate Board action. The Corporate Secretary shall notify the Board in writing upon the first and subsequent requests by members of the Board for an emergency meeting. The Board Chair shall notify the Corporate Secretary of such emergency meetings. The Corporate Secretary shall immediately serve verbal or written notice upon each Trustee, stating the date, time, and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting, unless additional emergency matters are agreed to by a majority of the Trustees in attendance. The minutes of each emergency meeting will reflect the manner and method by which notice of such emergency meeting was provided to each Trustee and will state the actions taken and the specific facts and reasons for calling the emergency meeting.
- 5.4 NOTICE OF MEETINGS** - Notice of meetings of the Board shall be given by posting a notice of the time, place, date, and general purpose of the meeting on the University's website not less than seven (7) days prior to the meeting. The media may also be notified through a press release issued by the University whenever an emergency meeting is scheduled.
- 5.5 QUORUM** - A quorum for the transaction of business shall consist of seven (7) Trustees. A quorum having been established, no business shall be transacted without a majority vote of all Trustees present, except as otherwise provided in these bylaws.

Commented [TSR7]: Special meetings of the Board, including hearings and workshops, may be called by the Chair or any seven (7) members at such dates, times and places as may be specified in the call for the meeting.

Commented [TSR8]: Consider: Board's website and University Calendar

A quorum for all standing and special committees shall consist of a majority of the committee, except that in no case shall the number be fewer than two (2). A quorum having been established, no business shall be transacted without a majority vote of all committee members present.

5.6 VOTING PROCEDURE - No business will be transacted without an affirmative vote of the Board, and a majority vote of all the members of the Board is required for establishing policy, for making rules and regulations, for appointing and removing the President, and for approving or terminating programs. Each Trustee shall have one (1) vote. A vote shall be recorded or counted for each Trustee present, except when, with respect to such Trustee, there is or appears to be, a possible conflict of interest under Sections 112.311, 112.313, and 112.3143, Florida Statutes. In such cases, the Trustee shall comply with disclosure requirements in Section 112.3143, Florida Statutes.

5.6.1 Proxies - The use of proxies for purposes of determining a quorum, for voting, or for any other purpose is prohibited.

5.6.2 Mail – voting by mail is prohibited.

5.7 MEETING BY TELEPHONE OR OTHER COMMUNICATIONS MEDIA TECHNOLOGY - With proper public notice, the Board or its Committees may participate in meetings by telephone conference call and other communications media technology, whereby all Trustees participating in the meeting can hear each other at the same time, to conduct business in the same manner as if the proceeding were held in person.

5.7.1 The notice of any meeting, which is to be conducted by means of communications media technology, will state where and how members of the public may gain access to the meeting.

5.8 RULES OF PROCEDURE –Meetings shall be conducted according to parliamentary rules in the latest edition of *Robert's Rules of Order*, unless otherwise modified by the Board and provided for within these ~~o~~Operating pProcedures. ~~The Board is required to make a motion or formally announce that the meeting time will be extended at the time the meeting is scheduled to adjourn.~~

5.9 AGENDA - The agenda for each meeting of the Board shall be prepared by the Corporate Secretary, in consultation with the Board Chair. The agenda shall be prepared in sufficient time prior to the meeting to ensure that a copy of the agenda will be provided to the Trustees at least fourteen (14) days in advance of the regular meeting and as soon as practicable for special and emergency meetings. Supporting documentation shall be prepared in sufficient time prior to the meeting to ensure that a copy of such documents will be provided to the Trustees at least seven (7) days prior to the meeting. The Corporate Secretary shall mail or email a supplemental or revised agenda to the Trustees prior to the meeting, if additional items or supporting documentation become available.

- 5.9.1 Addendum to Agenda.** Any Trustee may, at any regular meeting, propose an addendum to the agenda. The Board may, by a majority, vote to consider and to take final action on the addendum to the agenda.
- 5.9.2 Consent Agenda and Action Items.** At regular meetings of the Board, the Board shall vote on matters appearing on the Consent Agenda in its entirety, unless an individual Trustee requests that a separate vote be taken on a particular item. A separate vote shall be taken on each item appearing as an Action Item on the Agenda.
- 5.10 MINUTES** - The Corporate Secretary shall be responsible for recording the detailed minutes of any Board or Committee meeting, including a record of all votes cast and attendance of each Trustee, and promptly transmitting a copy of the minutes to each Trustee or Committee member and to other parties deemed appropriate. Such detailed minutes shall be posted to the University's Board of Trustees' website no later than two (2) weeks after the Board Meeting.
- 5.10.1** A court reporter shall be present at each Regular Meeting of the Board. A permanent record of each Regular Meeting of the Board shall be maintained.
- 5.11 CLOSED SESSIONS AT PUBLIC MEETINGS** - The Board may conduct closed sessions when it meets to consider or discuss pending litigation with the Board attorney, pursuant to Section 286.011(8), Florida Statutes, as now or hereafter amended; collective bargaining matters pursuant to Section 447.605, Florida Statutes, as now or hereafter amended; matters related to the evaluation of a claim filed with or offers of compromise of claims filed with the University's risk management program, pursuant to Section 768.28, Florida Statutes, as now or hereafter amended or to hear challenges to the content of student records and reports; and security of data and information technology and systems pursuant to Section 1004.055(2), Florida Statutes, as now or hereafter amended.
- 5.12 CLOSED SESSIONS AND PUBLIC RECORDS** - The minutes of attorney-client sessions and risk management meetings shall be exempt from public disclosure until termination of the litigation and settlement of all claims arising out of the same incident. All work products developed by the Board and the University in preparation for and during collective bargaining negotiations shall be exempt from disclosure.

ARTICLE 6: CODE OF ETHICS

- 6.1 CONFLICT OF INTEREST** - Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith, with due regard to the interest of the University, and shall comply with the fiduciary principles and laws

set forth in the Code of Ethics for Public Officers and Employees, Sections 112.311-112.326, Florida Statutes, and Board Regulation 1.019. Such principles and laws include, but are not limited to, matters addressing contracts and transactions with the University; voting conflicts; disclosure and disclosure forms; solicitation and acceptance of gifts, favors, or compensation; misuse of public position or confidential information; employment of relatives; and exemptions. The Board shall adopt a written conflict of interest policy, which shall be reviewed periodically and revised as necessary. Each Trustee shall annually complete and sign a disclosure form.

ARTICLE 7: AMENDMENTS TO THE OPERATING PROCEDURES

- 7.1 VOTING, NOTICE AND FILING REQUIREMENTS.** The Board shall review its Operating Procedures periodically annually. The Board's Operating Procedures may be amended or repealed at any regular meeting of the Board by an affirmative vote of no less than two-thirds (2/3) of the members of the Board, provided that written notice and a copy of any proposed amendment or repeal are filed with the Corporate Secretary of the Board and mailed or emailed to each Trustee at least seven (7) days in advance of the meeting at which the amendment or repeal is to be voted upon.
- 7.2 WRITTEN NOTICE BY CORPORATE SECRETARY.** It shall be the responsibility of the Corporate Secretary to mail or email written notice and a copy of the proposed amendment or repeal to each Trustee at least seven (7) days in advance of the meeting at which the amendment or repeal is to be voted upon.
- 7.3 SUSPENSION OF OPERATING PROCEDURES - Any provision of these Bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board then serving.**

ARTICLE 8: APPEARANCES BEFORE THE BOARD

- 8.1 APPEARANCES BEFORE THE BOARD; WRITTEN COMMUNICATIONS** - Individuals or group representatives who desire to appear before the Board to address a subject within the Board's jurisdiction shall file a written request with the Corporate Secretary at least ten (10) days prior to the consideration of the matter by the Board. The Corporate Secretary, in consultation with the Board Chair, will determine whether the item will be heard and when the item will be heard. When addressing agenda matters, members of the public shall confine their comments to the subject of the agenda matter. The

Board Chair shall have the authority to limit immaterial, unnecessary, or redundant presentations or requests. Nothing in this section prohibits a person from filing written communications to the Board in regard to matters then under consideration. However, unsigned communications shall not be introduced to the Board. The Board Chair may place time limits on any presentation or decline to hear any matter determined by it to be out of its jurisdiction.

The Board Chair may recognize any individual or representatives of groups to address the Board.

- 8.2 PUBLIC COMMENTS; TIME LIMITED** - Individuals, organizations, groups or factions who desire to appear before the Board to be heard on a proposition pending before the Board shall complete a public comment form specifying the matter on which they wish to be heard. Public comment forms will be available at each meeting and must be submitted prior to the plenary meeting of the Board. For meetings held telephonically, public comment forms can be obtained from the Corporate Secretary and must be submitted prior to the date of the meeting. Organizations, groups, or factions wishing to address the Board on a proposition shall designate a representative to speak on its behalf to ensure the orderly presentation of information to the Board. The Board will reserve a maximum of fifteen (15) minutes during the plenary meeting of the Board to take public comment unless the Board Chair or a majority of the Board grants additional time. Each person recognized for the purpose of public comments by the Board Chair shall limit his or her comments to agenda matters currently before the Board. The person shall step forward to the podium, and shall give his or her name in an audible tone for the record. Persons and representatives of organizations, groups or factions addressing the Board during the public comments section of the Board meeting shall limit their remarks to three (3) minutes, unless the Board Chair or a majority of the Board grants further time. Time limits may be extended or shortened depending on the number of speakers requesting to be heard. All remarks shall be addressed to the Board as a body and not to any member thereof, nor to members of the audience. No person, other than the Board and the person having the floor, shall be permitted to enter into any debate or discussion, either directly or through a member of the Board, without the permission of the Chair.

Commented [TSR9]: Many universities have the form available on the website or they have an address to obtain the form. Do we wish to make this change as well?

- 8.3 ENFORCEMENT OF DECORUM** - The University's police chief, or such member of the University's police department as the chief may designate, shall carry out orders and instructions given by the Chair or by a majority of the Board present for maintaining order and decorum at the Board meetings. Public members attending Board meetings shall observe the same rules of propriety, decorum and good conduct applicable to members of the Board. Any person making personal, impertinent or slanderous remarks or who becomes boisterous while addressing the Board or while attending the Board meeting shall be removed from the room if the police chief or officer is so directed by the Chair, and such person may be barred from further audience with the Board. Unauthorized remarks from the audience, stamping of feet, whistles, yells and

similar demonstrations shall not be permitted by the Chair, who shall direct the removal of such offenders from the room.

ARTICLE 9: INDEMNIFICATION

- 9.1 PERFORMANCE OF OFFICIAL DUTIES.** In any civil action brought against a Trustee for any act or omission arising out of and in the course of the performance of his or her duties and responsibilities, the Board may defray all cost of defending, including reasonable attorney's fees and expenses, along with costs of appeal, and may hold harmless and protect such Trustee from any financial loss resulting from the lawful performance of his or her duties and responsibilities. In the discretion of the Board, claims based on such actions or omissions may be settled prior to or after the filing of the suit.
- 9.2 INSURANCE COVERAGE.** The Board may arrange for and pay for the premium for appropriate insurance to cover all such losses and expenses.

ARTICLE 10: GENERAL

- 10.1 COLLECTIVE AUTHORITY AND ACTION** - The authority of the Trustees is conferred upon them as a Board, and Trustees bind the Board and the University only by acting together as a Board. No individual member shall commit the Board to any policy, declaration, or action without prior approval of the Board.
- 10.2 FISCAL YEAR** - The fiscal year of the Board shall commence on July 1 of each year and end on June 30.
- 10.3 BOARD RECORDS** - Public access to Board records shall be governed by the provisions of Section 24, Article I of the Florida Constitution and the Public Records Law, Chapter 119, Florida Statutes.
- 10.4 REGULATION DEVELOPMENT, RULEMAKING AND POLICY** - The Board may adopt, amend, or repeal rules, regulations, and policies consistent with the University mission, with law, and with the rules and regulations of the Florida Board of Governors.
- 10.5 CHIEF LEGAL OFFICER** - The Vice President for Legal Affairs, as Chief Legal Officer, reports functionally to the Chair of the Board and to the Chair of the Governance Committee, and reports both functionally and administratively to the President.

Commented [TSR10]: Consider this language which condensed the section.

Individuals or group representatives, who desire to appear before the Board to address a subject within the Board's jurisdiction may submit their requests in writing at least ten (10) days in advance to the Corporate Secretary, c/o Board Liaison, 1615 Martin Luther King, Jr. Blvd., Suite 400, Tallahassee, FL 32307, specifying the agenda item on which the requestor(s) wishes to comment.

Comments shall be generally heard at Board Committees. However, the Corporate Secretary in consultation with the Board Chair will determine whether the item will be heard and when the item will be heard. There will be a three-minute time limit on any presentation. The total time allotted for all comments shall not exceed fifteen minutes, unless approved by the Board Chair or a majority of the Board.

As permitted by section 286.0114 F.S., the Chair of the Board may decline to hear any matter that: does not relate to a particular agenda item; is not practicable for a particular meeting; is outside the Board's jurisdiction; or was made available for public comment at a prior workgroup or committee meeting before the Board takes action.

The Board Chair may recognize any individual or representative of groups to address the Board. In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

10.6 GUIDELINES FOR ANNUAL EVALUATION OF THE PRESIDENT'S PERFORMANCE – The policies and procedures outlined in this subsection are intended to promote consistency and objectivity in the Board's approach to evaluating the President's performance and to codify, for future reference, the process. Section 1.001(5)(f) of the Board of Governors' Regulations require each board of trustees to conduct an annual evaluation of the President and that the Chair of the Board of Trustees shall request input from the Chair of the Board of Governors, who may involve the Chancellor, during the annual evaluation process pertaining to the responsiveness to the Board of Governors' strategic goals and priorities and compliance with system-wide regulation.

~~The Board Chair~~ in accordance with ~~the aforementioned said~~ Section 1.001(5)(f) of the Board of Governors' Regulations and Section 4.3 of the Board of Trustees Operating Procedures, ~~has established a Special~~ the Governance Committee will ~~on Presidential Evaluation or such committee appointed by the Board Chair to provide~~ oversight over the annual evaluation process. The Committee's responsibilities are to:

- Recommend to the Board annual goals for the President.
- ~~• Recommend to the Board an annual evaluation of the President's performance.~~
- Lead the discussion of the President's annual performance evaluation based on the President's achievement of the mutually agreed upon specified goals and objectives and such other criteria, as the Committee deems appropriate.
- Create or select an annual evaluation tool for the Board's approval.
- ~~Conduct an initial review of the President's performance and p~~Provide to the Board a copy of the President's self-appraisal.
- ~~Oversee the compilation of~~ Compile the evaluative information from each Board member.
- ~~• Provide the President with a written assessment of its evaluation.~~
- ~~• Present its written assessment and recommend performance rating for Board approval.~~
- Work with the President to provide to the Board a draft of a mutually agreed annual goals and objectives.
- Work with the General Counsel to ensure compliance with the Board's contractual obligations to the President.

10.6.1 GUIDING PRINCIPLES FOR ANNUAL EVALUATION PROCESS

The annual evaluation of the President shall be guided by the following core principles.

- **Objectivity**

Objectivity extends to the criteria to be assessed, the process for completion of the evaluation, and the selection of persons who will participate in the evaluation.

- **Clearly-defined criteria that relate to the University's Missions & goals**

The criteria for evaluation encompass an appropriate scope. The criteria include outcome standards that relate the actions of the individual to the mission and goals of the University as well as process criteria that describe the critical behaviors of effective leaders.

The Board of Trustees in the form of performance goals will set the major outcome criteria each year. In addition to the performance goals, the Board of Trustees will determine the performance indicators to be used to assess the President's attainment. Performance goals may vary from year to year, however, there are certain job-specific functions for each administrative position that will be evaluated each year whether selected for emphasis that year or not.

- **Well-planned schedule of implementation**

A timetable for evaluation shall be established annually that provides an adequate period for data collection, review, and feedback.

- **Clear policy for reporting and use**

The ~~Special Governance~~ Committee ~~on Presidential Evaluation or~~ such other committee as appointed by the Board Chair shall be the point of contact for receiving and reviewing the various types of information relevant to the job performance of the President.

- ~~Opportunity for response and self-assessment~~

~~By engaging in the performance planning process, i.e., the setting of performance goals, the presentation of evidence related to the attainment of those goals, each Board of Trustees has, in effect, completed a self-assessment and had an opportunity for response.~~

- **Review of the evaluation process**

The ~~Governance Committee will review and revise, as necessary, the evaluation process, itself must be periodically reviewed and revised as necessary. At the discretion of the Board Chair, a committee will be assigned the responsibility of reviewing the its~~ procedures and policies and making recommendations for continuous improvement.

10.6.2 PROCEDURES FOR THE ANNUAL EVALUATION OF THE PRESIDENT – Evaluation of the President will be performed on an annual basis as required by the Board of Governors. Components of evaluation include the President's self-appraisal, the compilation of results generated from responses to the President's Annual Evaluation Form completed by the Board, consultation with the Chair of the Board of Governors pursuant to Section 1.001(5)(f) of the Board of Governors' Regulations, and the President's report of performance attainment made at the end of the fiscal year.

Performance Goals and Indicators

~~Prior to May 2 of each year, the President shall submit a list of goals and objectives for the upcoming fiscal year to the Board Chair. The Chair shall disseminate the goals and objectives to the Governance Committee, chair of the Special Committee on Presidential Evaluation or such other committee as appointed by the Chair. The Special Governance Committee chair on Presidential Evaluation will meet with the President to discuss the evaluation process, the President's proposed performance goals and objectives, and any feedback or suggestions by the President that may contribute to the evaluation process or the performance goals and objectives. The Board and the President shall mutually agree upon the President's performance goals and objectives, in accordance with the President's employment agreement before June 30 of each year.~~

~~The President's yearly individual performance goals and suggested specific performance indicators shall be reflective of long-term strategic goals for the University. These goals will be reviewed with the Chair of the Special Committee on Presidential Evaluation or such committee as appointed by the Board Chair. Prior to June 30 of each year, the President will document to what extent the goals and indicators for the current fiscal year were achieved. This documentation will be shared with the Special Committee on Presidential Evaluation or such committee as appointed by the Board Chair.~~

President's Annual Evaluation Form

~~Between July 1 and September 30 of each year, the President's Annual Evaluation Form, which contains job specific and general performance rating scale items will be distributed to all stakeholders and completed by the Board of Trustees. Trustees will also be provided a copy of the President's Self-Appraisal.~~

Evaluation Review and Report

~~Between July 1 and September 30 of each year, the President will meet with the Special Committee on Presidential Evaluation or such committee as appointed by the Board Chair to discuss achievement of yearly goals~~

~~and how they aid in meeting the University's long-range strategic goals, and the results of the President's Annual Evaluation Form.~~

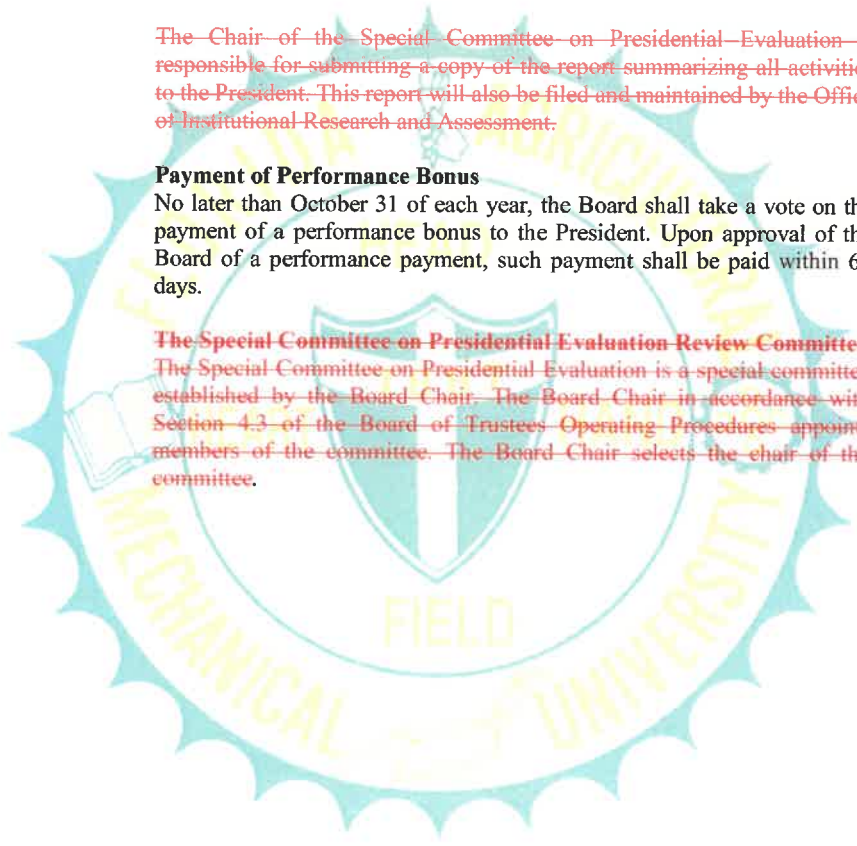
The ~~Special Governance~~ Committee on Presidential Evaluation will prepare a summary report using available evaluation data that consists of the completed Performance Planning Document (goals and indicators), the results of the President Annual Evaluation Form (specific and general items), and the President's self-appraisal.

~~The Chair of the Special Committee on Presidential Evaluation is responsible for submitting a copy of the report summarizing all activities to the President. This report will also be filed and maintained by the Office of Institutional Research and Assessment.~~

Payment of Performance Bonus

No later than October 31 of each year, the Board shall take a vote on the payment of a performance bonus to the President. Upon approval of the Board of a performance payment, such payment shall be paid within 60 days.

~~**The Special Committee on Presidential Evaluation Review Committee**
The Special Committee on Presidential Evaluation is a special committee established by the Board Chair. The Board Chair in accordance with Section 4.3 of the Board of Trustees Operating Procedures appoints members of the committee. The Board Chair selects the chair of the committee.~~



APPENDIX "A"

**Florida Agricultural and Mechanical University
Board of Trustees**

AUDIT AND COMPLIANCE COMMITTEE CHARTER

1. Purpose

The Board of Trustees has established the Audit and Compliance Committee (Committee), pursuant to Section 4.2.2 of the Board of Trustees Operating Procedures. The primary function of the Audit and Compliance Committee is to assist the Board of Trustees in discharging its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the University's process for monitoring compliance with laws and regulations. The Audit and Compliance Committee's principal activities will include:

- Oversight of the University's Enterprise Risk Management (ERM) program designed to ensure that risks are appropriately identified, assessed, managed, and considered in institutional decision making;
- Oversight of the University's internal control structure, to review the effectiveness and reliability of its business, financial and information system controls;
- Oversight of the quality and integrity of the University's financial reporting processes to ensure the balance, transparency, and integrity of published financial information;
- Review of the internal audit function and overall audit process;
- Review of the external audits performed by the State Office of Auditor General and other independent auditors;
- Review and approval of the annual audit plan;
- Review and approval of the annual compliance program plan;
- Review of the Division of Audit and Office of Compliance and Ethics annual reports; and
- Review of the University's process for monitoring compliance with laws, regulations and policies.

The Audit and Compliance Committee's role is one of oversight, not preparation or operation. Its members rely on the representations of the University's senior management, the Division of Audit, the Office of Compliance and Ethics, the General Counsel, other committees of the Board of Trustees, and other professional consultants.

2. Authority

The Audit and Compliance Committee is authorized to:

- Perform activities within the scope of this Charter.
- Appoint, compensate, and oversee the work of any public accounting firm employed by the University.
- Resolve any disagreements between University management and the auditors regarding financial reporting.
- Retain independent counsel, accountants, or others to advise the Committee or assist in the conduct of an investigation, upon approval of the Board of Trustees.
- Seek any information it requires from faculty, staff, and students of the University.
- Meet with University management, external auditors, or outside counsel as necessary.

3. Organization and Composition

The Audit and Compliance Committee shall be appointed and be comprised of members of the Board of Trustees as provided in the Board of Trustees Operating Procedures. The members will be free from any financial, family or other material personal relationship, including relationships with members of University management, University auditors, and other professional consultants that would interfere with the exercise of their independence from University management or the institution. A majority of the Audit and Compliance Committee members will be financially literate, with at least one member designated as a “financial expert.”

University staff liaisons are the Vice President for Audit, Chief Compliance and Ethics Officer, and the Vice President for Finance and Administration.

4. Meetings

The Audit and Compliance Committee will meet at least four (4) times annually. Additional meetings may occur as circumstances dictate. The Audit and Compliance Committee will invite members of University management, auditors, or others to attend meetings and provide pertinent information as necessary. The meetings will be open to the public. Meeting agendas and appropriate briefing materials will be prepared and provided in advance to Committee members.

5. Responsibilities and Duties

The Audit and Compliance Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and provide reasonable assurances to the Board of Trustees that the scope of audit activities and the adequacy of the system of

internal controls ensure compliance with state and federal laws, regulations, and requirements. The Audit and Compliance Committee shall make reports to the Board of Trustees, as it deems necessary. In addition to the duties as provided in the Board of Trustees Operating Procedures, the Audit and Compliance Committee will fulfill their duties and responsibilities as follows:

A. General

1. Adopt a Charter that is approved by the Board of Trustees that specifies its scope of responsibility, process, etc. The Charter shall be reviewed as necessary, but at least annually, with recommended revisions being submitted to the Board of Trustees for approval.
2. Maintain minutes and/or other records of meetings and activities.
3. Report Committee actions to the Board of Trustees with such recommendations as the Committee may deem appropriate.
4. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent accountants, counsel or others to assist in the conduct of any investigation, upon approval of the Board of Trustees.
5. Review and monitor the implementation of University management's responses to audit recommendations.
6. Require the Vice President of Audit and the Chief Compliance and Ethics Officer to report in writing annually on the activities of their offices.
7. Confirm annually that all responsibilities outlined in this Charter have been carried out.
8. Review any reports issued by the University that relate to the Audit and Compliance Committee responsibilities.
9. Perform other governance oversight as assigned by the Board of Trustees.
10. The Vice President for Audit (as the Chief Audit Executive) and the Chief Compliance and Ethics Officer report functionally to the Chair of the Board of Trustees and to the Chair of the Audit and Compliance Committee of the Board of Trustees and reports administratively to the President.
11. Provide an open avenue of communication between the Vice President of Audit, the Chief Compliance and Ethics Officer, the Chief Risk Officer, external auditors, and the Board of Trustees.

B. Internal Audit

1. Review and approve the annual risk-based internal audit plan, ensuring that it addresses key areas of risk. Review the internal audit activity's performance relative to the plan.

2. Approve and periodically review the Charter, staffing, and activities of the internal audit activity function to ensure they comply with professional standards and address emerging audit issues.
3. Review a summary of significant findings and recommendations of completed internal and external audits, including University management's response and time frame for corrective action, to ensure appropriateness of actions taken.
4. Obtain a periodic progress report on the status of executing the internal audit plan and approve major changes or deviations from the approved audit plan.
5. Determine the degree of implementation of past audit recommendations and the sufficiency of corrective actions taken in addressing those recommendations.
6. Approve decisions regarding the appointment and removal of the Vice President of Audit. Ensure there are no unjustified restrictions or limitations, and concur in the appointment, replacement, or dismissal of the Vice President of Audit.
7. Review with the Vice President of Audit the internal audit activity budget, resource plan, activities, and organizational structure of the internal audit function.
8. Within 60 days after the end of each fiscal year, review the performance of the Vice President of Audit and concur with the annual compensation and salary adjustment.
9. Discuss with the Vice President of Audit any difficulties encountered in the course of audits and investigations, including restrictions on the scope of work or access to required information, and any lack of cooperation.
10. Review the effectiveness of the internal audit function, including the results of the quality assurance program.
11. Identify areas warranting improvements, if any, and make policy recommendations to the Board of Trustees.
12. The Chair of the Audit and Compliance Committee, or designee, should meet with the Vice President of Audit regularly to discuss confidential matters.
13. Propose adequate controls and guidelines for receiving complaints regarding accounting controls and reports of financial fraud.

C. Compliance with Laws, Regulations and Policies

1. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of University management's investigation and follow-up of any non-compliance or fraudulent activities.
2. Obtain regular updates from University management, the Chief Compliance and Ethics Officer, and legal counsel regarding compliance matters that may have a material impact on the University's operations, financial statements, programs, or compliance policies.
3. Review and approve procedures for the receipt, retention, and treatment of complaints regarding financial or operational matters.
4. Review the findings of any examinations by state and federal regulatory agencies.

5. Review the programs and policies of the University designed by its management to ensure compliance with applicable laws and regulations, and monitor the results of compliance efforts.
6. Review results of the University's monitoring and enforcement of compliance with University standards of ethical conduct and conflict of interest policies.
7. Review with the Chief Compliance and Ethics Officer the compliance function, budget, resource plan, activities, and organizational structure.
8. Discuss with the Chief Compliance and Ethics Officer any difficulties encountered in the course of investigations, including restrictions on the scope of work or access to required information, and any lack of cooperation.
9. Identify areas warranting improvements, if any, and make policy recommendations to the Board of Trustees.
10. The Chair of the Audit and Compliance Committee, or designee, should meet with the Chief Compliance and Ethics Officer regularly to discuss confidential matters.
11. Propose adequate controls and guidelines for receiving complaints regarding matter within the compliance function.

D. Internal Controls and Risk Management

Review with University senior management, the Division of Audit, and other relevant offices and committees:

1. The effectiveness of the University's process for identifying and responding to significant financial, operational, reputational, strategic and regulatory risks or exposures and University management's plans and efforts to monitor and control such risks.
2. The effectiveness of the University's internal controls, including the status and adequacy of information systems and security and other relevant matters.
3. Major risks identified and other significant risk management issues that may require action.
4. The University's insurance coverage and the process used to manage any uninsured risks.

E. Financial Statements and Reports

University management is responsible for the preparation, presentation, and integrity of the University's financial statements and for the appropriateness of the accounting principles and reporting policies used by the University. The following shall be the principal duties and responsibilities of the Audit and Compliance Committee regarding financial statements.

1. Review annual audited financial statements with University management and ensure that significant findings and recommendations made by auditors and University management's response are received, discussed and appropriately acted on.

2. Make inquiries and an assessment of University management and auditors concerning the adequacy and effectiveness of the University's systems of financial reporting and internal control system, including information technology security and internal control.
3. Discuss with the University's financial manager, State Auditor General and other outside consultants the appropriateness of accounting principles used by the University, University Direct Support Organizations, and Intercollegiate Athletics.
4. Review the audit report on Federal Awards as required by OMB Circular A133.
5. Review the annual audit reports of University Direct Support Organizations, including the University management's response and corrective action plans to address the resulting recommendations. As necessary, consult with the University Direct Support Organizations Committee regarding the audit reports.
6. Review annual financial statements and University management letters from audits of Intercollegiate Athletics, including the corrective action plan to address the resulting recommendations.
7. Review the adequacy and completeness of financial disclosures made by University management for reasonable portrayal of the University's financial condition.
8. Review significant accounting and reporting issues and recent professional and regulatory pronouncements, and understand their impact on the financial statements of the University.
9. Review compliance with federal and state guidelines for financial reporting.

F. Ethics and Business Conduct

1. Require University management to report on procedures that provide assurance that the University's mission and code of conduct are properly communicated to all employees on an annual basis.
2. Review the University's code of conduct annually and direct University management to establish a system reasonably designed to assure compliance with the code.
3. Ensure internal and external auditors have access to necessary University records, personnel, space and equipment.

G. Legal

Periodically, meet with the University's General Counsel to review any legal matters that may have a significant impact on the University's overall financials or operations and its compliance with regulatory agencies.

6. Rescission of Prior Board Actions

The Audit Committee Charter previously adopted by the Board of Trustees is hereby repealed or rescinded effective upon the adoption of this Audit and Compliance Committee Charter

Adoption of Charter - December 2, 2021

APPENDIX "B"

FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY

Board of Trustees

Governance Committee Charter

1. Purpose and Objectives

The Board of Trustees has established the Governance Committee, pursuant to Section 4.247 of the Board of Trustees Operating Procedures. The primary function of the Governance Committee is to ensure the integrity of the Board and improve Board performance. The Governance Committee principal activities will include:

- Approving ~~annually the~~ charters for standing ~~Board~~-committees;
- Reviewing periodically Board Operating Procedures;
- Initiating Board training when appropriate;
- ~~Overseeing the performance evaluation processes for:~~
~~the Board of Trustees Evaluating the Board's performance and~~
~~the President.~~
- ~~Evaluating the Board's performance;~~
- Periodically reviewing Board of Trustees' governance;
- Overseeing University collective bargaining agreements;
- Overseeing public and governmental relations; and
- Providing oversight concerning these matters and making reports to the Board as appropriate.

2. Authority

The Board authorizes the Committee to:

- 2.1 Perform activities within the scope of its charter.
- 2.2 Engage advisors as it deems necessary to carry out its duties.
- 2.3 Have unrestricted access to management, faculty, and employees of Florida A&M University and its Direct Support Organizations and affiliates. The Committee may request special reports from members of the University or Direct Support Organization management personnel on topics that may enhance its understanding of their activities and operations as it relates to the Governance Committee's mission.

- 2.4 Nothing in this Charter shall be construed to limit the authority of the Board of Trustees or Governance Committee.

3. Organization and Composition

- 3.1 The Chair of the Board shall appoint the chair and members of the Governance Committee as provided in the Board Operating Procedures.
- 3.2 The Governance Committee will consist of at least three (3) but no more than seven (7) members.
- 3.3 Members will serve on the Governance Committee until their resignation or removal from the Committee by the Chair of the Board.

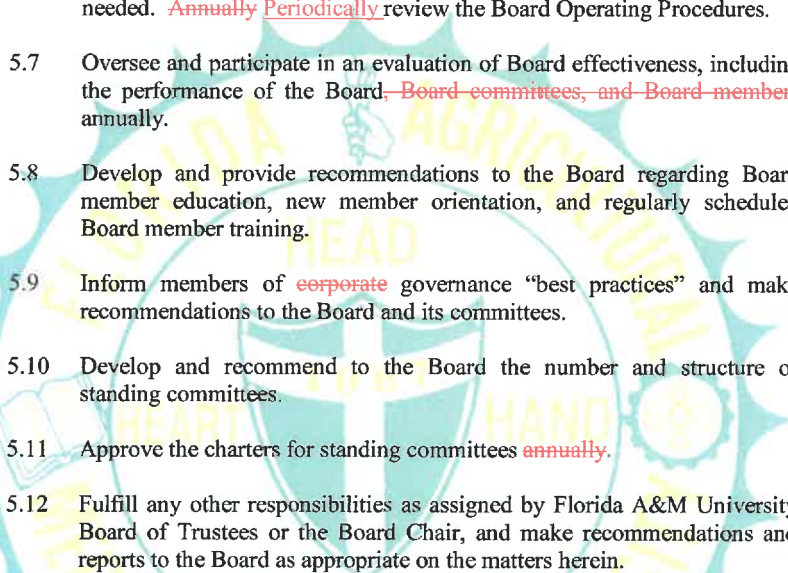
4. Meetings, Agendas, and Minutes

- 4.1 A majority of the members of the Governance Committee will constitute a quorum for the transaction of business.
- 4.2 Meetings will be held not less than two (2) times per year.
- 4.3 The Governance Committee will maintain written minutes of its meetings.
- 4.4 The Chair of the Governance Committee, in collaboration with the staff designee, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to Governance Committee members at least seven (7) days in advance of the meeting. Minutes of all meetings shall be drafted by the staff designee, reviewed by the Governance Committee Chair, and approved by Committee members at the following meeting.

5. Responsibilities and Duties

In addition to the duties as provided in the Board of Trustees Operating Procedures, the Governance Committee will fulfill their duties and responsibilities as follows:

- 5.1 ~~Evaluate its own performance, both of individual members and collectively, annually.~~
- 5.1 Assess the achievement of the Governance Committee's duties specified in the charter and report findings to the Board.
- 5.2 Review the Governance Committee Charter ~~periodically~~ annually and recommend any required revisions to the Board as necessary. Ensure that any revisions to the charter are approved by the Board.

- 
- 5.4 ~~Recommend to the Governor of the State of Florida and the Florida Board of Governors candidates to be named as new or reappointed members of the Florida A&M University Board of Trustees.~~
- 5.5 Review and make recommendations on matters of Board governance.
- 5.6 Oversee the implementation and effectiveness of the Operating Procedures and other governance documents, and recommend modifications as needed. ~~Annually~~ Periodically review the Board Operating Procedures.
- 5.7 Oversee and participate in an evaluation of Board effectiveness, including the performance of the Board, ~~Board committees, and Board members~~ annually.
- 5.8 Develop and provide recommendations to the Board regarding Board member education, new member orientation, and regularly scheduled Board member training.
- 5.9 Inform members of ~~corporate~~ governance “best practices” and make recommendations to the Board and its committees.
- 5.10 Develop and recommend to the Board the number and structure of standing committees.
- 5.11 Approve the charters for standing committees ~~annually~~.
- 5.12 Fulfill any other responsibilities as assigned by Florida A&M University Board of Trustees or the Board Chair, and make recommendations and reports to the Board as appropriate on the matters herein.

Adoption of Charter - June 10, 2016

APPENDIX "C" - OPERATING PROCEDURES AMENDMENT NOTES
(formerly Appendix "B")

February 17, 2003

June 30, 2005 – The following articles or sections were amended by the Board of Trustees.

- *Sections 2.3 and 3.5.1*, amended to eliminate the statutory powers and duties for the Board of Trustees and President, and to provide the applicable Florida Statutes setting out the powers and duties of the Board of Trustees and the President.
- *Section 4.1* amended to provide for the Chair of the Facilities Planning Committee as a member of the Executive Committee.
- *Section 4.2.3* amended to include the duties of the Budget/Finance Committee to include "monitor the University's financial operations, debt level and investment performance, if any."
- *Section 4.2.5* created to provide for the Facilities Planning Committee as a standing committee of the Board, and to outline the duties and responsibilities of the committee.
- *Preliminary statement to Article 5*, to clarify the "open meetings" requirements for the Board and its committees.
- *Section 5.2*, amended to provide that special meetings may be called by the Chair or 7 members of the Board, for the Corporate Secretary to provide written notice of the meeting along with a statement of the purpose of the meeting and to limit the meeting to its stated purpose.
- *Section 5.9.1* created to permit a Trustee to propose an addendum to the agenda and to require a majority vote of the Board to consider and take final action on the addendum.
- *Sections 5.11 and 5.12*, amended to reference the applicable statutory provisions which permit closed sessions of the Board and to recognize the limited public records exemption for attorney-client sessions and risk management and the public records exemption for collective bargaining issues.
- *Article 8* (Appearances before the Board) amended to clarify and distinguish between scheduled appearances and public comments before the Board. The article provides for a new section (*Section 8.3*) which provides for the enforcement of decorum during Board meetings.

March 2, 2006 – The following article was amended by the Board of Trustees.

- *Section 3.5.2* created to provide the President as the principal liaison officer and official contact between Board and the faculty, staff, students and direct support organizations of the University.

September 7, 2006– The following articles or sections were amended by the Board of Trustees.

- Audit and Compliance Charter of BOT adopted and incorporated as Appendix A.

December 8, 2011– The following article was amended by the Board of Trustees.

- *Section 5.3*, amended to provide that emergency meetings may be called by the Chair or upon request by 7 members of the Board, and for the Corporate Secretary to provide written notice of such requests to the Board.

August 6, 2012– The following article or section were amended by the Board of Trustees.

- *Appendix A*, Audit Committee Charter and the Audit Committee Policy and Procedures adopted on September 7, 2006, were repealed and replaced as hereby incorporated in Appendix A.

October 3, 2013– The following articles or sections were amended by the Board of Trustees.

- *Section 5.3*, amended to provide that emergency meetings may be called by the Chair or upon request by 7 members of the Board, and for the Corporate Secretary to provide written notice of such requests to the Board.
- *Article 3*, amended to designate the Chair of the Board as the spokesperson for the Board.
- *Article 5*, amended to require the presence of the Board attorney or designee at all appropriately noticed meetings, that the Board will be provided the meeting agenda at least 14 days prior to the meeting and materials will be provided at least 7 days prior to the meeting, and adding the term “email” where appropriate.
- *Article 6*, amended to include reference to FAMU BOT Regulation 1.019.
- *Article 7*, amended to require the Board to review its Operating Procedures annually and adding the term “email” where appropriate.

January 9, 2014– The following articles or sections were amended by the Board of Trustees.

- *Article 4.1*, amended to expand the number of Trustees from 6 to 7 as members of the Executive Committee; remove the Board Vice Chair as a member of the Executive Committee; and include the Chair of the Direct Support Organization Committee as a member of the Executive Committee.
- *Article 4.2.6*, created to include the Direct Support Organization as a standing committee.
- *Article 8.2*, amended to comply with Section 286.0114, Florida Statutes.
- Other technical and ministerial changes also were made to reflect accuracy, consistency and continuity.

June 10, 2015– The following articles or sections were amended by the Board of Trustees.

- *Appendix A*, Audit Committee Charter and the Audit Committee Policy and Procedures adopted on August 6, 2012, were repealed and replaced as hereby incorporated in Appendix A

August 6, 2015– The following articles or sections were amended by the Board of Trustees.

- *Article 10.5*, created to define the joint reporting relationship of the General Counsel.

December 11, 2015– The following articles or sections were amended by the Board of Trustees.

- *Article 3.4*, amended to authorize the Vice-Chair to act due to the “vacancy” of the Chair.
- *Article 4.2.7*, created to include the Governance Committee as a standing committee.
- *Article 5.8*, amended to require the Board to make a motion or formally announce that the meeting time will be extended at the time the meeting is scheduled to adjourn.

June 10, 2016– The following articles or sections were amended by the Board of Trustees.

- *Article 3.2*, amended to define that the Chair may be reselected for one (1) additional consecutive 2-year term by an affirmative vote of no less than (2/3) of the members of the Board.

- *Article 3.3*, amended to require that the 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 Meetings in any fiscal year.
- *Article 5.10*, amended to require any Board or Committee meeting the recording of all votes cast by and attendance of each Trustee, and to require that such detailed minutes of any Board or Committee meeting shall be posted to the University's Board of Trustees' website no later than two (2) weeks after the Board Meeting.
- *Article 10.6*, created to include consistent and objective guidelines for the annual evaluation of the President's performance.
- *Article 10.6.1*, created to include guiding principles for the annual evaluation process of the President.
- *Article 10.6.2*, created to include procedures for the annual evaluation of the President and the Special Committee on Presidential Evaluation Review Committee.
- *Appendix B*, Governance Committee Charter was adopted on June 10, 2016, and hereby incorporated in Appendix B.

November 18, 2016– The following articles or sections were amended by the Board of Trustees.

- *Article 4.2.1*, amended to combine the Academic Affairs and Student Affairs Committees and provide updated Committee responsibilities.
- *Article 4.2.3*, amended to combine the Budget/Finance and Facilities Planning Committees and provide updated Committee responsibilities.
- *Article 4.2.4*, Governance Committee Provision, formerly Article 4.2.7 was renumbered to Article 4.2.4. Note: Article number 4.2.4 was previously assigned to the Student Affairs Committee.
- *Article 4.2.5*, created a new Strategic Planning and Performance Measures Committee as a standing committee. Note: Article number 4.2.5 was previously assigned to the Facilities Planning Committee.
- *Article 4.2.6*, removed the Direct Support Organization Committee as a standing committee and designated it as a special committee.
- *Article 5.3*, amended to eliminate the 24-hour notice requirement and allows for emergency meetings to be called upon notice as is reasonable under the circumstances.
- *Article 5.4*, amended to allow emergency meeting notices to be posted on the University's website or published in the Tallahassee Democrat newspaper or a newspaper of general circulation in the area where the meeting will take place in lieu of the Florida Press Center notice; and allows notice to the media by a press release.

March 8, 2018– The following articles or sections were amended by the Board of Trustees.

- *Article 5.4*, amended to allow notice of board meeting notices to be posted on the University's website solely and removed language regarding publishing in the Tallahassee Democrat newspaper or a newspaper of general circulation in the area where the meeting will take place; and allows notice to the media by a press release for scheduled emergency meetings.
- *Article 5.4.1*, deleted in its entirety.

September 19, 2019– The following article or section was amended by the Board of Trustees.

- *Appendix A*, the Audit Committee Charter adopted on June 10, 2015, was repealed and replaced with the Audit and Compliance Charter as hereby incorporated in Appendix A.

- *Article 4.2.2v.*, Technical Amendment made to reflect accuracy, consistency and continuity in the name of the Charter; “Audit Charter” changed to “Audit and Compliance Charter.”

December 2, 2021– The following article or section was amended by the Board of Trustees.

- *Appendix A*, the Audit Committee Charter adopted on September 19, 2021, was amended and replaced with the Audit and Compliance Charter as hereby incorporated in Appendix A.

February 17, 2022– The following articles or sections were amended by the Board of Trustees.

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**Board of Trustees
INFORMATION ITEM**

**Governance Committee
Wednesday, February 16, 2022
Agenda Item: VI**

Subject: Presidential Goals and Evaluation Timeline

Background Information and Summary: The Board of Trustees conducts an annual evaluation of the president's performance for the prior year. The attached document provides the timeline for setting the president's goals, as well as a separate timeline for conducting the president's evaluation.

Attachments: President's Goals Timeline
President's Evaluation Timeline

2022-2023 Presidential Goal Setting Timeline

06/01-30/2022

President Robinson will work on his proposed goals for 2022/2023.

07/01/2022

President Robinson will provide his proposed goals to Chair Lawson.

07/02/2022 --
07/31/2022

Chair Lawson will provide to the Governance Committee the proposed 2022/2023 performance goals and objectives produced by President Robinson. Note: The Committee will work collaboratively with President Robinson to reach mutual agreement regarding his annual goals and objective for the succeeding year.

08/04/2022

The Governance Committee will approve the proposed 2022/2023 goals and objectives presented by President Robinson.

08/04/2022

The Board will approve the 2022/2023 performance goals and objectives and other such criteria as deemed appropriate by the Board.

Presidential Evaluation Timeline 2021/2022 Review Period

05/02-31/2022

The Governance Committee Chair will meet with President Robinson to discuss the following:

1. The evaluation process; and
2. Any feedback/suggestions that he would like to contribute related to the aforementioned items.

06/01/2022 –
07/15/2022

President Robinson will complete a self-appraisal/assessment of his performance as it pertains to the Board approved goals and objectives for the 2021/2022 performance review period and other such criteria as deemed appropriate by the Board. His self-appraisal is due on July 15, 2022.

07/16/2022 –
07/27/2022

Each Board member will evaluate President Robinson's performance for 2021/2022 and will be provided the following: President Robinson's self-appraisal and the approved evaluation tool for the 2021/2022 performance review period. Chair Lawson will confer with SUS Chancellor Criser to garner his feedback regarding President Robinson's performance.

Note: The Governance Committee in collaboration with the Office of University Assessment will compile the feedback received from the individual board members.

08/04/2022

The Governance Committee will provide President Robinson with a draft summary of the evaluation report.

08/04/2022

The Governance Committee will meet and approve its final draft of the evaluation report.

08/04/2022

The Governance Committee will present the evaluation report to the Board for approval.

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

Governance Committee
Wednesday, February 16, 2022
Agenda Item: VII

Subject: Board of Trustees Self-Assessment

Background Information and Summary: 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 timeline is attached.

Board of Trustees 2021/2022 Self-Assessment Timeline

July 1, 2022	The BOT Liaison will send the self-assessment survey link to the Board of Trustees
July 15, 2022	Board members will complete the self-assessment survey.
July 15-28, 2022	The University's Office of Assessment will analyze the assessment and draft a report, which will be disseminated to the BOT.
July 29, 2022	The self-assessment report will be provided to Trustees.
August 4, 2022	The Governance Committee will recommend to the Board the next steps that should be addressed, as a result of the self-assessment survey.
August 4, 2022	The Board of Trustees will review and accept the self-assessment.