

# BOARD GOVERNANCE AND STEWARDSHIP COMMITTEE MEETING MINUTES

Florida A&M University Foundation Board of Directors  
Tuesday, October 5, 2021 | 4 p.m. – 5 p.m.  
Teleconference

## Members Present

Dir. Larry Robinson, *Chair*  
Dir. William Bryant, *Vice Chair*  
Dir. Chan Bryant Abney  
Dir. Shawnta Friday-Stroud  
Dir. John Green

Dir. Erica Hill  
Dir. Lenetra King  
Dir. Carmen Cummings Martin  
Dir. Twuanna Munroe Ward

## Members Not Present

Dir. Jemal Gibson

Dir. Belvin Perry, Jr.

## Guests Present

Dir. Angela Adderley  
Dir. Elaine Armster  
Dir. John Crossman

Dir. Monica Williams Harris  
Mr. David Self, *Associate Gen. Counsel, FAMU*  
Dir. Tirrell Whittley

## Staff Present

Mrs. Latosha Adams  
Ms. Shelia Fields, *University IT Office*  
Ms. Kimberly Hankerson  
Mrs. Gena Palmberg

Mrs. Audrey Simmons Smith  
Mr. Eric Swanigan  
Mrs. Brandi Tatum-Fedrick  
Ms. Angie Wiggins

## Call to Order and Roll Call

The meeting was called to order at 4 p.m. by Chair Larry Robinson. Ms. Angie Wiggins called the roll and confirmed that a quorum was present.

## Conflict of Interest Disclosure

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

## Approval of Minutes

### **February 18, 2021, Board Governance and Stewardship (BG&S) Committee Meeting**

Director Chan Bryant Abney moved to approve the minutes. Director Erica Hill seconded the motion. The minutes were approved, unanimously.

## Status of Action Items – February 18, 2021, BG&S Committee Meeting

### **a. Review Staff's Responses Regarding Honorary and Advisory Boards**

In follow up to the February 18<sup>th</sup> BG&S Committee Meeting wherein the Committee experienced unreadiness regarding "Consideration of Nominees for Honorary & Advisory Boards," staff was requested to provide follow-up as it relates to the items listed below.

- Provide guidance on what it feels is a manageable sized Honorary Board;
- further define the roles and expectations for the Honorary and Advisory Boards;
- advise of best practices; and
- advise who will lead both Boards.

Director Shawnta Friday-Stroud presented an overview of staff's recommendations and based her comments on the observations listed below.

- In addition to the Board of Directors, the Honorary Board and Advisory Board members are subject to Senate Bill 4. They would not be allowed to speak about FAMU Foundation Board business outside of a published meeting.
- The current staffing capacity is very lean. Staff is managing the current Board of 30-members (she removed herself from the equation). Two additional Boards would layer on additional Board meetings, making it difficult for staff to manage.

She requested that this Committee reconsider the activation of the Honorary and Advisory Boards. The discussions below followed staff's recommendation.

- Director Abney inquired if the discussion would be tabled. Director Friday-Stroud responded, yes, to review the purpose.
  - She responded that, the purpose is to receive advice and council from the members. If they fall under the same Senate Bill 4 guidelines, to get their advice and counsel, a publicly noticed meeting is required. She requested that the item be tabled.
  - When the Advisory Board was initially included in the Bylaws, it was prior to enforcement of Senate Bill 4, per Director Friday-Stroud.
- Chair Robinson advised that the Advisory Board was an effort to try to recognize and keep connections with those whose services and contributions have been outstanding during their time on the Board. He stated that another option is emeritus status.
- Director Friday-Stroud was requested to advise of her timeline for tabling the item. She responded that until there is additional staff, we do not have the capacity to manage additional Board members.
  - Dr. Robinson provided an example of requests that are coming up more frequently that are being asked of staff. In addition, he shared that at the recent FAMU Board of Trustees Meeting, Director Friday-Stroud was requested to provide a staffing plan at the next meeting.

After discussions, Director Friday-Stroud provided clarity to her recommendation, and requested that the addition of new Advisory Board members or any Honorary Board members be tabled until further notice. The motion below followed the discussion.

**Motion:** I make a recommendation based upon the clarified recommendation of Director Dr. Friday-Stroud.

**Moved By:** Director Carmen Cummings Martin

**Seconded By:** Director John Green

*The motion passed, unanimously.*

### New Business

#### **Review of Recommendations and Nominations of Directors**

##### **a. Directors with Expiring Terms**

There are eight (8) Directors whose four-year terms will expire on December 31, 2021.

1. Abney, Chan Bryant
2. Armster, Elaine
3. Bryant, William
4. Gibson, Jemal
5. Goins, Clifton
6. Humphries, Laurence
7. King, Lenetra
8. Whittley, Tirrell

Directors Abney and Bryant, having served numerous years on the Board, provided written notification that they do not seek re-election. Director Abney requested to be considered for the Advisory Board. Her request will be submitted to this Committee as soon as there is resolution pertaining to the Advisory Board. The remaining six (6) Directors expressed in writing that they would like to be re-elected for an additional four-year term.

**Motion:** I make a motion to recommend to the Board the re-election of Directors Armster, Gibson, Goins, Humphries, King, and Whittley, to serve another four-year term on the Board.

**Moved By:** Director John Green

**Seconded By:** Director Twuanna Munroe Ward

*The motion passed, unanimously.*

#### **b. Nominees for Board Membership**

- Review Previous Names of Nominees (2014-2019)
- Any Recommendations from the Floor?

The pending departure of Directors Abney and Bryant will create two vacant seats on the Board. The Board was provided with the list of eight (8) individuals that were previously nominated from 2014-2019. Chair Robinson inquired if those who made the nominations circled-back to inquire if the nominees are still interested in serving on the Board. That action could not be confirmed. The motion below was presented.

**Motion:** I make a motion that we table the candidates until our next meeting.

**Moved By:** Director Twuanna Munroe Ward

**Seconded By:** Director Lenetra King

*The motion passed, unanimously.*

#### **c. Re-election of Board Officer - Secretary**

The former Faculty Senate Representative on the FAMU Foundation Board was elected to serve as the Board Secretary. Due to term limitation on the Faculty Senate, the departure is the catalyst for the Board Secretary vacancy. The Director elected to serve as the Board Secretary will complete the two-year term that commenced on January 1, 2021 and will expire on December 31, 2022. There were no recommendations of names on nominees received; therefore, the motion below was received.

**Motion:** I make a motion to defer action on this until the next meeting of the Board.

**Moved By:** Director Lenetra King

**Seconded By:** Director Carmen Cummings Martin

*The motion passed, unanimously.*

#### **Adjournment | Minutes Prepared By**

There being no further business to address, the meeting was adjourned at 4:38 p.m. by Chair Larry Robinson. Ms. Angie Wiggins prepared the minutes.