

BOARD GOVERNANCE AND STEWARDSHIP (BG&S) COMMITTEE MEETING

Wednesday, November 18, 2020 | 1 p.m. – 2:30 p.m.

#877-884-1929 | Code: 7170789

Agenda

- I. Call to Order**
- II. Roll Call**
- III. Conflict of Interest Disclosure**
- IV. Approval of Minutes**
 - a. October 29, 2020, BG&S Committee Meeting
- V. Status of Action Items – October 29, 2020, BG&S Committee Meeting**
 - a. Nominees for Honorary and Advisory Boards
 - b. Develop Criteria for Assessing the Board Chair and Directors
 - c. Recommendation of Director Alfreda Blackshear as an Emeritus Member
- VI. Recommendation and Nomination of Directors**
 - a. Directors with Expiring Terms**

1. Blackshear, Alfreda	4. Hill, Erica
2. Green, John	5. Jones, Thomas Jr.
3. Harris, Monica Williams	6. LaBoo, Lisa
 - b. Nominees for Board Membership**

1. Adderley, Angela Cofield	- Nominated by Dir. Chan Bryant Abney
2. Foster, Jack Jr.	- Nominated by Marcelia Freeman
3. Hines, Terri	- Nominated by former Dir. Cheryl Harris Booker
4. Hobbs, Wilbert Cecyl	- Nominated by Dir. Clifton Goins, IV
5. Jackson, Jonathan	- Nominated by former Dir. Cheryl Harris Booker
6. Kidd, Chekesha	- Nominated by Dir. Clifton Goins, IV
7. Murray, Terrance	- Nominated by Malcolm Robinson, an SBI Graduate
8. Raines, Freddie	- Nominated by Dir. Thomas Jones, Jr.
9. Schley, Guy	- Self-nominated
10. Tate, Ronald Jr.	- Nominated by former Dir. Cheryl Harris Booker
- VII. Recommendation of Nominees for Board Officers**
 - a. Chair**

1. Gibson, Jemal	- Nominated by Dir. Twuanna Munroe Ward
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 - b. Vice Chair**

1. LaBoo, Lisa	- Nominated by Dir. Twuanna Munroe Ward
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 - c. Treasurer**

1. Perry, Belvin	- Nominated by BG&S Committee
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 - d. Secretary**

1. Woodley, Pia	- Nominated by BG&S Committee
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VIII. New Business

a. Recommendation and Nomination of Emeritus Member

1. Jones, Jr., Thomas - Nominated by Chair Jemal Gibson

IX. Other Items

X. Adjournment

FAMU Foundation Board of Directors

Vision

To be a global leader in the transformation of lives, one scholar at a time.

Mission

We will assist the University in achieving its mission by raising and stewarding contributions through exceptional management, investment, and administration of assets received.

FLORIDA A&M UNIVERSITY FOUNDATION, INC.

Board Governance and Stewardship Committee

Status of Action Items

No.	Topic	Committee Liaison	Status
V. a.	<p>Nominees for Honorary and Advisory Boards.</p> <p>The Committee was asked to perform an initial scrub and to submit their top 10 recommendations to staff to be cross-referenced.</p>	Dr. Shawnta Friday-Stroud Angie Wiggins	<p>In Progress.</p> <p>A couple of responses were received from Committee members and merged into a document for Committee review.</p>
V. b.	<p>Develop Criteria for Assessing the Board Chair and Directors.</p> <p>The Committee was requested to provide an assessment on the level of engagement, participation, meeting give-get requirements, etc., and to bring the assessment to the Board for approval.</p>	Dr. Shawnta Friday-Stroud Kimberly Hankerson	<p>In Progress.</p> <p>A draft document was presented during the October 29, BG&S Committee Meeting for review.</p>
V. c.	<p>Recommendation of Director Alfreda Blackshear as an Emeritus Member.</p> <p>In that Director Blackshear's four-year term expires on December 31, 2020, and she does not wish to be re-nominated for re-election on the Board, Board Chair Jemal Gibson recommended her for Emeritus status.</p>	Dr. Shawnta Friday-Stroud Angie Wiggins	<p>In Progress.</p> <p>This item is on the November 18 BG&S Committee Meeting Agenda for voting purposes.</p>

BOARD GOVERNANCE AND STEWARDSHIP COMMITTEE MEETING MINUTES

Florida A&M University Foundation Board of Directors
Thursday, October 29, 2020 | 3 p.m. – 4 p.m.
Teleconference

Members Present

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

Dir. Erica Hill
Dir. Lenetra King
Dir. Carmen Cummings Martin
Dir. Belvin Perry, Jr.
Dir. Twuanna Munroe Ward

Member Not Present

Dir. Thomas Jones, Jr.

Guests Present

Dir. Gregory Clark
Dir. John Crossman
Dir. Maurice Gilbert

Mr. David Self, *Associate Gen. Counsel, FAMU*
Dir. Pia Woodley

Staff Present

Ms. Kimberly Brown
Ms. Shelia Fields, *University IT Office*
Ms. Kimberly Hankerson
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 3:02 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

November 21, 2019, Board Governance and Stewardship (BG&S) Committee Meeting

Director Belvin Perry, Jr., moved to approve the minutes. Director Chan Bryant Abney seconded the motion. An amendment was made by Director Twuanna Munroe Ward to change the language regarding the vote from “I motion” to “I move, or I make a motion to...”. The minutes were approved, unanimously.

Status of Action Items – June 1, 2020, Executive Committee Meeting

a. Nominees for Honorary Board or Advisory Board

1. Review Names of Nominees for both Boards

This Committee was requested to create a process for receiving names of nominees for the Honorary and Advisory Boards. The items listed below were discussed.

Honorary Board

- For this Board, leverage the names of people who have access to capital or access to relationships with people with capital at high levels.
- Twenty-Seven names were received; no stated limit for this Board in the Bylaws.

Consider the impacts listed below.

- Does the Committee want to commence with a large number all at once?
- Keep the rights and responsibilities in mind.
- Who will manage this Board?
- How will they be managed by staff?

Advisory Board

- For this Board, consider people who have access to capital or access to relationships with people with capital at high levels; are willing to solicit and be solicited for advice; and are potential FAMU Foundation Board members.
- Twenty-eight names were received for the Advisory Board; 13 vacant positions.

Approximately ninety percent of nominees for the Honorary Board are also nominees for the Advisory Board. To condense both lists of names, a suggestion was made to contact the person who nominated the individuals to narrow the lists down consistent with the definitions in the Bylaws. The Committee was asked to perform an initial scrub and to submit their top 10 recommendations to staff to be cross-referenced.

b. Present a Strategic Way for Optimizing Board Seats

1. Review of Board Skills Assessment Summary

This Committee was requested to create a strategic way of optimizing Board seats to assess the strengths on the Board and for when there are vacancies. Staff prepared a Board Skills Assessment Summary based upon Board member submissions that could be used to determine what type of capabilities and talent are needed when bringing individuals to match the needs of the Board. The items listed below were discussed.

- A suggestion was made to make the skills assessment a consistent approach moving forward.
- Does the Board want greater geographic representation than what it currently has?
- Consider which areas to penetrate by getting additional partnerships and the areas that the Board could leverage existing relationships.
- Committee members were requested to send staff their thoughts and ideas regarding geographic representation needs.

c. Develop Criteria for Assessing the Board Chair and Directors

This Committee was requested to develop criteria for assessing the Board Chair and Directors, and to prepare an assessment on the level of engagement, participation, meeting give-get requirements, etc., and to bring the assessment to the Board for approval. The Board received a draft document for review, recommendation, and modifications if needed.

New Business

Review of Recommendations and Nominations of Directors

a. Directors with Expiring Terms

1. Blackshear, Alfreda
2. Green, John
3. Harris, Monica Williams
4. Hill, Erica
5. Jones, Jr., Thomas
6. LaBoo, Lisa

There are six Directors whose four-year terms will expire on December 31, 2020. Director Blackshear has advised that she does not desire to be re-elected for another term on the Board. The remaining five Directors have expressed in writing that they would like to be nominated and re-elected for an additional term.

b. Nominees for Board Membership

1. Adderley, Angela Cofield - Nominated by Dir. Chan Bryant Abney
2. Raines, Freddie - Nominated by Dir. Thomas Jones, Jr.

Two names of nominees were received for consideration for Board membership. The Committee was reminded that they were provided with a listing of nominees received from 2014-2019. This was from the inventory of nominations and people who have expressed an interest in being nominated. For reference, Directors Akunna Olumba's and T.J. Rose's previous nominations were rolled over until they were elected to the Board.

Dr. Blackshear's departure creates a vacant seat on the Board in addition to those who are applying for re-election. A vote will be held during the BG&S Committee Meeting in November and presented to the Board for vote during the Fall 2020 Board Meeting.

Review and Recommendation of Nominees for Board Officers

a. Chair

1. Gibson, Jemal - Nominated by Dir. Twuanna Munroe Ward

b. Vice Chair

1. Lisa LaBoo - Nominated by Dir. Twuanna Munroe Ward

c. Treasurer

d. Secretary

All four offices of the Foundation Board will be vacant after December 31, 2020. An election is required to fill the upcoming vacancies. The voting will be held during the BG&S Committee Meeting in November and presented to the Board for voting purposes. Nominations were received in advance for the Chair and Vice Chair positions. At this meeting, Director Belvin Perry was nominated for Board Treasurer and Director Pia Woodley was nominated for Board Secretary.

Other Items

- An action item for this October 29, 2020, BG&S Committee Meeting - Director Blackshear was recommended for Emeritus status.
- President Robinson informed the Board of the newly appointed FAMU Board of Trustees member, Kenny Stone, an alum who lives in Savannah, GA.

Adjournment | Minutes Prepared By

The meeting was adjourned at 4 p.m. by Chair Larry Robinson.

Minutes Prepared By

Ms. Angie Wiggins



**FAMU Foundation Board of Directors
Fall 2020 Board Meeting**

ACTION ITEMS

Board Governance and Stewardship (BG&S) Committee

Honorary Board and Advisory Board Nominees Rankings Received from BG&S Committee Members

Honorary Board

	Dir. Chan Abney	Dir. Twuanna Munroe Ward	*Dir. Lenetra King
Nominees	<p>Shundrawn Thomas</p> <p>John Thompson Hansel Tookes Will Packer</p>	<p>Shundrawn Thomas</p> <p>Earl Simpkins Russell Stokes</p>	(see below)

Advisory Board

	Dir. Chan Abney	Dir. Twuanna Munroe Ward	*Dir. Lenetra King
Nominees	<p>Oscar Joyner</p> <p>Ibram Kendi</p> <p>Tunde Mendes</p>	<p>Oscar Joyner</p> <p>Tunde Mendes</p> <p>Ibram Kendi</p> <p>Michelle Nettles William J. Scott Gary Taylor Terri Hines Toi Clarke Jones Monica LaTief Dawn Watt</p>	(see below)

*Based on where we have either a strong outreach for student/scholar recruitment and also the city being a high growth/visibility area for potential corporate partnerships, here is where we might consider evaluating potential candidates if possible.

New York/New Jersey

San Francisco Bay area/Los Angeles

Seattle, WA

Charlotte or greater NC area

Nevada

Is there an opportunity to add a person who lives internationally? Perhaps this might be a consideration for the Advisory Board.

Director Summary of Participation

Data as of 9/30/2020

Board Member Name

(add name here)

BOARD TERM

January 1, 2017 – December 31, 2020

ATTENDANCE PARTICIPATION

FULL BOARD MEETINGS

Spring 2019	Yes
Fall 2019	Yes
Spring 2020	Yes
Fall 2020	Yes

EXECUTIVE COMMITTEE MEETINGS

Committee A: 3/4 Meetings
Committee B: 3/3 Meetings

Executive Board
Executive Board
Executive Board
Executive Board

COMMITTEE MEETINGS

Committee A: 3/4 Meetings
Committee B: 3/3 Meetings

DATE	COMMITTEE	ATTENDANCE
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GIVING

Annual Gifts received to-date for Calendar Year 2019	\$
Annual gifts with soft credit 2019	\$
Met minimum annual Give/Get requirement of \$5,000	
Met \$500 minimum give	
Annual Gifts received to-date for Calendar Year 2020	\$
Annual gifts with soft credit 2020	\$
Met minimum annual Give/Get requirement of \$5,000	
Met \$500 minimum give	
Lifetime Cumulative Giving*	\$
Balance Due (if any)	\$
Documented Estate Plan	

**Includes cash, pledges, GIK, stock, matching gifts, planned gifts and gifts made on your behalf or which you have received soft credit for (e.g. Donor Advised Funds, Corporate gifts, Family Funds, Spouse gifts, etc.) Numbers here are not restricted to campaign dates.*

OTHER FAMU ENGAGEMENT

Introduced FAMU to new prospects individual or corporate
Served as a speaker on campus
Served as a Mentor

If you would like more detailed information or if you have questions, please contact Kimberly Hankerson at Kimberly.hankerson@famuedu.

DRAFT

**Florida A&M University Foundation Board of Directors
Board Governance & Stewardship Committee Action Item**

Subject: Nomination of Emeritus Board Member

Emeritus Board Member Description

Any incumbent, deceased, or former Board member who has made an exceptional contribution to the progress and welfare of the University and has served with distinction and devotion as a Director for ten (10) years or more may be considered for designation by the Board as an Emeritus Board Member. Emeritus Directors are welcome to attend most meetings and special events of the Board of Directors. They may participate in discussions but shall not be entitled to vote with the full Board on board matters, nor hold or be appointed to serve as chair of any committee. In no event shall the Foundation be responsible for scheduling, reimbursing, or paying for any travel expenses or accommodation of an Emeritus Board Member associated with that member's attendance at any meeting of the Board.

Background Information

Article III, Section 5., (a), of the FAMU Foundation, Inc., Bylaws stipulates that, *“The Board Governance and Stewardship Committee shall be charged with: receiving, evaluating and presenting to the Foundation Board nominations for new members and officers, in the manner provided in these Bylaws; developing a policy for member recruitment and officer selection; nominating individuals for special recognition as Emeritus Members of the Foundation; developing a plan for orientation of new members; developing a plan for continuing education of members; and monitoring the attendance, participation and financial responsibility of members.*

Emeritus Board Nominee

Director Alfreda D. Blackshear

Recommended Action

Elect Director Alfreda Blackshear for special recognition as an Emeritus Member of the FAMU Foundation Board of Directors.



**FAMU Foundation Board of Directors
Fall 2020 Board Meeting**

**Board
Skills Matrix
Summary**

FAMU Foundation Board Governance and Stewardship Committee

2020 FAMU Foundation Board Skills Matrix Summary

Knowledge, Skills and Experience	
Metric	No. of Directors with Knowledge, Skills and Experience in these Metrics
Academia Education	8
Accounting	9
Audit	6
CEO Senior Management	12
Corporate Governance Ethics	12
Executive Experience	17
Finance Management	13
Fundraising	12
Human Resource Management	5
Industry	5
Investment Management	11
Legal Law	7
Operations	8
Public Relations	4
Risk Management	5
Strategic Marketing	7
Strategic Planning - Oversight and/or Implementation	13
Technology	2
501(c) (3)	7
Other (significant expertise)	
Demographics	
Demographic Information	No. of Director Responses
African-American	29
Asian	
African-American/Asian	1
Caucasian	1
Hispanic Latino	
Native American	
Other	
Location (City, State)	Angola: 1 Atlanta, GA: 5 Birmingham, AL: 1 Boston, MA: 1 Burr Ridge, IL: 1 Detroit, MI: 1 Eustis, FL: 1 Fort Worth, TX: 1 Houston, TX: 2 Kingwood, TX: 1 Knoxville, TN: 1 Nashua, NH: 1 Orlando, FL: 2 Stuart, FL: 2 Tallahassee, FL: 7 Tampa, FL: 2 Venice, CA: 1
Gender	Female: 14 Male: 17



**FAMU Foundation Board of Directors
Fall 2020 Board Meeting**

Recommendation and Nomination of Directors



**FAMU Foundation Board of Directors
Fall 2020 Board Meeting**

Directors with Expiring Terms

**Florida A&M University Foundation Board of Directors
Board Governance & Stewardship Committee Action Item**

Subject: Review of Recommendations & Nominations of Directors

a. Directors with Expiring Terms

Issue for Discussion

There are six members of the Foundation Board whose four-year terms will expire on December 31, 2020. The six Directors with expiring terms received emails asking them to indicate in writing their desires to be re-nominated. There are four of the six Directors who have expressed in writing their desires for re-election to the Board for an additional four-year term that would commence on January 1, 2021, and expire on December 31, 2024. **Directors Alfreda Blackshear and Thomas Jones, Jr., have expressed in writing that they do not wish to be re-nominated for Board membership. This will create two vacant seats on the Board.**

Background Information

Article II, Section 1., (b), of the FAMU Foundation, Inc., Bylaws stipulates that, *“Members of the Board of Directors shall be nominated and elected to four (4) year terms. All nominees shall be submitted to the University President for University Board of Trustees approval. Directors may be nominated and re-elected for additional terms. After serving two consecutive terms, the Director shall be eligible for re-nomination and election upon showing a desire for continued membership in writing and in accordance with the criteria established herein for reappointment...”*

2020 Directors with Expiring Terms

Name	Current Term	Positions Held	Participate in Meetings	Board Giving Commitment Met?
Alfreda Blackshear	1/2017-12/2020	Secretary Committee Member: Executive Development	Yes	Yes
John Green	1/2017-12/2020	Chair: Audit Committee Committee Member: Board Governance & Stewardship Bylaws Finance	Yes	Yes
Monica Williams Harris	1/2017-12/2020	Vice Chair: Bylaws Committee Committee Member: Audit Finance	Yes	Partial

Erica Hill	1/2017-12/2020	Committee Member: Board Governance & Stewardship Bylaws	Yes	Yes
Thomas Jones, Jr.	1/2017-12/2020	Committee Member: Board Governance & Stewardship Development Finance	Yes	Partial
Lisa LaBoo	1/2017-12/2020	Vice Chair: Board of Directors Chair: Development Committee Committee Member: Executive Investment	Yes	Yes

Recommended Action

Review & consideration of the re-election of Directors with expiring terms (excluding Directors Blackshear and Jones) for another four-year term on the Board, effective January 1, 2021 - December 31, 2024.



**FAMU Foundation Board of Directors
Fall 2020 Board Meeting**

Nominees for Board Membership

Hobbs, Wilbert C.	2014 2015	Consultant, Russell Reynolds Associates	San Francisco Bay Area	Clifton Goins
Jackson, Jonathan	2017 2018 2019	Professor and Social Justice Advocate		Cheryl Harris Booker
Kidd, Chekesha	2018 2019	Senior Health and Wellness Executive Launched a startup venture, The Ilera Companies, Inc.	New York	Clifton Goins
Murray, Terrance	2014 2015	Investment professional, Gateway Merchant Banking	New York	Malcolm Robinson, SBI Graduate
Schley, Guy	2016	Pastoral Assistant	Columbus, OH	Self-nominated
Tate, Jr., Ronald	2017 2018 2019	Sourcing & Procurement Leader Strategic Sourcing Supplier Diversity Responsible Sourcing ESG Real Estate	Charlotte, NC	Cheryl Harris Booker

Recommended Action

Review & consideration of the election of a nominee(s) for a four-year term on the Board, effective January 2021-December 2024.
