

BYLAWS COMMITTEE MEETING MINUTES

Florida A&M University Foundation Board of Directors

Thursday, January 16, 2020 * 4 p.m. EST

Teleconference



Committee Members Present

Dir. Chan Bryant Abney, *Chair*

Dir. Monica Williams Harris, *Vice Chair*

Dir. Alfreda Blackshear

Dir. William Bryant

Dir. John Green

Dir. Taylar Hall

Dir. Akunna Olumba

Dir. Kenya Washington-Johnson

Committee Members Not Present

Dir. Elaine Armster

Dir. Erica Hill

Dir. Belvin Perry, Jr.

Guests Present

Dir. John Crossman

Dir. Shawnta Friday-Stroud

Dir. Jemal Gibson

Dir. Lisa LaBoo

Dir. Kenneth Neighbors

Dir. Alan Robertson

Mr. David Self, *University Attorney*

Staff Present

Ms. Kimberly Hankerson

Ms. Juanita Johnson

Mrs. Gena Palmberg

Mrs. Audrey Simmons-Smith

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 Chan Bryant Abney. Ms. Angie Wiggins offered the roll call and determined a quorum was present.

Conflict of Interest Disclosure

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

Approval of Minutes

a. **November 21, 2019, Bylaws Committee Meeting**

b. **December 2, 2019, Bylaws Committee Teleconference**

Director William Bryant moved to approve the minutes; Director John Green seconded the motion. The minutes were approved, unanimously.

Action Items

Today's Bylaws Committee Teleconference is in follow-up to the December 2, 2019, Committee meeting.

a. Approval of DRAFT FAMU Foundation Board Mission Statement (Options 1 or 2)

Chair Bryant Abney advised that they were unsuccessful with attempts as a Committee and Board to vote electronically on the three action items on this Agenda, thus the reason for today's teleconference. On December 2, 2019, the Committee reviewed the suggested language that was vetted during the Board Meeting in Orlando, and this Committee was charged with reviewing and merging the options to provide a DRAFT Mission Statement. With the assistance of Committee members and input from Board Chair Jemal Gibson, the Committee developed and distributed the two options below to vote on.

Option 1:

- To be great stewards of the contributions received.
- To be best in class at raising, managing, investing, and administering funds received on behalf of Florida Agricultural and Mechanical University.

Option 2:

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

A roll call vote was administered regarding the two options.

<u>Committee Member</u>	<u>Vote</u>
Chair Bryant Abney	Option 2
Vice Chair Williams Harris	(no response received during the vote)
Director Armster	(absent)
Director Blackshear	Option 2
Director Bryant	Option 2
Director Green	Option 2
Director Hall	Option 2
Director Hill	(absent)
Director Olumba	Option 1
Director Perry	(absent)
Director Washington-Johnson	Option 2

Option 2 will be recommended to the Board for approval.

b. Approval to Increase the Advisory Committee from 7 to 14 Members

Chair Bryant Abney advised that there were significant discussions around this item as noted in the December 2, 2019, Bylaws Committee Meeting Minutes. A motion was made in regard to this item.

Motion: Increase the Advisory Committee members from 7 to 14.

Moved by: Director John Green

Seconded by: Director William Bryant

The motion passed, unanimously.

c. Approval of Revised Language for Advisory Committee (Options 1 or 2)

Chair Bryant Abney stated that significant discussions were also held regarding this item at the December 2, 2019, Bylaws Committee Meeting. At that time, Dr. Shawnta Friday-Stroud recommended that the suggested language changes be provided to the University's General Counsel,

Dr. Denise Wallace, for review, and that Director/Attorney Kenya Washington-Johnson would work with Dr. Wallace to submit options for review to the Bylaws Committee.

A roll call vote was administered regarding the two options.

<u>Committee Member</u>	<u>Vote</u>
Chair Bryant Abney	Option 1
Vice Chair Williams Harris	Option 1
Director Armster	(absent)
Director Blackshear	Option 2
Director Bryant	Option 2
Director Green	Option 1
Director Hall	Option 1
Director Hill	(absent)
Director Olumba	Option 2
Director Perry	(absent)
Director Washington-Johnson	Option 2

The votes tied: four each for Options 1 and 2. Chair Bryant Abney requested that Director Washington-Johnson advise of the difference in the Options and why she chose Option 2, since she assisted with the revised language/options. She shared that the functions are similar; used language to clean up and streamline what the Board does. After discussion, a second roll call vote was administered; results below.

<u>Committee Member</u>	<u>Vote</u>
Chair Abney	Option 1
Vice Chair Williams Harris	Option 1
Director Armster	(absent)
Director Blackshear	Option 2
Director Bryant	Option 2
Director Green	Option *12
Director Hall	Option 1
Director Hill	(absent)
Director Olumba	Option 2
Director Perry	(absent)
Director Washington-Johnson	Option 2

The second vote also ended in a tie: four each for Options 1 and 2. ***Director Green changed his vote from Option 1 to Option 2. He advised that he could live with Option 2.**

Option 2 will be recommended to the Board for approval.

Adjournment

The meeting was adjourned at 4:36 p.m. by Chair Chan Bryant Abney.

Minutes Prepared By

Ms. Angie Wiggins