

# BYLAWS COMMITTEE MEETING MINUTES

Florida A&M University Foundation Board of Directors

Fall 2019 FAMU Foundation Board Meeting

Thursday, November 21, 2019 \* 10:15 a.m. – 10:45 a.m. EST

Hyatt Grand Cypress Hotel \* Orlando, FL



## Committee Members Present

Dir. Chan Bryant Abney, *Chair*

Dir. Monica Williams Harris, *Vice Chair*

Dir. Elaine Armster

Dir. Alfreda Blackshear

Dir. William Bryant

Dir. John Green

Dir. Taylar Hall

Dir. Erica Hill

Dir. Akunna Olumba

Dir. Belvin Perry, Jr.

Dir. Kenya Washington-Johnson<sup>T</sup>

## Committee Member Not Present

Dir. Laurence Humphries

## Guests Present

Dir. Shawnta Friday-Stroud

Dir. Jemal Gibson

Dir. Thomas Jones

Dir. Lisa LaBoo

Dr. Denise Wallace, *University General Counsel*

## Staff Present

Ms. Kimberly Hankerson

Ms. Juanita Johnson

Ms. Barbara Jones

Mr. Eric Swanigan

Mrs. Brandi Tatum-Fedrick

Ms. Angie Wiggins

## Call to Order and Roll Call

The meeting was called to order at 10:32 a.m. by Chair Chan Bryant Abney. Ms. Angie Wiggins offered the roll call and determined a quorum was present.

## Conflict of Interest Disclosure

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

## Approval of Minutes

### **August 19, 2019, Bylaws Committee Meeting**

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

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<sup>T</sup> = Telephonically

## **Referral from the Board Governance and Stewardship (BG&S) Committee**

### a. General Counsel's Recommendation on BG&S Committee (formerly Nominating Committee) vs. Board Responsibility

Chair Abney stated that per the November 15, 2018, Nominating Committee Meeting minutes, Dir. Belvin Perry suggested that the Foundation's General Counsel review the Foundation's Bylaws and formulate a process as to what the role of the Nominating Committee is, and to determine if the Committee is to provide one slate for up or down voting or required to submit every candidate's name.

Dr. Shawnta Friday-Stroud reported that after reviewing the Bylaws, it was determined that the Nominating Committee receives the nominations, evaluates them and then makes recommendations to the full Board. The only way a nominee's name would not make it to the full Board is if the nominee did not pass the vetting process of the Nominating Committee. The Nominating Committee's responsibility would be to then move those nominees to the full Board for a vote.

There are three directors whose terms will end at the end of this year and they have all sent in written requests to be re-nominated. The Chair of the BG&S Committee suggested that the full slate of names that were presented last year will also be presented this year. It does not preclude anyone from bringing additional nominees to the floor.

### b. Nominating | Voting Process

The Bylaws Committee has clarified the nominating process for voting on Directors with expiring terms and other nominees, which will impact the upcoming vote of three Board vacancies due to the ending terms of current Board members.

The process shall be that the BG&S Committee will receive, evaluate, and recommend nominees for upcoming vacancies. The Committee will then submit the full slate of nominees to the full Board for vote on Saturday, November 23, 2019, at the General Board Meeting.

### **Action Item**

The Bylaws Committee will edit the Bylaws to provide additional clarity to the voting process for re-nominated or new Directors.

### **Adjournment**

The meeting was adjourned at 11:15 a.m.

### **Minutes Prepared By**

Mrs. Barbara Jones

Ms. Angie Wiggins