

# BYLAWS COMMITTEE MEETING MINUTES

Florida A&M University Foundation Board of Directors  
Monday, December 2, 2019 \* 4 p.m. – 5 p.m. EST  
Teleconference

## Committee Members Present

Dir. Chan Bryant Abney, <i>Chair</i>	Dir. Taylar Hall
Dir. Monica Williams Harris, <i>Vice Chair</i>	Dir. Erica Hill
Dir. Elaine Armster	Dir. Akunna Olumba
Dir. Alfreda Blackshear	Dir. Belvin Perry, Jr.
Dir. William Bryant	Dir. Kenya Washington-Johnson
Dir. John Green	

## Committee Members Not Present

Dir. William Bryant	Dir. Belvin Perry, Jr.
Dir. Laurence Humphries	

## Guests Present

Dir. Shawnta Friday-Stroud	Dir. Jemal Gibson
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## Staff Present

Ms. Kimberly Hankerson	Mrs. Audrey Simmons-Smith
Ms. Juanita Johnson	Ms. Angie Wiggins
Mrs. Gena Palmberg	

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

## Fall 2019 FAMU Foundation Board Meeting Action Items

Today's Bylaws Committee teleconference is in follow-up to the recent Bylaws Committee and General Board Meetings that were held during the Fall 2019 FAMU Foundation Board Meeting.

### a. Rewriting of the Mission Statement for Board Approval

In regard to the options provided during the Board Retreat, the Vision Statement was merged and finalized. Due to time constraints, this Committee was charged with reviewing and merging Options 1 and 2 (see below) to finalize the Mission Statement.

Option 1: To be great stewards of the contributions ~~received. from the private sector, alumni, friends, industry and foundations, by being best in class at raising, managing, investing, and administering funds received on behalf of Florida Agricultural and Mechanical University.~~ (This suggested edit was recommended by President Larry Robinson during the Fall 2019 Board Meeting.)

Option 2: To be best in class at raising, managing, investing, and administering funds received on behalf of Florida Agricultural and Mechanical University.

**Suggested Rewording from Director Monica Williams Harris:**

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

**Options Provided by Board Chair Jemal Gibson:**

To be great stewards of all monies received on behalf of Florida Agricultural and Mechanical University.

We will be best in class at raising, managing, investing, and administering funds received on behalf of Florida Agricultural and Mechanical University.

A best practice with mission statements is to make the content into bullet points to be retained vs. long sentences.

**Suggested Rewording from Director Alfreda Blackshear:**

To help raise funds on behalf of Florida Agricultural and Mechanical University and to be stewards of such funds received by managing, investing, and administering those funds to assist the University in accomplishing its mission.

Directors Blackshear and Chair Abney advised that “best in class” does not need to be stated; it’s a given for the University and is perceived as a limitation.

**Suggested Rewording from Director Washington-Johnson:**

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

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

Director Elaine Armster suggested substituting “funds” received to “assets” received (see track change above) in that both monetary property, real estate, and other items of value are received.

Staff was advised to email Director Washington-Johnson’s suggestion to the Bylaws Committee to be reviewed and revisited.

b. Change Name of Advisory Committee to Advisory Board

Director Erica Hill motioned to change the name of the Advisory Committee to the Advisory Board; seconded by Director John Green. The motion passed, unanimously. **This recommendation will be brought to the full Board for approval.**

c. Increase Advisory Board Members from 7 to 14

Dir. Hill inquired what the rationale is for 14 members. Board Chair Gibson responded that it is arbitrary; no set number. The number 14 was selected in response to comments by Board members, such as Director Hosetta Coleman who stated at the Fall Board Meeting to have a subset of people that might be people who are potential Board members; people who the Board might just want to have on the Advisory Board to see how they work out/connect. Board Chair Gibson also advised that, within that mix or outside of that mix, there is enough backup to fill key positions or key strengths. There potentially could be gaps on the Board - current members might want to move off the Board and into an advisory board capacity - could backfill with the expertise of Advisory Board members. Fourteen allows the Board enough room to be flexible.

The Bylaws Committee was advised by Board Chair Gibson to be conscious of the strengths that might be needed on the Board based on the Board Assessment responses that were received.

d. Add Additional Language to Advisory Board for Selection and Approval

Dr. Shawnta Friday-Stroud referenced conversations that were had regarding the language in the Bylaws that relates to the entitlement (no voting privileges, Board Meeting attendance is not required, etc.) of an Advisory Board member. She requested that it be made clear that they would not receive the privileges of a Board member (paid lodging, football game tickets, etc.). Board Chair Gibson advised that the language as is in the Bylaws is fine. He sees this as a pilot. Suggests that the Board sees how it works and be flexible to amend as the Board sees fit based on feedback and how it's working. Word such that its limited but not restrictive. Allow for flexibility for good management decisions.

Director Williams Harris stated that the language also does not provide term limits. Board Chair Gibson advised that the language could be extracted from the Honorary Board section. A suggestion could be that they are voted off the Advisory Board. Several additional revisions were suggested that encompasses the items listed below received from Director Kenya Washington-Johnson.

- Combine all characteristics and other qualification language into paragraph (a)
- Combine purpose and focus language in (b) & (c) into one paragraph
- Paragraph (d) - add language expressly limiting expectations/denying Foundation Board benefits to Advisory Board members (i.e., no game tickets, etc.); increase size from 7-14 members
- Use 1st paragraph of Honorary Board member section for nomination and selection process (criteria)
- Reciprocal eligibility: Advisory Board members eligibility for Foundation Board & vice versa. Expressly preclude simultaneous service (leave open option to join Advisory Board after leaving Foundation Board during a term)
- How to gain a seat on the Advisory Board should also be included (the language is similar to that of a Board member – nominated by anyone and undergo the same voting process)
- Term limits same as Honorary Board (4 years)

**Action Items**

1. Chair Abney stated that the Committee will wait and vote on the language for the Mission Statement; vote to change the membership number from 7 to 14; and, the revised additional language for the Advisory Board.
2. Schedule a Bylaws Committee meeting; circulate language ahead of time.
3. Dr. Friday-Stroud suggested that the notes from the section, “Add Additional Language to Advisory Board for Selection and Approval,” be provided to the University’s General Counsel, Dr. Denise Wallace (have Director Kenya Washington-Johnson to work with her), then forward one or two versions of the suggested revised language to the Bylaws Committee for review and a follow-up meeting.

**Adjournment**

The meeting was adjourned at 4:47 p.m. by Chair Chan Bryant Abney.

**Minutes Prepared By**

Ms. Angie Wiggins

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