

BOARD OF DIRECTORS MINUTES

Florida A&M University Foundation Board of Directors

Wednesday, January 9, 2019

4 p.m. – 5 p.m. EST

Teleconference

Committee Members Present

Director Jemal Gibson, *Chair*

Director Wanda Ford, *Treasurer*

Director Alfreda Blackshear, *Secretary*

Director Larry Robinson, *FAMU President*

Director Chan Bryant Abney

Director Gregory Clark

Director Hosetta Coleman

Director Shawnta Friday-Stroud

Director Erica Hill

Director Thomas Jones, Jr.

Director Lenetra King

Director Carmen Cummings Martin

Director Rochard Moricette

Director Kenneth Neighbors

Director Akunna Olumba

Director Phyllis Taite

Director Twuanna Munroe Ward

Director Tirrell Whittley

Committee Members Not Present

Director Lisa LaBoo, *Vice Chair*

Director Belvin Perry, Jr., *FAMU Trustee*

Director Elaine Armster

Director William Bryant

Director Keith Clinkscales

Director Lorin Crenshaw

Director John Crossman

Director Marcelia Freeman

Director Clifton Goins, IV

Director John Green

Director Monica Williams Harris

Director Laurence Humphries

Director G. Scott Uzzell

Guest Present

Mr. Harold Knowles, *Foundation General Counsel*

Staff Present

Ms. Cutina Francis

Ms. Juanita Johnson

Mrs. Audrey Simmons-Smith

Mrs. Brandi Tatum-Fedrick

Ms. Angie Wiggins

Call to Order and Roll Call

The meeting was called to order at 4:00 p.m. by Chair Jemal Gibson. Ms. Angie Wiggins offered the roll call; no quorum. A second roll call was offered at 4:15 p.m. by Ms. Cutina Francis and a quorum was confirmed.

Conflict of Interest Disclosure

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

Approval of Minutes

December 12, 2018, By-Laws Committee Minutes

Director Gregory Clark motioned approval; Director Rochard Moricette seconded the motion. The minutes were approved, unanimously.

Review of Recommended Foundation Bylaws Changes: With Exception of Item No. 11

Dr. Shawnta Friday-Stroud advised that the recommended changes to the Foundation Bylaws were categorized into two groups (according to the Executive Summary – No.'s 1-15 - presented by Attorney Harold Knowles). Some changes were made as a result of the new requirements of Florida Senate Bill 4. The remaining changes are a result of the new Board policy initiative. Attorney Knowles' executive summary included implementation of DSO Policy changes and modifications to the FAMU Foundation's organizational structure pursuant to requirements set forth in Florida Senate Bill 4. The items were recommended by the Bylaws Committee for approval. After discussion, Item No. 15 (Quorum for Transacting Business) will remain as is in the current Bylaws.

The following motion was made:

Motion: To approve the recommended Foundation Bylaws changes with the exception of Item No. 11.

Moved by: Director Gregory Clark

Seconded by: Director Erica Hill

The motion passed, unanimously.

Approval of Recommended Foundation Bylaws Changes: Regarding Item No. 11

Chair Gibson advised that the Bylaws Committee tabled Item No. 11 (Board Membership Composition, Terms and Manner of Election) to bring before the Board for further discussion.

Dr. Friday-Stroud advised that there was an option on the table that states much of the entire Board constitutes a quorum to transact business versus a quorum of the Board members present. Clarity was made that the recommendation for the quorum size would be 2/3 vote of the entire member body. The Bylaws Committee recommended a simple majority for making decisions; however, tabled this item to bring it before the Board. The Bylaws Committee recommended leaving the 31-member cap as is. The Board concurred with the Bylaws Committee's decision not to make changes to Item No.'s 11 & 15.

Other Items***Strategic Fundraising Advisory Committee***

Regarding Vice Chair Lisa LaBoo's proposal of a new committee/initiative for the benefit of fundraising for the University, Chair Gibson recommended that the Development Committee add on a sub-committee – The Strategic Fundraising Advisory Committee.

Proposal from Mark Sullivan of the Boulevard Consulting Group

Dr. Friday-Stroud presented a proposal from Mr. Mark Sullivan of the Boulevard Consulting Group. Mr. Sullivan met with Dr. Friday-Stroud and the University's Associate General Counsel, Attorney David Self, to discuss two issues:

1. Establish a Denny's-like franchise on campus; and

2. Start a separate entity that would develop franchises that would, in return, donate the proceeds to the Foundation. The proposal request is for approximately \$50,000 to \$100,000, excluding any other monetary requirements.

After discussion, Dr. Larry Robinson offered the following motion:

Motion: Dr. Friday-Stroud to thank Mr. Mark Sullivan of the Boulevard Consulting Group for his concept; however, advise him that at this time, the Foundation Board of Directors is not obliged to move forward with this opportunity.

Moved by: Director Alfreda Blackshear

Seconded by: Director Tirrell D. Whittley

The motion passed, unanimously.

Informational Item

Dr. Robinson announced that he was invited to participate in a panel in Ft. Lauderdale, FL, on January 28th, 2019, sponsored by The Association of Governing Boards. His panel discussion is Indicators of University Success and Value. Dr. Robinson invited Board members to participate.

Adjournment

The meeting adjourned at 4:45 p.m. by Chair Jemal Gibson.

Minutes Prepared By

Ms. Cutina Francis & Ms. Angie Wiggins