

FLORIDA  
AGRICULTURAL AND MECHANICAL  
UNIVERSITY



BOARD OF TRUSTEES

**OPERATING  
PROCEDURES**

*Adopted September 24, 2001  
Amendment Notes are provided as Appendix B*

**FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY  
BOARD OF TRUSTEES**

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## ARTICLE 1: STATEMENT OF PURPOSE

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The Florida Agricultural and Mechanical University Board of Trustees ([hereinafter referred to as the “Board”](#)) is vested with all powers and the authority to govern and set policy for [“The Florida Agricultural and Mechanical University,”](#) as necessary to provide proper governance in accordance with [the Constitution and](#) laws of the State of Florida and with rules, [regulations,](#) and policies of the Florida Board of Governors, [now existing or hereinafter established.](#) ~~The Board of Trustees shall hereinafter be referred to as the “Board.”~~ In order to promote the effective discharge of its obligations and achieve its stated objectives, the [Florida Agricultural and Mechanical University](#) Board of Trustees hereby adopts these Board Operating Procedures.

## ARTICLE 2: THE BOARD

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**2.1 CORPORATION/CORPORATE NAME** - The Board ~~of Trustees~~ is a public body corporate entitled “The Florida Agricultural and Mechanical University Board of Trustees;” with all the powers of a body corporate.

The Board is a corporation primarily acting as an instrumentality or agency of the State, pursuant to Section 768.28, Florida Statutes.

**2.2 COMPOSITION/TRUSTEES** - The Board shall be comprised of [thirteen \(13\)](#) members, six (6) of whom shall be appointed by the Governor and five (5) of whom shall be appointed by the Florida Board of Governors. The President of the Student Government Association and the University Faculty Senate shall serve as trustees during their terms of office. The appointed members of [the Board](#) shall be confirmed by the Florida Senate.

**2.2.1** Trustees shall serve for staggered 5-year terms, and may be reappointed for additional terms.

**2.2.2** The Governor [or Florida Board of Governors](#) may remove a Trustee for cause. Failure of a Trustee to attend three consecutive regular Board Meetings in any fiscal year may also be grounds for removal by the Governor [or Florida Board of Governors, as appropriate.](#)

**2.2.3** The Governor [or Florida Board of Governors](#) shall fill Board vacancies by appointment, [as appropriate.](#)

**2.2.4** Trustees shall serve without compensation, but may be reimbursed for travel and per diem expenses in accordance with Section 112.061, Florida Statutes.

**2.3 POWERS AND DUTIES** - The Board shall serve as the governing body of [“The Florida Agricultural and Mechanical University.”](#) It shall select the President of [“The Florida Agricultural and Mechanical University”](#) to serve at the pleasure of the Board and shall hold the President responsible for the university’s operation

and management, performance, its fiscal accountability, and its compliance with federal and state laws and rules and regulations of the Board of Governors. The Board shall have the power to carry out all lawful functions permitted by these operating procedures, by regulation and policies of the Board of Governors, ~~and~~ by the Constitution and laws of the State of Florida~~The specific statutory powers and duties of the Board are enumerated in Sections 1001.71-1001.74, Florida Statutes,~~ as now or hereafter established~~amended~~.

The Board may adopt rules, regulations, and policies consistent with the University's mission, with law and with the rules and regulations of the Board of Governors, to fulfill its obligations under the law.

- 2.4 CORPORATE SEAL** - The Corporate Seal shall be used only in connection with the transaction of business of the Board and of the University. The Corporate Secretary may affix the seal on any document signed on behalf of the Board.

### **ARTICLE 3: OFFICERS OF THE BOARD**

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- 3.1 OFFICERS** - The Corporate Officers of the Board are the Chair, Vice Chair, and Executive Officer/Corporate Secretary.

- 3.2 SELECTION and REMOVAL** - The Board shall select its Chair and Vice Chair from the appointed members at its first regular meeting after July in odd numbered years. The Chair shall serve for two (2) years and may be reselected for one (1) additional term. Officers may be removed after reasonable notice by an affirmative vote of no less than two-thirds of the members of the Board.

- 3.3 CHAIR** - The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, attesting to actions of the Board, appointing members of standing or other committees, accepting service of process in all suits filed against the Board, and serving as the spokesperson for the Board.

- 3.4 VICE CHAIR** - The duty of the Vice Chair shall be to act as Chair during the absence or disability of the Chair.

- 3.5 EXECUTIVE OFFICER/CORPORATE SECRETARY** - the University President shall serve as Executive Officer and Corporate Secretary of the Board. The Corporate Secretary shall be responsible for providing notice of all meetings of the Board and its Committees; setting the agenda and compiling pertinent documents for meetings of the Board, in consultation with the Board Chair; recording and maintaining the minutes of any bBoard or eCommittee meeting, including a record of all votes cast in accordance with sSection 286.011(2), Florida Statutes; executing or attesting to all documents which have been approved by the Board and/or executed by the Chair, file and preserve all minutes, rules, orders, papers, a and documents pertaining to the business and

proceedings of the Board; be the custodian of the corporate seal; be the Board's records custodian; and in the absence of the Board Chair, accepting service of process in all suits filed against the Board. The Corporate Secretary may designate an individual to serve as Assistant Corporate Secretary to the Board.

**3.5.1** The University President's specific ~~statutory~~ powers and duties are enumerated in Board Regulation 1.012~~Section 1001.75, Florida Statutes~~, as now or hereafter amended.

**3.5.2** As Executive Officer, the President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff, students and direct support organizations of the University.

## **ARTICLE 4: COMMITTEES**

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The Board shall establish standing and ad\_hoc committees, as it deems appropriate to discharge its responsibilities. The Board Chair shall appoint members of committees and their Chairs. Members of the committees shall hold office until the appointment of their successors. Unless specifically delegated or as otherwise provided in these Operating Procedures, the authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities as approved by the Board.

**4.1 EXECUTIVE COMMITTEE** - The Executive Committee shall consist of seven ~~(7) six~~ Trustees, which shall include the Board Chair, ~~the Board Vice Chair~~, the Chairs of the Academic Affairs Committee, Audit and Compliance Committee, Budget/Finance Committee, Student Affairs Committee, ~~and~~ Facilities Planning Committee and Direct Support Organization (DSO) Committee. The Corporate Secretary shall be an ex-officio member without a vote and not counted as part of a quorum for purpose of transacting business. Each Committee member shall serve for a term of two (2) years.

**4.1.1** The Executive Committee shall meet upon the call of the Board Chair to conduct its business as the Board Chair and Corporate Secretary may determine, and minutes shall be taken.

**4.1.2** The Executive Committee has the authority of the Board to act between regular Board meetings on matters which are either ministerial or which must be decided before the next Board meeting. The actions of the Executive Committee shall be reported to the Board at its next regular Board meeting and shall be confirmed and approved by the Board, if required.

4.2 **STANDING COMMITTEES** - Members of ~~the~~ each standing committee shall be appointed by the Board Chair to serve for a term of two (2) years. Unless specifically delegated and except as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board, and the duty of each standing committee shall only be to consider and make recommendations to the Board upon matters referred to it.

**4.2.1 Academic Affairs Committee** - The Academic Affairs Committee shall be responsible for oversight of educational policies and programs. It shall review and consider policies relating to new and existing degree programs, instruction, research, and continuing education, conditions affecting recruitment and retention of faculty members, including tenure, academic freedom and academic responsibility, codes of conduct and appropriate penalties for violations of University rules pertaining to academic dishonesty, and student admissions. It shall make recommendations to the Board on these and other matters referred to it by the Board. It shall make reports to the Board.

**4.2.2 Audit and Compliance Committee** - The Audit and Compliance Committee shall be responsible for reviewing and recommending to the Board policies affecting internal controls, accountability, and audit. The Audit and Compliance Committee shall have access to internal and external auditors to assess their performance, the scope of audit activities and the adequacy of the system of internal accounting controls to ensure compliance with state and federal laws, regulations and requirements. Internal auditors shall report to the President for administrative support and shall report to the Board as to the process and content of their internal audit reports. The committee shall make reports to the Board. The committee's responsibilities shall include, but not be limited to:

- i. Reviewing internal audits of the University;
- ii. Reviewing external audits performed by the State Office of Auditor General and other independent auditors, together with the University's responses and corrective actions;
- iii. Advising the Board on all aspects of internal and external audit and the adequacy of accounting procedures, systems, controls, and financial reporting in accordance with laws and regulations of the state;
- iv. Reviewing compliance reports of the University of all laws and regulations pertaining to matters such as research, environment, occupational health and safety, fiscal affairs, including the system of reporting established by the University; and
- v. Recommending changes to the Audit Charter.

**4.2.3 Budget/Finance Committee** - The Budget/Finance Committee shall be responsible for oversight of all policies relating to the financial affairs of

the University. It shall review and consider the annual budget and requests for appropriation of funds for the University as prepared by the President, policies relating to the external financing of projects, and the schedule of tuition, fees, and other student charges, and make recommendations to the Board on these and other matters referred to it by the Board. This committee also shall monitor the University's financial operations, debt level, and investment performance, if any. It shall make reports to the Board.

**4.2.4 Student Affairs Committee** - The Student Affairs Committee shall be responsible for oversight of policies relating to student affairs, including athletics. It shall review and consider policies relating to student conduct, student life, extracurricular activities, student health, career resources, and student financial affairs, and make recommendations to the Board on these and other matters referred to it by the Board. It shall make reports to the Board.

**4.2.5 Facilities Planning Committee** - The Facilities Planning Committee shall be responsible for overseeing the University's physical assets (e.g. land, buildings, infrastructure and equipment), and shall [make](#) recommendations to the Board on these matters. The Committee's responsibilities shall include, but not be limited to:

- i. Reviewing proposed additions of and accepting new facilities, and reviewing proposed additions and renovations of existing facilities, after having evaluated appropriate utilization of existing available space and taking into consideration master plans, infrastructure, traffic, parking, appropriate land use and the effect upon overall University operations, both to include facilities of direct support organizations (DSOs), and other affiliated corporations of the University;
- ii. Reviewing annually the Capital Improvement Program list for funding by the Legislature, including the PECO list, and the Capital Improvement Program for all other projects;
- iii. Recommending appropriate action with regard to real property acquisition, sale, or lease;
- iv. Recommending the naming of facilities;
- v. Reviewing and approving the Campus Master Plan; and
- vi. Reviewing and approving debt financing for property with the Budget/Finance Committee.

**4.2.6 Direct Support Organization Committee** - The Direct Support Organization (DSO) Committee shall primarily serve as the advisory body to the President related to the areas of direct support organizations, media and communications, and anti-hazing. It shall review and consider regulations, policies and procedures, and shall make recommendations to the Board



concerning these areas and other matters referred to it by the Board. It shall further provide oversight concerning these matters and make reports to the Board as appropriate.

- 4.3 SPECIAL COMMITTEES** - The Board Chair may establish such Special Committees as deemed necessary for the orderly conduct of the business of the Board. Special Committees shall have powers and duties and period of service as the Chair may determine; however, no Special Committee shall be created to act upon matters within the purview of ~~appropriate to be acted upon by~~ a standing committee.

## **ARTICLE 5: MEETINGS**

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All meetings of the Board and its committees shall be open to the public and all official acts of the Board or its committees shall be taken at public meetings, unless otherwise provided by law. The Board attorney or designee shall be present at all Board and Committee meetings, as appropriately noticed. The provisions of [Section 24, Article I of the Florida Constitution and](#) Chapter 286, Florida Statutes, shall govern Board and committee meetings.

- 5.1 REGULAR MEETINGS** - Regular meetings of the Board shall convene at least four (4) times each year, or as needed, at a date, time, and place designated by the Board.
- 5.2 SPECIAL MEETINGS** - Special meetings of the Board, including hearings and workshops, shall be held at the call of the Board Chair or upon request of seven (7) members of the Board. The Board Chair shall designate the date, time, and place of such meetings. The Corporate Secretary shall send written notice of such special meetings to all Trustees, along with a statement of the purpose of the meetings. No matter may be considered at any special meeting that was not included in the call of the special meeting.
- 5.3 EMERGENCY MEETINGS** - Emergency meetings of the Board or its Committees shall be called by the Board Chair or upon the request of seven (7) members of the Board, upon no less than twenty-four (24) hours' notice, whenever, in the opinion of the Board Chair or upon the request of seven (7) members of the Board, an issue requires immediate Board action. The Corporate Secretary shall notify the Board in writing upon the first and subsequent requests by members of the Board for an emergency meeting. The Board Chair shall notify the Corporate Secretary of such emergency meetings. The Corporate Secretary shall immediately serve verbal or written notice upon each Trustee, stating the date, time, and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting, unless additional emergency matters are agreed to by a majority of the Trustees in attendance. The minutes of each emergency meeting will reflect the manner and method by which notice of such emergency meeting was provided to each Trustee

and will state the actions taken and the specific facts and reasons for calling the emergency meeting.

**5.4 NOTICE OF MEETINGS** - Notice of regular meetings and special meetings shall be given by mail [or email](#) not less than seven (7) days prior to the meeting. Notice of [an](#) emergency meeting shall be given by posting a notice at the Florida Press Center, 336 East College Avenue, Tallahassee, Florida 32301, of time, place, date, and purpose of the meeting.

**5.4.1 Public Notice of Meetings** - Notice of meetings and hearings shall be published in a newspaper of general circulation or the Florida Administrative Weekly and shall include a statement of the general subject matter to be considered.

**5.5 QUORUM** - A quorum for the transaction of business shall consist of seven (7) Trustees. A quorum for all Standing and Special Committees shall consist of a majority of the committee, except that in no case shall the number be fewer than two [\(2\)](#).

**5.6 VOTING PROCEDURE** - No business will be transacted without an affirmative vote of the Board, and a majority vote of all the members of the Board is required for establishing policy, for making rules and regulations, for appointing and removing the President, and for approving or terminating programs. Each Trustee shall have one [\(1\)](#) vote. ~~No Trustee that is present at a Board meeting may abstain from voting.~~ A vote shall be recorded or counted for each Trustee present, except when, with respect to such Trustee, there is or appears to be, a possible conflict of interest under Sections 112.311, 112.313, and 112.3143, Florida Statutes. In such cases, the Trustee shall comply with disclosure requirements in Section 112.3143, Florida Statutes.

**5.6.1 Proxies** - The use of proxies for purposes of determining a quorum, for voting, or for any other purpose is prohibited.

**5.7 MEETING BY TELEPHONE OR OTHER COMMUNICATIONS MEDIA TECHNOLOGY** - With proper public notice, the Board or its Committees may participate in meetings by telephone conference call and other communications media technology, whereby all ~~Board Members~~[Trustees](#) participating in the meeting can hear each other at the same time, to conduct business in the same manner as if the proceeding were held in person.

**5.7.1** The notice of any meeting, which is to be conducted by means of communications media technology, will state where and how members of the public may gain access to the meeting.

**5.8 RULES OF PROCEDURE** - Meetings shall be conducted according to parliamentary rules in the latest edition of *Robert's Rules of Order*, unless

otherwise modified by the Board and provided for within these operating procedures.

**5.9 AGENDA** - The agenda for each meeting of the Board shall be prepared by the Corporate Secretary, in consultation with the Board Chair. The agenda shall be prepared in sufficient time prior to the meeting to ensure that a copy of the agenda will be provided to the Trustees at least fourteen (14) days in advance of the meeting. Supporting documentation shall be prepared in sufficient time prior to the meeting to ensure that a copy of such documents will be provided to the Trustees at least seven (7) days prior to the meeting. The Corporate Secretary shall mail or email a supplemental agenda to the Trustees prior to the meeting, if additional items or supporting documentation become available.

**5.9.1 Addendum to Agenda.** Any Trustee may, at any regular meeting, propose an addendum to the agenda. The Board ~~of Trustees~~ may, by a majority, vote to consider and to take final action on the addendum to the agenda.

**5.10 MINUTES** - The Corporate Secretary shall be responsible for recording the minutes of any Board or Committee meeting, including a record of all votes cast, and promptly transmitting a copy of the minutes to each Trustee or Committee member and to other parties deemed appropriate.

**5.10.1** A court reporter shall be present at each Regular Meeting of the Board. A permanent record of each Regular Meeting of the Board shall be maintained.

**5.11 CLOSED SESSIONS AT PUBLIC MEETINGS** - The Board may conduct closed sessions when it meets to consider or discuss pending litigation with the Board attorney, pursuant to Section 286.011(8), [Florida Statutes F.S.](#), as now or hereafter amended; collective bargaining matters pursuant to Section 447.605, [Florida Statutes F.S.](#), as now or hereafter amended; matters related to the evaluation of a claim filed with or offers of compromise of claims filed with the University's risk management program, pursuant to Section 768.28, [Florida Statutes F.S.](#), as now or hereafter amended or to hear challenges to the content of student records and reports.

**5.12 CLOSED SESSIONS AND PUBLIC RECORDS** - The minutes of attorney-client sessions and risk management meetings shall be exempt from public disclosure until termination of the litigation and settlement of all claims arising out of the same incident. All work products developed by the Board and the University in preparation for and during collective bargaining negotiations shall be exempt from disclosure.

## **ARTICLE 6: CODE OF ETHICS**

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- 6.1 CONFLICT OF INTEREST** - Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith, with due regard to the interest of the University, and shall comply with the fiduciary principles and laws set forth in the Code of Ethics for Public Officers and Employees, Sections 112.311-112.326, Florida Statutes, and ~~FAMU-BOT~~Board Regulation 1.019. Such principles and laws include, but are not limited to, matters addressing contracts and transactions with the University; voting conflicts; disclosure and disclosure forms; solicitation and acceptance of gifts, favors, or compensation; misuse of public position or confidential information; employment of relatives; and exemptions.

## **ARTICLE 7: AMENDMENTS TO THE OPERATING PROCEDURES**

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- 7.1 VOTING, NOTICE AND FILING REQUIREMENTS.** The Board shall review its Operating Procedures annually. The Board's Operating Procedures may be amended or repealed at any regular meeting of the Board by an affirmative vote of no less than two-thirds (2/3) of the members of the Board, provided that written notice and a copy of any proposed amendment or repeal are filed with the Corporate Secretary of the Board and mailed or emailed to each Trustee at least seven (7) days in advance of the meeting at which the amendment or repeal is to be voted upon.
- 7.2 WRITTEN NOTICE BY CORPORATE SECRETARY.** It shall be the responsibility of the Corporate Secretary to mail or email written notice and a copy of the proposed amendment or repeal to each Trustee at least seven (7) days in advance of the meeting at which the amendment or repeal is to be voted upon.

## **ARTICLE 8: APPEARANCES BEFORE THE BOARD**

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- 8.1 APPEARANCES BEFORE THE BOARD; WRITTEN COMMUNICATIONS** - Individuals or group representatives who desire to appear before the Board to address a subject within the Board's jurisdiction shall file a written request with the Corporate Secretary at least ten (10) days prior to the consideration of the matter by the Board. The Corporate Secretary, in consultation with the Board Chair, will determine whether the item will be heard and when the item will be heard. When addressing agenda matters, members of the public shall confine their comments to the subject of the agenda matter. The Board Chair shall have the authority to limit immaterial, unnecessary, or redundant presentations or requests. Nothing in this section prohibits a person from filing written communications to the Board in regard to matters then under consideration. However, unsigned communications shall not be introduced to the

Board. The Board Chair may place time limits on any presentation or decline to hear any matter determined by it to be out of its jurisdiction.

The Board Chair may recognize any individual or representatives of groups to address the Board.

**8.2 PUBLIC COMMENTS; TIME LIMITED** - Each person recognized for the purpose of public comments by the Board Chair shall limit his or her comments to agenda matters currently before the Board. The person shall step forward to the podium, and shall give his or her name in an audible tone for the record. Persons addressing the Board during the public comments section of the Board meeting shall limit their remarks to three (3) minutes, unless the Board Chair or a majority of the Board grants further time. All remarks shall be addressed to the Board as a body and not to any member thereof, nor to members of the audience. No person, other than the Board and the person having the floor, shall be permitted to enter into any debate or discussion, either directly or through a member of the Board, without the permission of the Chair.

**8.3 ENFORCEMENT OF DECORUM** - The University's police chief, or such member of the University's police department as the chief may designate, shall carry out orders and instructions given by the Chair or by a majority of the Board present for maintaining order and decorum at the Board meetings. Public members attending Board meetings shall observe the same rules of propriety, decorum and good conduct applicable to members of the Board. Any person making personal, impertinent or slanderous remarks or who becomes boisterous while addressing the Board or while attending the Board meeting shall be removed from the room if the police chief or officer is so directed by the Chair, and such person may be barred from further audience with the Board. Unauthorized remarks from the audience, stamping of feet, whistles, yells and similar demonstrations shall not be permitted by the Chair, who shall direct the removal of such offenders from the room.

## **ARTICLE 9: INDEMNIFICATION**

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**9.1 PERFORMANCE OF OFFICIAL DUTIES.** In any civil action brought against a Trustee for any act or omission arising out of and in the course of the performance of his or her duties and responsibilities, the Board may defray all cost of defending, including reasonable attorney's fees and expenses, along with costs of appeal, and may hold harmless and protect such Trustee from any financial loss resulting from the lawful performance of his or her duties and responsibilities. In the discretion of the Board, claims based on such actions or omissions may be settled prior to or after the filing of the suit.

**9.2 INSURANCE COVERAGE.** The Board may arrange for and pay for the premium for appropriate insurance to cover all such losses and expenses.

## ARTICLE 10: GENERAL

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- 10.1 COLLECTIVE AUTHORITY AND ACTION** - The authority of the Trustees is conferred upon them as a Board, and Trustees bind the Board and the University only by acting together as a Board. No individual member shall commit the Board to any policy, declaration, or action without prior approval of the Board.
- 10.2 FISCAL YEAR** - The fiscal year of the Board shall commence on July 1 of each year and end on June 30.
- 10.3 BOARD RECORDS** - Public access to Board records shall be governed by the provisions of [Section 24, Article I of the Florida Constitution](#) and the Public Records Law, Chapter 119, Florida Statutes.
- 10.4 REGULATION DEVELOPMENT, RULEMAKING AND POLICY** - The Board may adopt, amend, or repeal rules, [regulations](#), and policies consistent with the University mission, with law, and with the rules [and regulations](#) of the Florida Board of Governors.

Florida A&M University Board of Trustees  
Operating Procedures  
September 7, 2006

**APPENDIX "A"**











**APPENDIX “B” - OPERATING PROCEDURES AMENDMENT NOTES**

*February 17, 2003*

*June 30, 2005* – The following articles or sections were amended by the Board of Trustees

- *Sections 2.3 and 3.5.1*, amended to eliminate the statutory powers and duties for the Board of Trustees and President, and to provide the applicable Florida Statutes setting out the powers and duties of the Board of Trustees and the President
- *Section 4.1* amended to provide for the Chair of the Facilities Planning Committee as a member of the Executive Committee.
- *Section 4.2.3* amended to include the duties of the Budget/Finance Committee to include “monitor the University’s financial operations, debt level and investment performance, if any.”
- *Section 4.2.5* created to provide for the Facilities Planning Committee as a standing committee of the Board, and to outline the duties and responsibilities of the committee.
- *Preliminary statement to Article 5*), to clarify the “open meetings” requirements for the Board and its committees.
- *Section 5.2*, amended to provide that special meetings may be called by the chair or 7 members of the Board, for the Corporate Secretary to provide written notice of the meeting along with a statement of the purpose of the meeting and to limit the meeting to its stated purpose.
- *Section 5.9.1* created to permit a Trustee to propose an addendum to the agenda and to require a majority vote of the Board to consider and take final action on the addendum.
- *Sections 5.11 and 5.12*, amended to reference the applicable statutory provisions which permit closed sessions of the Board and to recognize the limited public records exemption for attorney-client sessions and risk management and the public records exemption for collective bargaining issues.
- *Article 8* (Appearances before the Board) amended to clarify and distinguish between scheduled appearances and public comments before the Board. The article provides for a new section (*Section 8.3*) which provides for the enforcement of decorum during Board meetings.

*March 2, 2006* - The following article was amended by the Board of Trustees.

- *Section 3.5.2* created to provide the President as the principal liaison officer and official contact between Board and the faculty, staff, students and direct support organizations of the university.

*September 7, 2006*

- Audit and Compliance Charter of BOT adopted and incorporated as Appendix A.

*December 8, 2011*

- *Section 5.3*, amended to provide that emergency meetings may be called by the chair or upon request by 7 members of the Board, and for the Corporate Secretary to provide written notice of such requests to the Board.

*August 6, 2012*

- *Appendix A*, Audit Committee Charter and the Audit Committee Policy and Procedures adopted on September 7, 2006, were repealed and replaced as hereby incorporated in Appendix A.

*October 3, 2013*

- *Section 5.3*, amended to provide that emergency meetings may be called by the chair or upon request by 7 members of the Board, and for the Corporate Secretary to provide written notice of such requests to the Board.
- *Article 3*, amended to designate the Chair of the Board as the spokesperson for the Board.
- *Article 5*, amended to require the presence of the Board attorney or designee at all appropriately noticed meetings, that the Board will be provided the meeting agenda at least 14 days prior to the meeting and materials will be provided at least 7 days prior to the meeting, and adding the term “email” where appropriate.
- *Article 6*, amended to include reference to FAMU BOT Regulation 1.019.
- *Article 7*, amended to require the Board to review its Operating Procedures annual and adding the term “email” where appropriate.