

**Florida Agricultural and Mechanical University
Board of Trustees**



**Governance Committee Minutes
Trustee Torey Alston, Chair**

Date: Monday, December 7, 2015

The telephonic meeting was called to order by Chair Torey Alston at 9 a.m. Attorney Linda Barge-Miles called the roll.

Committee Members Present: Trustee Alston, Trustee Warren, Trustee Moore

Committee Member(s) Absent: Trustee White, Trustee Shannon

Others Attending: President Mangum, Trustee Washington

Action Items

Approval of the Committee Minutes

The first action item was the adoption of the minutes of the prior committee meeting. The motion to approve the minutes was made by Trustee Moore and seconded by Trustee Warren.

The motion carried unanimously.

Approval of the Role of Governance Committee

The next recommended action item was a motion to modify the Operating Procedures to clarify the responsibilities of the Governance Committee. The responsibilities will include approving annually a charter for standing Board committees, reviewing periodically Board Operating Procedures, initiating Board training, when appropriate, evaluating the Board's performance, periodically reviewing Board of Trustees' governance, overseeing University Collective Bargaining agreements, and recommending Board regulations pertaining to employees of the University and overseeing public and governmental bodies.

The motion to approve the recommendation was made by Trustee Moore and seconded by Trustee Warren.

The motion carried unanimously.

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Approval of the Special Committee on Governance as a Standing Committee

The third action item was a recommendation to establish the Special Committee on Governance as a standing committee. The committee reviewed the backup information provided by Attorney Barge-Miles and staff regarding the structure of other governance committees within the SUS as well as some information on governance provided by AGB.

The motion carried unanimously.

Approval of Changes to the Operating Procedures

Trustee Moore presented a recommendation to make five changes to the Operation Procedures. These changes will ensure that five critical items are codified in a single document.

The motion was moved by Trustee Warren and seconded by Trustee Moore.

The motion carried unanimously.

Approval of the Amendment to Operating Procedures to Require a Motion to Extend the Time or to make a Formal Announcement that Time will be extended

Trustee Washington presented this action item. The recommendation was to require a motion to extend time or make a formal announcement that the time will be extended at a Board meeting when the meeting was set to adjourn and that the Operating Procedures are to be amended to reflect such modification.

The motion carried unanimously.

Approval of the Amendment to Operating Procedures to Clarify that the Vice Chair will Serve as Chair in the of Vacancy of the Chair

The Committee considered a recommendation to amend Section 3.4 of the Operating Procedures by adding that the vice chair will act in the vacancy of the chair.

The motion was moved by Trustee Warren and seconded by Trustee Moore.

The motion carried unanimously.

Recommending Approval of Changes to Board Operating Procedures to the Full Board

The three changes to the Operating Procedures approved today by the Governing Committee require a two-thirds vote of the full Board. The committee approved a motion to recommend these three changes to the Operating Procedures to the full Board for approval.