

FLORIDA **A&M** UNIVERSITY
Board of Trustees

Governance Committee Meeting

Thursday, October 12, 2023

9:00 a.m.

Grand Ballroom

Committee Members: Kenny Stone, Chair
John Crossman, Deveron Gibbons, Belvin Perry, and Nicole Washington

AGENDA

- | | | |
|-----|---------------|-------------------------|
| I. | Call to Order | Trustee Kenny Stone |
| II. | Roll Call | Linda Barge-Miles, Esq. |

ACTION ITEMS

- | | | |
|------|---|----------------------|
| III. | Minutes | Trustee Stone |
| IV. | Board's Evaluation of President Robinson | Trustee Stone |
| V. | President's Contract Extension | Chair Lawson |
| VI. | President's Bonus | Chair Lawson |
| VII. | Statutorily Mandated Office of Public Policy Engagement | Danielle McBeth, Esq |

INFORMATION ITEMS

- | | | |
|-------|---|-----------------------|
| VIII. | Government Relations Update | Danielle McBeth, Esq. |
| IX. | President Robinson's 2023/2024 Goals | Trustee Stone |
| X. | Candidates for Office | Trustee Stone |
| | A. Chair – Trustee Kristin Harper | |
| | B. Vice Chair – Trustee Deveron Gibbons | |
| XI. | Governance Committee Action Plan | Trustee Stone |
| XII. | Adjournment | |

FLORIDA **A&M** UNIVERSITY

Board of Trustees Governance Committee Minutes June 8, 2023

Trustee Stone called the Governance Committee to order, and the following committee members were in attendance: Trustees Michael Dubose, Deveron Gibbons, Belvin Perry, Kenny Stone, and Nicole Washington.

Trustee Washington moved approval of the minutes. Trustee Perry seconded the motion, and it passed unanimously. Next, the Committee heard an update from Attorney Shira Thomas regarding proposed revisions to BOT Regulation 1.017, Succession to Administrative Authority, and Responsibility of the President. The revision added the chief operating officer to the line of succession due to the absence or disability of the president. The regulation was recommended for approval by the Committee.

Mrs. Danielle McBeth provided an update on Government Relations. She reviewed the Florida Legislative budget allocations the University is slated to review for the 2023-2024 fiscal year.

- \$10M recurring - Elevating and Sustaining Student Success
- \$9.2M – Chemical and Biological Research Laboratory Center
- \$1.5M recurring – Peaden Education Center
- \$13.5M – Howard Hall Renovation

She shared that the Board should receive the proposed Legislative Budget Request (LBR) in mid-July and that FAMU Day at the Capitol is scheduled for February 21, 2024.

Trustee Stone reminded the Committee that Article 3, Section 3.2 of the Board of Trustees Operating Procedures requires the Board to select its chair and vice chair during the first regular meeting after July in odd-numbered years. Additionally, a trustee must declare his/her candidacy for chair or vice chair during the June Board meeting in an election year. Trustee Stone accepted nominations for chair and vice chair of the board:

- Candidates for Chair: Trustee Kristin Harper
- Candidates for Vice Chair: Trustee Michael Dubose and Trustee Deveron Gibbons

Trustee Stone said that staff would send reminders to the Board regarding the President's goals and evaluation and the Board's self-evaluation.

The meeting adjourned.

FLORIDA **A&M** UNIVERSITY

Board of Trustees Governance Committee Minutes September 6, 2023

Trustee Stone called the Governance Committee to order, and the following committee members were in attendance: Trustees John Crossman, Deveron Gibbons, Kenny Stone, Nicole Washington, and Michael White. Trustee Perry was absent due to a scheduling conflict.

Trustee Stone opened the meeting stating that the purpose of the meeting was to consider President Robinson's 2023-2024 annual goals. He recognized Chair Lawson to provide an update.

- **Goal 1: Four-year Graduation Rate/Student Retention**
Increase the University's four-year graduation rate (PBF metric) to 43%; Increase second-year retention rate to 90.0%
- **Goal 2: Licensure Pass Rate**
Execute action plans that deliver first-time licensure pass rates of: Nursing to 85%; Law to 80%; Pharmacy to 90%; Physical Therapy to 88%
- **Goal 3: Annual Giving**
Increase annual giving to \$20M.
- **Goal 4: R&D Expenditures**
Increase total R&D expenditures to \$57M.
- **Goal 5: Organizational Leadership**
Strategy – Effectively implement the Year-Two goals, and priorities outlined in the new Strategic Plan. Ongoing improvement in the attainment of Top 100; Talent Acquisition (employs highly qualified academic and administrative officers), Development (Completes 100% of written performance reviews for SLT), Retention, Succession, and Organizational Effectiveness; Create a Culture of Accountability (performance matters)/Continue implementation of the Customer Service Improvement Initiative (Hosts five customer service training sessions for faculty, staff, and administrators).
- **Goal 6: University Budget/Fiscal Management**
Financial Health - Strengthen the University's financial health by achieving or exceeding a minimum debt coverage ratio greater than or equal to 1.0; Strategic Resource Allocations – Continue to align resource allocations to adequately support the University's annual strategic priorities in all areas including athletics.
- **Goal 7: Internal/External Relations**
Continue to expand relationship-building with key stakeholders, including students, faculty, staff, Boards, alumni, elected officials (local, state, national), corporations and the local community.



Trustee Gibbons moved approval of the goals. Trustee White seconded the motion and it passed unanimously.

With there being no further business, the meeting adjourned.

FLORIDA **A&M** UNIVERSITY
Board of Trustees
ACTION ITEM

Governance Committee
Thursday, October 12, 2023
Agenda Item: IV

Subject: President's Evaluation

Rationale: The Board of Trustees evaluates the performance of President Robinson each year. His performance is evaluated against his annual goals. The evaluation was discussed by the Board of Trustees and President Robinson.

Recommendation: Approve the Board's 2022-2023 annual evaluation of President Robinson.

FLORIDA **A&M** UNIVERSITY
Board of Trustees
ACTION ITEM

Governance Committee
Thursday, October 12, 2023
Agenda Item: V

Subject: Presidential Goals

Rationale: The Board of Trustees sets President Robinson's annual goals yearly. President Robinson and Chair Lawson discussed the proposed goals. The goals were shared with and discussed by the Board of Trustees at its annual retreat. The proposed goals are aligned with the University's Strategic Plan and the Board of Governors Performance Funding Metrics.

Recommendation: Approve President Robinson's 2023-2024 annual goals.

President's Proposed 2023/2024 Annual Goals

Goal 1: Four-year Graduation Rate/Student Retention

Increase the University's four-year graduation rate (PBF metric) to 43%; Increase second-year retention rate to 90.0%.

Goal 2: Licensure Pass Rate

Execute action plans that deliver first-time licensure pass rates of: Nursing to 85%; Law to 80%; Pharmacy to 90%; Physical Therapy to 88%

Goal 3: Annual Giving

Increase annual giving to \$20M.

Goal 4: R&D Expenditures

Increase total R&D expenditures to \$57M.

Goal 5: Organizational Leadership

Strategy – Effectively implement the Year-Two goals, and priorities outlined in the new Strategic Plan. Ongoing improvement in the attainment of Top 100; Talent Acquisition (Employs highly qualified academic and administrative officers), Development (Completes 100% of written performance reviews for SLT), Retention, Succession, and Organizational Effectiveness; Create a Culture of Accountability (performance matters)/Continue implementation of the Customer Service Improvement Initiative (Hosts five customer service training sessions for faculty, staff, and administrators).

Goal 6: University Budget/Fiscal Management

Financial Health - Strengthen the University's financial health by achieving or exceeding a minimum debt coverage ratio greater than or equal to 1.0; Strategic Resource Allocations – Continue to align resource allocations to adequately support the University's annual strategic priorities in all areas including athletics.

Goal 7: Internal/External Relations

Continue to expand relationship-building with key stakeholders, including students, faculty, staff, Boards, alumni, elected officials (local, state, national), corporations and the local community.

FLORIDA **A&M** UNIVERSITY
Board of Trustees
ACTION ITEM

Wednesday, September 27, 2023
Agenda Item: VI

Subject: Extension of Dr. Larry Robinson's Employment Agreement through and including December 31, 2024.

Proposed Board Action: The Florida A&M University Board of Trustees and Dr. Larry Robinson agree to extend the employment of Dr. Larry Robinson as President of Florida A&M University through and including December 31, 2024, as set forth on the proposed Extension of Employment Agreement attached hereto.

Attachments: Yes

FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY BOARD OF TRUSTEES
SIXTH AMENDMENT AND EXTENSION OF EMPLOYMENT AGREEMENT FOR DR.

LARRY ROBINSON
01/01/2024 THROUGH 12/31/2024

Deleted: FIFTH

Deleted: 3

Deleted: 3

Deleted: Fifth

Deleted: 8,

Deleted: 2

This Sixth Amendment and Extension of Employment Agreement is made effective December 1, 2023 by and between the Florida Agricultural and Mechanical University Board of Trustees (hereinafter referred to as "Board"), a public body corporate of the State of Florida, Tallahassee, Florida 32307, and Dr. Larry Robinson (hereinafter referred to as "Dr. Robinson").

RECITALS

WHEREAS, the Parties entered into that certain Employment Agreement dated as of December 31, 2017 pursuant to which the Parties agreed that Dr. Robinson would serve as the President of the University through and including December 31, 2020 (the "Employment Agreement"); and

WHEREAS, the Parties amended the Employment Agreement as of as of January 1, 2019, *inter alia*, increasing the regular annual compensation to Dr. Robinson by nine percent (9%) from \$385,000 to \$419,650 (the "First Amendment"); and

WHEREAS, the Parties subsequently amended the Employment Agreement as of April 28, 2020, *inter alia*, changing the annual evaluation process commencement period June 1 to July 15 (the "Second Amendment"); and

WHEREAS, the Parties subsequently extended the Employment Agreement as of December 1, 2020 extending the employment period for Dr. Robinson as President from December 31, 2020 to December 31, 2021 (the "Third Amendment"); and

WHEREAS, the Parties subsequently extended the Employment Agreement as of December 1, 2021 extending the employment period for Dr. Robinson as President from December 31, 2021 to December 31, 2022 and increasing Dr. Robinson's annual compensation by four percent (4%) - from \$419,650 to \$436,436 (the "Fourth Amendment"); and

3. WHEREAS, the Parties subsequently extended the Employment Agreement as of December 1, 2022 extending the employment period for Dr. Robinson as President from January 1, 2023 to December 31, 2023 and increasing Dr. Robinson's annual compensation by three and one half percent (3.5%) - from \$436,436 to \$451,711.26. (the "Fifth Amendment"). and

WHEREAS, the Board and Dr. Robinson mutually desire to extend the employment of Dr. Robinson as President of the University through and including December 31, 2024 as provided in and under the same terms and conditions of the Original Employment Agreement and to increase Dr. Robinson's regular annual compensation by _____ percent (____%) and Robinson has accepted said extension and increase in compensation.

Deleted: 3

Deleted: three and one half

Deleted: 3.5

NOW, THEREFORE, for and in consideration of mutual promises, covenants, and conditions contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Board and Dr. Robinson (hereinafter referred to as "Parties") agree as follows:

[THE REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY]

TERMS

1. The Recitals to this Extension of Employment Agreement are incorporated into and made a part hereof.

2. A true correct copies of the Original Employment Agreement, the First Amendment, The Second Amendment, the Third Amendment, ~~the Fourth Amendment~~ and the Fifth Amendment are attached hereto as Composite Exhibit A and made a part hereof and together hereinafter constitute the "Complete Agreement".

Deleted: and

4. The term of the Original Employment Agreement is hereby extended to December 31, 2024 as approved by the Board of Governors of the State University System of Florida.

Deleted: 3

5. Any and all compensation adjustments, and bonuses granted to Dr. Robinson prior to the date of this Extension of Employment Agreement are hereby reaffirmed and ratified.

6. Paragraph 4.0 of the Original Agreement is amended to increase the regular annual compensation to Dr. Robinson by _____ percent (%) - from \$451,711.2 to \$_____

Deleted: three and one half

Deleted: 3.5

Deleted: \$436,436 to

Deleted: 6

7. The terms and conditions of the Original Employment Agreement not in conflict with this Extension of Employment Agreement are restated and incorporated herein.

IN WITNESS WHEREOF, Dr. Larry Robinson and the authorized representative of the FAMU Board of Trustees have executed this Agreement on December __ 2023.

Deleted: 2

Kelvin Lawson, Chair
Florida A&M University Board of Trustees

Larry Robinson, President

December __, 2023

December __, 2023

Deleted: 2

Deleted: 2

Witness:

Witness:

Print Name: _____

Print Name _____



**Board of Trustees
ACTION ITEM**

**Board of Trustees Meeting
Thursday, September 27, 2023
Agenda Item: VII**

Subject: Statutorily Mandated Office of Public Policy Engagement

Rationale: In accordance with Laws of Florida Chapter No. 2023-83 as signed into law by the Governor on May 30, 2023, "each state university within the State University System must have an Office of Public Policy Events and must appoint a Director of Public Policy Events who is responsible for the duties and reporting responsibilities of the office." Among other provisions, the new law states that "upon approval of the board of trustees of the state university and the Board of Governors, a state university may assign the duties of the office to an existing administrative office within the state university rather than establish a separate office."

Proposed Board Action: Approve assignment of duties for the Office of Public Policy Events to the Office of Government Relations in accordance with Laws of Florida Chapter No. 2023-83.

Attachments: Yes.

FLORIDA **A&M** UNIVERSITY
Board of Trustees
INFORMATION ITEM

Governance Committee
Thursday, October 12, 2023
Agenda Item: VIII

Subject: Board of Trustees Officer Election

Background Information and Summary: The Board of Trustees Operating Procedures provides that:

- The Board shall select its Chair and Vice Chair from the appointed members at its first regular meeting after July in odd-numbered years upon recommendation of the Governance Committee.
- The Chair and Vice Chair shall serve for two (2) years.
- A trustee must declare his/her candidacy for Chair or Vice Chair during the June Board meeting in an election year.
- The Governance Committee shall oversee the officer selection process.
- The Governance Committee Chair shall read the declarations and nominations into the record.

Candidates: The following trustees were nominated for office during the June 2023 Board of Trustees Meeting:

Chair – Kristin Harper

Vice Chair – Deveron Gibbons. (*Note: Michael Dubose was nominated for vice chair, but is no longer a member of the Board.*)

Recommendation: Approve the candidates for chair and vice chair of the Board of Trustees.

FLORIDA  UNIVERSITY
Board of Trustees
INFORMATION ITEM

Governance Committee
Wednesday, September 27, 2023
Agenda Item: IX

Subject: Governance Committee's Annual Action Plan

Background Information and Summary: Each Board of Trustees committee will present a plan of action, which identifies subjects that the Board will address throughout the year. The plans will identify the meeting where certain issues will be addressed and dates when items are due to the Board of Governors.

FLORIDA **A&M** UNIVERSITY

Governance Committee Action Plan 2023-2024

Meeting Date	Major Discussion Topics	Action Items	Due Date
September 26-27, 2023	Trustee Education and Training: 15 min	BOT Officer Elections	September 14, 2023
		University Equity Report	To BOG Sept. 2023
		President's 2023/2024 Goals	Sept. 2023
		President's Contract Extension	To BOG Nov. 2023
December 6-7, 2023	Government Relations Update Discuss Annual BOT Training Schedule	Proposed Revisions to Board Operating Procedures re: Charters	Annually
	Trustee Education and Training: 15 min.	Bonus for President	First Meeting after Sept. 30 th
March 6-7, 2024	Review Presidential Evaluation Schedule Review Board's Self-Evaluation Schedule Trustee Education and Training: 15 min.		
April 17, 2024 (Zoom)	Government Relations Update National Conf. on Trusteeship Trustee Education and Training: 15 min.		
May __, 2024	Legislative Workshop re: Strategies and legislative requests for 2025-2026 – 1 day Trustee Education and Training: 15 min.		
June 5—6, 2024	Update re: Presidential Evaluation Update re: Presidential Goals Update re: Board's Self-Evaluation Trustee Education and Training: 15 min.	2025/2026 Legislative Budget Request	To BOG July 2024
August 7-8, 2024 (Retreat)		President's Evaluation	Oct. 2024
		President's Goals	Aug. 2024
		BOT's Self-Evaluation	Aug. 2024
General Responsibilities		Approve policies and regulations Plan Board Training	As needed