

**AFC BOARD OF DIRECTORS' EMERGENCY MEETING**  
**Friday, July 3, 2020**  
**ZOOM**

**Meeting Minutes**

**1.0 Call to Order**

President Matthew White called the July 3, 2020, Zoom AFC Board of Directors Emergency Meeting to order at 9:31 a.m.

**1.1 Roll Call**

Marsha Kiner took roll of the board members present on Zoom. The following members of the board were present:

Matthew White  
Ray Coulter  
Holly Sutton  
Christine Tripp  
John Fey  
Gregory Williams  
Marjorie McGee  
Lynne O'Dell  
Yakir Fernandez  
Sharon Walker  
Travis Jordan  
Daniella Pierre  
Michael Pelitera  
Mercedes Clement  
Chalah Harris

Jessie Clayton  
Barbara Miedema  
Wanjiku Jackson  
Charlene Latimer  
Jaimie Pagels  
Brenda Rante  
Evelyn Ward  
Bill Mullooney  
John Barbieri  
Kim Sellers  
Melonie Miner  
Juanita Scott  
Angela Falconetti  
Joe Pickens

Ms. Kiner announced that there was a quorum for the meeting.

**1.2 Approval, Board of Directors' Agenda, July 3, 2020**

Mr. White called for a motion to approve the Board of Directors' Agenda for the July 3, 2020 meeting.

**Action:** *Upon a motion by Mercedes Clement and a second by Ray Coulter the Board of Directors' Agenda for July 3, 2020 was approved unanimously as it was presented.*

**1.3 Ratify, Retainer with Allen Norton & Blue, P.A.**

Mr. White presented the document from Allen Norton and Blue, which was emailed to the board members on July 2, 2020. He stated that he was presenting the retainer

for ratification by the board of directors, which was previously approved by the Association of Florida Colleges Executive Committee.

President Joe Pickens asked for more information on the reason that the retainer with the firm, Allen Norton and Blue was needed. He stated that he and the other Florida College System presidents received a brief email from Mr. Michael Brawer on July 2, 2020 and that he would be sending out an email to the presidents at the conclusion of this meeting with more information on the status of the Association. President White stated that more information on Mr. Brawer's resignation from the Association would be shared during Item 1.4. He did share that the AFC Executive Committee needed to retain legal counsel to consult in labor and employment law matters. He stated that it was in the best interest of the Association.

Ms. Junaita Scott asked if it would be fair to say that the Association needed to retain the services of a law firm pertaining to the resignation of Mr. Michael Brawer? President White said, yes, that would be fair to say. Ms. Scott stated that she thought that would give the board a better context for the need to retain the firm. President White stated that Mr. Brawer has resigned, and a severance agreement has been signed between him and the Association of Florida Colleges. It is a nondisclosure, nondisparaging agreement and President White will abide by the terms of the said agreement.

President Pickens asked if AFC had counsel during negotiating and determining to execute the agreement. President White shared that the firm was retained on June 26, 2020. He reminded those present that as the board they just needed to ratify that contract with the firm, as it had already been approved by the AFC Executive Committee as called for in the Association Bylaws. President White shared that representatives from Allen Norton and Blue were present in the room during negotiations with Mr. Brawer.

Ms. Daniella Pierre asked if this was the best and final firm. And were other firms considered prior to the selection of Allen Norton and Blue? President White responded that Allen Norton and Blue has a relationship with all FCS colleges, and the firm has an office located in Tallahassee. The AFC Executive Committee felt they were the best choice. President Pickens shared that he was very familiar with them on behalf of the college (SJRSC) and they are indeed very good at what they do. Dr. Falconetti agreed with President Pickens as Polk State College use them as well. Attorney, Bill Mullowney shared that the firm has spoken at every FCS legal conference since 2006 and they are very familiar with the Florida College System. He shared that Valencia Colleges used them and their rates are very good. President White shared that the firm was very valuable in assisting during the matter at hand.

Ms. Kiner shared that years ago when legal counsel was needed for a personnel issue with the Association, Allen Norton and Blue was the chosen firm. Ms. Scott, a board member at that time as well, confirmed that the decision to go with Allen Norton and Blue for said issue was good and she felt the services they provided were in the best interest of the Association.

Mr. Yakir Fernandez asked President White to clarify if the ratification was for services already provided or ongoing services with Allen Norton and Blue. President White stated it is for services already provided and services that may be provided in the future in relation to the matter of Mr. Brawer's resignation. He shared that he felt like services would not be needed any further as the agreements have been signed by all parties, but if another issue arises on this matter the Executive Committee will need to go back to the firm. President White stated he did talk to the attorney and the dollar amount is under \$2,500 spent thus far.

President White called for a motion to ratify the retainer with Allen Norton and Blue. **Action:** *Upon a motion by Marjorie McGee and a second by Charlene Latimer the Retainer by Allen Norton and Blue was ratified unanimously.*

#### **1.4 Informational, CEO Resignation**

President White announced that effective July 2, 2020, Mr. Michael Brawer had resigned as Executive Director and Chief Executive Officer of the Association of Florida Colleges. He referred to the letter of resignation that was emailed to the board members on July 2, 2020.

President Pickens asked if there was any consideration paid by the Association for the inducement of the contract. He also asked what the terms of the severance agreement are that was made with Mr. Brawer. President White stated that the terms will be disclosed to the board of directors, but the information shared should not go beyond the board. He shared that terms of the contract state that Mr. Brawer will be paid three months' salary, he will be paid for his leave time accumulated in accordance with the Association's policy plus an additional 204 hours and his health insurance coverage will be paid by the Association through July of 2021. He reiterated that this severance agreement is a non-disclosure agreement. Mr. Mallowney asked if the contract guided the Executive Committee in crafting a severance package. President White replied that yes, there was a severance portion of the contract with Mr. Brawer and it did have numbers and figures, but also that it could be agreed upon by both parties.

Ms. Scott asked President White if there was any information that still needed to be shared by the Executive Committee with the Board of Directors that the board may be

unaware of at this time. President White said there was nothing that needed to be shared at this point. He stated there will be another board meeting scheduled for the very near future and a budget and financial report will be shared at that time. He also shared that it was a unanimous decision by the voting members of the Executive Committee to retain the law firm and discuss separation between Mr. Brawer and the Association of Florida Colleges.

President White shared that he understood that is a surprising announcement.

#### **1.4.1 Approval, Interim CEO Contract, Marsha Kiner**

President White called for a motion to approve the Interim CEO Contract for Ms. Marsha Kiner. The contract was emailed to the board members on July 2, 2020. The term of Interim Executive Director will be for one year and will allot a 10% increase in salary.

**Action:** *Upon a motion by Marjorie McGee and a second by Mercedes Clement the Interim CEO Contract was approved unanimously.*

President White welcomed Ms. Kiner as Interim Executive Director. Ms. Kiner shared her background which qualifies her to take this position. She stated that her commitment will be to see that the Association moves forward together and better than ever.

President White stated that he and Ms. Kiner are always available to help and to answer any questions.

President Pickens stated that as chair of the Council of Presidents he wanted to make the board aware that the COP is exploring the relationship between the COP and AFC. He stated that the presidents have discussed the concept of hiring an Executive Director that would be dedicated to the presidents as well as other relationships with the presidents as it relates to the State Board of Education. All those items are still in the conversation stage. This happening with the AFC is likely to accelerate those conversations. he also stated that he was aware that some colleges have stopped paying the Council of Presidents Assessments that has been used for numerous things including paying to retain a public relations firm as well as an external lobbyist. He shared that it appears most presidents are committed to continuing to pay their AFC Institutional Dues to further the continuation and success of AFC. He stated that is an Executive Director is decided upon for the COP, the presidents are not going to be willing to continue paying the COP Assessments to the AFC. President Pickens stated that the COP hopes to make the best of this current situation.

President White thanked President Pickens for his honesty and will be working with Ms. Kiner on how the AFC can be a stronger asset to the COP.

**ADJOURN**

President White thanked all board members for their dedication to the AFC and adjourned the July 3, 2020 AFCC Board of Directors' Emergency Meeting at 10:12 a.m.

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