CALL TO ORDER / OPEN SESSION:

Chairman Walter Tobin called the meeting to order at 10:10am. The public notice was read. The agenda was circulated. The invocation was extended by Chairman. The roll was called.

Members present: Dr. Walter Tobin, Mr. Robert Waldrep, Mr. Maurice Washington, Dr. John Corbitt (via phone), Mrs. Linda Edward Duncan (via phone), Dr. Gail Joyner-Fleming (via phone), Dr. Dennis Nielsen (via phone), Mr. Anthony Grant (via phone) and Ms. Patricia Lott (via phone) and Dr. Jackie Epps (via phone)
Ex-Officio: Mr. Akeem Brown (via phone).

Member absent: Mr. Robert Nance

Administrators present: Associate Vice President to Institutional Advancement, Mr. Michael Hubbard, Assistant Director for Public Relations, Ms. Anita Dawkins, Administrative Assistant to the Board and Recorder Ms. Eartha Mosley.

Media: The Times and Democrat Reporter Mrs. Dale Linder-Altman.

ADOPTION OF AGENDA

The Chairman asked for adoption of the agenda. Trustee Jackie Epps moved, seconded by Trustee Gail Joyner-Fleming to adopt the agenda. Vote: unanimously approved.

BOARD VOTE INTERPRETING THE BYLAWS REGARDING MULTI-YEAR CONTRACTS

The Chairman stated the board has received two legal opinions regarding a multi-year contract for the incoming president. Both opinions, from general counsel, Mr. Peter Wilborn and the external counsel, Mr. Charles Boykin, allow the Board to extend the contract beyond one year. Article 3, paragraph one of the bylaws allows the Board of Trustees to extend the contract beyond one year. The chairman called for a motion to interpret the by-laws and move forward regarding the multi-year contract for the president. Trustee Washington moved for approval, second by Trustee Waldrep. Discussions: Trustee Waldrep stated the Board did received legal interpretation regarding the multi-year contract. A roll call vote was taken. Trustees Epps, Fleming, Nielsen, Waldrep, Washington and Tobin voted “yes”. Trustees Duncan, Corbitt, Grant and Lott voted “no”. The vote passes 6 to 4.

APPROVAL OF THE SC STATE PRESIDENT’S CONTRACT
Trustee Washington motion for approval of the SC State President’s contract with the understanding that we add “the termination of just cause” whereby the university would not be liable for termination based on poor performance or improper conduct. Seconded by Trustee Waldrep.

Trustee Corbitt stated he felt the vote would be illegal and invalid. Did not like binding the University to a contract that exceeds some of the terms of members of the Board. He has a fiduciary responsibility to protect University. Trustees Duncan, Lott and Grant concurred.

Trustee Grant asked the Board not to vote on this contract and that this matter not be taken up today. Trustee Gail Fleming said she doesn’t believe the multi-year contract has anything to do with any of the Board being voted out. The problem is that this board has a reputation for getting rid of presidents, which makes it difficult in attracting quality persons. She continued by stating that before the university can get someone of quality into the position, the university will need to show that we will give them time to demonstrate their skills.

Trustee Lott said that she asked earlier that it be stated in the contract which foundation would be supplementing Mr. Elzey’s salary and it was not indicated in the contract. Chairman Tobin indicated the language would be added to the contract. Trustee Grant requested verbally and by email, that the board receive a letter from the foundation chairman stating they are committed to the money for Mr. Elzey’s salary.

Trustee Washington shared that the contract had been reviewed by two legal counsels, Mr. Peter Wilborn and Mr. Charles Boykin. It is clear according to the by-laws, both opinions stated that the board has the right to approve multi-year contracts for the president just as it does for the Athletics Director, the coaches and others. It is not illegal and it is not out of line with the existing by-laws. He believes the contract is beneficial. It responds to the issue of stability at the presidential level. It affords the president a level of stability coming in, giving him or her the ability to perform their duties in the best interest of the students, faculty, staff and the taxpayers of this state. He commended Chairman Tobin on his focus and steadfast in seeing the process through.

Trustee Waldrep stated the Board has the unique opportunity to employ an outstanding president and an extraordinary individual. He thanked the opponents for thoroughly vetting the contract in bringing out all issues; however, the board did a thorough job by examining the legality of the contract by the university counsel and the external counsel as well.

Trustee Grant stated again he does not believe this is in the best interest of the University. He does not believe this is the best person. The whole process was flawed from the beginning. He asked the Board not take any action and not to vote on the contract. Trustee Lott stated she disagreed with asking for donations to pay for the president’s salary when the the university can’t afford scholarships for needy students. The Board has put itself in a position that it is going to look back and regret this decision.

Mr. Akeem Brown expressed the concern of raising funds to pay a president when students are leaving school because they lack the funds. He indicated 700 students were unable to return to school because of the lack of funds. The students are ready to move forward; however they do not believe Mr. Elzey deserves a $326K salary.

Trustee Washington stated that over the past seven years, through the leadership of the Board of Trustees, over 80 million dollars have been provided toward student scholarships. He believes the new trustees and the ones remaining on the board will continuously find ways to supplement the student’s matriculation at the University.

SC State Board of Trustee Teleconference Meeting / May 21, 2013
The Chairman asked for a motion to approve the SC State President's contract. Trustee Washington so moved, seconded by Trustee Waldrep. A roll call vote was taken. Trustees Epps, Fleming, Nielsen, Waldrep, Washington and Tobin voted “yes”. Trustees Duncan, Corbitt, Grant and Lott voted “no”. The motion passes 6 to 4.

ADJOURNMENT:

The Chairman asked for a motion to adjourn. Trustee Washington so moved, seconded by Trustee Robert Waldrep to close the meeting. Vote: unanimously approved.

The meeting adjourned at 10:50AM.

Respectfully submitted,

Linda Edwards Duncan
Linda Edwards Duncan
Secretary

Eartha Mosley
Eartha Mosley Recorder

Attachment

Agenda

SC State Board of Trustee Teleconference Meeting / May 21, 2013