CALLED MEETING
BOARD OF TRUSTEES
SOUTH CAROLINA STATE UNIVERSITY
ORANGEBURG, SOUTH CAROLINA
JUNE 15, 2010

BOARD OF TRUSTEES
Mr. Jonathan Pinson, Chairman
Dr. John H. Corbitt, Vice Chairman
Mr. Robert Nance, Secretary
    Mr. Earl Bridges
    Mr. Lumus Byrd
Mrs. Linda Edwards-Duncan
Mr. Frederick R. Gallant
    Mr. Karl V. Green
    Mr. Matthew Richardson
Mrs. Martha Scott Smith
    Dr. Walter Tobin
Mr. Maurice Washington
    Mr. Lancelot Wright

Ex-Officio Members
    Dr. Evelyn Fields
    Mr. Nathaniel Howard
    Mr. Zachary Middleton
        Ms. Kay Snider
    Mr. Jackie Steele
    Mr. George Quick
    Mr. Charlton Whipple
Dr. James A. Boykin, Trustee Emeritus
Mr. Charles C. Lewis, Sr., Trustee Emeritus
MINUTES
CALLED MEETING
BOARD OF TRUSTEES
SOUTH CAROLINA STATE UNIVERSITY
LOWMAN HALL BOARDROOM
JUNE 15, 2010
12 NOON

I. OPEN SESSION/CALL TO ORDER:
Vice Chairman John Corbitt called the meeting to order at 12:28 p.m. and asked Mrs. Mosley to read the public notice and call the roll.

II. PUBLIC NOTICE:
Mrs. Mosley stated that the meeting was being held in accordance with the Freedom of Information Act, Code Section 30-4-80. Notice of the meeting and the agenda were provided to all interested persons, organizations and news media.

III. ROLL CALL:
Members Present: Chairman Jonathan Pinson, Vice Chairman John Corbitt, Secretary Robert Nance, Mr. Earl Bridges, Mr. Lumus Byrd, Dr. Walter Tobin, Mr. Matthew Richardson, Mrs. Martha Smith, Mr. Maurice Washington and Mr. Lance Wright; Ex-officio Members Dr. Evelyn Fields.

Members Present Via Phone
Mr. Reginald Gallant, Mr. Karl Green and Mrs. Linda Edwards-Duncan; Ex-officio Mr. Charles Whipple and Ms. Kay Snider.

Members Absent: Ex-officio Members Mr. Nathaniel Howard, Mr. George Quick, Mr. Anthony Beckett, Dr. James Boykin and Mr. Charles Lewis.

Administrators and Others Present: President George Cooper, Senior Vice President John Smalls, Director of University Relations and Marketing Mrs. Erica Taylor, Executive Director for the Board Ms. Joyce Green, Assistant to the Board Mrs. Eartha Mosley, Ms. Dale Linder-Altman of the Times and Democrat Newspaper, Mr. Jody Barr of WIS TV, Ms. Diane Knich of the Post and Courier Newspaper and Mrs. Isreal C. Tyler, recorder.

IV. AGENDA ADOPTION:
Vice Chairman Corbitt called for a motion to adopt the agenda.

MOTION: Trustee Byrd moved, seconded by Trustee Washington to adopt the agenda.

DISCUSSION: Trustee Richardson asked for discussion on the motion. He said he was informed that the agenda sent yesterday at 11:25 a.m. wasn’t something approved and sent out by the Chair. Also, he did not see any request for a meeting...
or the agenda items from five board members, and he wanted to know under what authority the meeting was called and the agenda sent out. Trustee Corbitt stated that normally the Chair approves the agenda. Trustee Tobin said the agenda was approved by the Board the last time they met, which was on June 7. The date, time and agenda for this meeting were set then. Trustee Richardson requested that the minutes of that meeting be read where that was done. Trustee Byrd stated that the discussion took place in executive session. Trustee Richardson said, according to state statute, no action can be taken in executive session except action to come out of executive session. Trustee Byrd stated that is why we need counsel. Trustee Nance asked if some clarification could be gotten on what the By-laws say regarding the matter. Trustee Richardson stated that Article VIII, Section 3 requires that special meetings be called either by the Ex-officio Chair (the Governor), the regular Chair or five members of the Board and notice must be given five working days prior to the meeting. Trustee Washington stated that consensus on having this meeting was reached with no objections by those attending. The meeting was also announced to the press when the Board came out of executive session. Trustee Washington added that Trustee Byrd asked Chairman Pinson to announce the date, time and purpose of the next meeting, and he did so. Trustee Corbitt asked if the agenda for the meeting was agreed upon. Trustee Richardson asked for the meeting minutes to be read back. Trustee Washington stated that the Board agreed to come on this date to discuss the President’s evaluation. He said the item on the lease/purchase was suggested by him and the Chairman agreed to add that item. He said either the lease/purchase item could be removed or the agenda could be amended to include it and Item #4, which is the hiring of special legal counsel to the Board. Trustee Nance questioned whether the agenda was valid and sent out in accordance with the Board’s By-laws. Trustee Richardson said he questioned whether the meeting itself was valid. Trustee Richardson said consensus during a prior meeting is not one of the legal means by which a special meeting could be called. Either the Governor, Permanent Chair or five members of the Board had to call the meeting. He said the agenda for the meeting was not proper and the meeting was not properly called. Trustee Smith said she felt it was a matter of tactics. All of us are here, including the press, and if someone received a notice and thought the meeting was illegal, why would they come. Trustee Byrd called for the question. Trustee Washington stated that a precedent had been established with this Board to call meetings under similar conditions on numerous occasions. He also called for the question, and said it was important to move forward. Trustee Richardson again asked for meeting minutes to be read that confirmed that this meeting and its agenda were set or for the names of the five members who called this special meeting. He said it is important that Board members follow their own rules. He said he felt the Board was about to get into some very serious action in the last two weeks of this Board’s tenure, and to do something permanent when certain members of the Board will no longer be here would be wrong. He continued by saying that time was needed to discuss this issue, and action could be taken later but not now. At least the Board should be following its own rules. Trustee Corbitt said he recalled the Chair saying there would be a meeting today to discuss the President’s evaluation and he did get the email adding the lease/purchase item; but he had no knowledge of Item #4, the hiring of special counsel. Trustee Nance said they were still back to the original question of who set
the agenda and if the Chair authorized it to be sent out. Trustee Byrd called for the question.

Trustee Nance said he still had concerns on table and wanted to know if the Board was operating from an agenda legally authorized by the Chair and the Secretary. Trustee Richardson said the agenda could be set by 2/3 of the members present if it was a properly called meeting. Trustee Washington called for the question. Trustee Richardson called for a Point of Order because the meeting was not properly noticed nor properly called in accordance with their By-laws. Trustee Smith said she recalled the Chair agreed to call the meeting and put this additional item on. She expressed her confusion over the debate. Trustee Washington said there was no confusion. Trustee Corbitt said he did not know about Item #4. Trustee Nance said a date and place was discussed, but the agenda was not authorized by the Chair and he was not sure they were operating legally. Trustee Washington said the agenda is in order and moved to add Item #4 and to approve the agenda.

Chairman Pinson joined the meeting at 12:40 p.m. Trustee Corbitt explained the debate about the legality of the meeting and the agenda and that he was not aware of Item #4. Chairman Pinson said he had no knowledge of that item. Trustee Richardson explained that that was the second question. First, he wanted to know if the Chairman called this meeting, because there are only three ways by which a special meeting could be called. Trustee Smith said they all agreed on this meeting. Trustee Richardson asked how and why items were added to the agenda and by whom. Chairman Pinson said he did not approve the agenda. Trustee Smith asked if they all had not agreed that they would be meeting on all of the items except Item #4. Chairman Pinson stated that Executive Session Item V. b and Number IV were not discussed as items to add to the agenda. Trustee Richardson reminded Board members that Trustee Washington suggested adding Item #4 to the agenda. Trustee Washington said Item #7 should also be added. Trustee Richardson said that the Chairman stated that only Items IV and V. b needed to be added. Trustee Washington stated that only the full board carries the authority of the Board, and he made a recommendation to the Chairman who concurred. Trustee Richardson said the question is whether we can approve an agenda with two items that were not approved by the Chair (Item VII was part of the agenda before it was sent out). Trustee Byrd stated that this debate proves that outside counsel is needed. Trustee Richardson disagreed stating that the problem is the board members’ inability to deal with each other. He asked why they could not sit across the table from each other and have a discussion about the rules. He expressed that it was not prudent to spend tax dollars for outside counsel to tell us to follow our own rules and added that this type expenditure would be absolutely wrong. Trustee Smith said everyone brings something different to the table, but, as a board, they have the right to ask someone for an official opinion if the majority have questions. Trustee Corbitt asked if the agenda could be approved without Item #4. Trustee Byrd said the agenda had already been approved. Trustee Washington said there was a motion to adopt the agenda without Item #4. Trustee Corbitt asked if Item #4 could be discussed at a later time. Trustee Washington stated that if the Chair had not seen Item #4, then it would be appropriate to delete it, adopt the agenda and move on.

MOTION: Trustee Corbitt moved to adopt the agenda.
VOTE: The motion carried.

V. EXECUTIVE SESSION:
MOTION: Trustee Corbitt moved to go into executive session to discuss a personnel item. Trustee Washington stated for clarification that the personnel matter involved the President’s evaluation.

VOTE: The motion carried.

Trustee Pinson announced that Mr. Smalls needed to leave and asked if the Board would consider the lease/purchase item first. Trustee Washington stated if no one could be here with the proper documents on which to base a decision, then that item did not have to be considered right now. He questioned borrowing an additional $1.7 million to add to the already strapped University, and he was concerned about borrowing additional funds without a better understanding of how this will balance with current debt. Trustee Corbitt asked if this decision could be made at the retreat. Chairman Pinson said this was a state program, and the narrow window to take advantage of this opportunity would close June 30. A decision needed to be made prior to the retreat. Trustee Washington stated that he received information that the deadline might be delayed. Chairman Pinson said it is up to the board. Trustee Smith reminded the board that they were in executive session.

VI. OPEN SESSION RECONVENED:
MOTION: Trustee Richardson moved, seconded by Trustee Byrd, to amend the agenda to address the hiring of outside counsel (Attorney Charles Boykin on a temporary basis).

VOTE: Unanimous.

Trustee Richardson said he assumed the Chair would communicate with Attorney Boykin regarding legal advice on the executive session issue.

MOTION: Trustee Richardson, seconded by Trustee Nance, moved to adjourn the meeting. Chairman Pinson asked for a roll call vote on the motion.

VOTE: IN FAVOR: Trustees Pinson, Corbitt, Nance, Richardson and Wright.
IN OPPOSITION: Trustees Bridges, Byrd, Green, Smith, Tobin and Washington.

MOTION FAILED: 5 - 6

MOTION: Trustee Washington moved to terminate the employment agreement with Dr. George Cooper, effective June 30, 2010, in accordance with the At Will provision in the terms of his employment. Trustee Byrd seconded the motion.

DISCUSSION: Trustee Richardson called for a Point of Order and explained that the agenda item on which the motion was based was not properly on the agenda. Trustee Richardson said Items #4 and V.b were not on the agenda. The Board

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moved to add Item #4, so the only action according to the agenda would be in regards to the President’s evaluation. Trustee Washington said that was not accurate. He said the Board agreed to eliminate Item #4 and Trustee Richardson correctly moved to add Item #4 back, which was approved thereby making the agenda legal. Trustee Washington said the motion was properly made and seconded, and was he called for the question. Trustee Richardson said it would take 2/3 of members present to add V.b to the agenda. Trustee Pinson concurred. Trustee Smith said the current motion is in correlation to Item #VI on the agenda, which is Actions Resulting from Executive Session. Trustee Richardson said only the President’s evaluation was approved for the agenda. Trustee Washington said we are now dealing with the evaluation in open session. He said the agenda is in order and he, again, called for the question. Trustee Byrd also called for the question. Trustee Richardson asked for a ruling on his Point of Order that there was no agenda item which covered the president’s termination properly on the agenda. Trustee Byrd asked if the attorney could be gotten back on the line. Trustee Richardson said this is a procedural matter, and he did not think calling this attorney would help because he was hired for the express purpose of assisting with the issues discussed in executive session. Trustee Washington, prior to going into executive session, we agreed on Item 5a and Item 6, which is Actions Resulting from Executive Session as it reads on the agenda. He said the motion was appropriate in conjunction with Item #6, and he again called for the question. Trustee Pinson asked for the will of the body. Trustee Washington said he thought a 2/3 vote was needed on the Point of Order, but not on the agenda question. Trustee Nance stated that they should not be guessing, but needed to get it straight. He asked if anyone had a copy of Robert’s Rules of Order. Trustee Richardson said a 2/3 vote was needed to add an agenda item. Trustee Smith said we are not adding an agenda item, and stated that the Point of Order requires a 2/3 vote. Trustee Washington again called for the question. Trustee Nance asked the Point of Order be repeated. Trustee Richardson explained that the Point of Order was that that Trustee Washington’s motion to terminate the President was not an agenda as it was an employment issue. Trustee Washington stated that the President is evaluated each year, and no action can be taken in executive session. The Board was now back in open session and his motion was related to Item #6, Actions Resulting from Executive Session. He said a vote determines what action needs to be taken, and he again called for the question.

MOTION: Trustee Pinson said the question is on the Point of Order of not placing “Termination of the President’s Employment Agreement” on the agenda. He called for the question on the Point of Order.

VOTE: IN FAVOR: Trustees Pinson, Corbitt, Nance, Richardson and Wright.
IN OPPPOSITION: Trustees Bridges, Byrd, Green, Smith, Tobin and Washington.

MOTION FAILED: 5 - 6

PREVIOUS MOTION: Trustee Washington called for the question on the previous motion on the floor. (Repeated for clarification) – Trustee Washington moved to
terminate the employment agreement with Dr. George Cooper, effective June 30, 2010, in accordance with the At Will provision in the terms of his employment. Trustee Byrd seconded the motion. Chairman Pinson called for a roll call vote.

VOTE: IN FAVOR: Trustees Bridges, Byrd, Green, Smith, Tobin and Washington
IN OPPOSITION: Trustees Pinson, Corbitt, Nance, and Wright
IN ABSTENTION: Trustee Richardson

MOTION CARRIED: 6-4-1

Trustee Richardson stated that he wanted to change his Abstention to a Yes on the prevailing side in order to be able to reconsider this at the appropriate time.

RESULTING VOTE: 7-4

MOTION: Trustee Byrd moved, seconded by Trustee Tobin, to appoint John Smalls to run the day-to-day operations of the University until such time as an Acting President is named.

VOTE: IN FAVOR: Trustees Bridges, Byrd, Green, Smith, Tobin and Washington
IN OPPOSITION: Trustees Pinson, Corbitt, Nance, Richardson and Wright

MOTION CARRIED: 6-5

VII. ADJOURNMENT:

MOTION: Trustee Byrd moved, seconded by Trustee Wright, to adjourn the meeting.

VOTE: The motion carried, and the meeting was adjourned at 6:30 p.m.

JONATHAN PINSON
CHAIRMAN, BOARD OF TRUSTEES

ROBERT NANCE
SECRETARY, BOARD OF TRUSTEES

ISREAL TYLER, RECORDER
ICT Professional Services, LLC

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