CALL TO ORDER / OPEN SESSION:

Chairman Walter Tobin called the meeting to order at 9:00 A.M. The public notice was read. The agenda (Attachment 1) and the minutes (Attachment 3) and supporting materials (Attachments 2, 4-7) were previously circulated to the members. The Trustee Corbitt extended the invocation. The roll was called.

Trustees present: Dr. John Corbitt, Mr. Robert Nance, Dr. Walter Tobin, Mrs. Linda Edwards Duncan, Dr. Gail Joyner-Fleming, Dr. Jackie Epps, Mr. Robert Waldrep, Ms. Patricia Lott, Dr. Dennis Nielsen, Mr. Anthony Grant, and Mr. Maurice Washington. Ex-officio members: Mr. Nathaniel Shazer and Mrs. Kay Snider

Ex-officio members absent: Dr. Benetta Bell, Dr. Jesse Kinard, Mr. Charlton “Chuck” Whipple, Mr. Nathaniel Howard and Mr. Edward Williams.

Administrators present: Interim President Dr. Cynthia Warrick, Vice President for Academic Affairs Dr. W. Franklin Evans, Assistant Vice President for Finance, Facilities and Management Mr. Erica Eaton, Vice President of Administration Dr. Rita Teal, Athletics Director Mrs. Charlene Johnson, Interim Assistant Vice President of Student Affairs Dr. Tamara Hughes, Vice President for Research, Economic Development and 1890 Programs Mr. John Rosenthall, Associate Vice President for Institutional Advancement and Public Relations Mr. Michael Hubbard, Assistance Director of Public Relations Ms. Antia Dawkins and Administrative Assistant to the Board and Recorder Mrs. Eartha Mosley


ADOPTION OF AGENDA

Chairman Tobin asked for adoption of the agenda. He stated that there is a need for an amendment to the agenda to include approval of a draft Policy on Authority to Sign Contracts during the Budget Committee discussion. Chair Tobin asked for a motion to accept the agenda with the addition of approval of the Policy on Authority to Sign Contracts. The motion did not move forward. Trustee John Corbitt interjected that he would like to re-consider agenda item twelve related to the election of the President. He stated that there is lack of legal readiness. A motion was made by Trustee Corbitt for the agenda to be adopted without item twelve related to the Presidential election. The motion was seconded by Trustee Linda Edwards Duncan. Trustee Nance requested a roll call vote. The motion to adopt the agenda without election of the president failed, six to five, as follows:
Dr. John Corbitt (Yes), Mrs. Linda Edwards-Duncan (Yes), Dr. John Epps (No), Mr. Tony Grant (Yes), Dr. Gail Joyner-Fleming (No), Mrs. Patricia Lott (Yes), Mr. Robert Nance (Yes), Dr. Dennis Nielsen (No), Dr. Robert Waldrep (No), Mr. Maurice Washington (No), Dr. Walter Tobin (No).

Trustee Patricia Lott asked why the Presidential election was on the agenda since the vote had been taken place on Friday, April 12, 2013. Chairman Tobin stated that the vote today would serve to ratify Friday's vote and gain unanimous support for the President Elect. He also stated that the vote held on Friday served only to determine the leading candidate for preliminary discussions to determine interest in moving forward with further consideration and negotiations. Trustee Anthony Grant stated that the election was not on the meeting agenda for last week and that the press and public were not properly informed of the meeting held on Friday. Chairman Tobin explained that the meeting held on Friday was a continuation of the meetings and agenda from the previous days as part of the presidential search and interview process. Chairman Tobin referred back to the first motion on the floor related to adding the approval of the Policy on Authority to Sign Contracts. The motion did not move forward. Trustee Grant stated that he had concerns in moving forward in the discussion. He stated that the vote should not have been taken on April 12th without it being on the agenda and without public notice. Discussion on the matter continued. Trustee Grant asked to read a personal statement to be placed on the record and included in the minutes. A prepared statement reflecting Trustee Grant's comments is attached to these minutes (Attachment 2). Trustee Corbitt stated that the Search Committee should have provided a report to the full Board and the Board makes a choice on the finalist. Trustee Grant agreed and stated objection to a qualified female not being on the semifinalist list. Trustee Lott stated that the approved search process required four rather than three semi-finalist. Trustee Grant agreed and stated additional concerned related to how the search process was carried out in opposition to the approved planned process. Trustee Washington stated that the search process document included a reference that the process may be modified as necessary. Lengthy discussion continued on the matter. A motion was made by Trustee Robert Waldrep for the Board to approve the procedures that had been employed related to the presidential search process to date and that the Board proceed with the election of the President. The motion did not move forward. Trustees Grant and Nance questioned Chair Tobin's role and voting status as part of the presidential search committee. Both expressed that Chair Tobin should not have acted in a voting capacity on the committee since he is Chairman of the Board. Discussion continued on the legality of the April 12, 2013 meeting. Mr. Nathaniel Shazier expressed concern over the lack of agreement on the Board and its inability to come together for the greater good of the University. Discussion related to the Board's commitment to and ability to work together continued. Chair Tobin referred back to the motion made by Trustee Waldrep that the Board approves the procedures that had been employed related to the presidential search process to date and that the Board proceed with the election of the President. Trustee Washington seconded the motion. Discussion: Trustees Grant and Nance expressed un-readiness with moving forward with the vote. Both expressed concerns that the Board was being asked to vote on an illegal action. A motion was made by Trustee Nance that the Board seek legal advice prior to proceeding with the election of the President. The motion did not move forward. Chair Tobin again referred back to the previous motion made by Trustee Waldrep for the Board to approve the procedures that had been employed related to the presidential search process to date and that the Board proceed with the election of the President. Additional discussion on the matter continued. Trustee Tobin called for the question on the motion. The motion passed by roll call vote that the Board approves the procedures that had been employed related to the presidential search process to date and that the Board proceed with the election of the President. (6 Yes, 2 No and 3 Abstain) as follows:

Dr. John Corbitt (Abstain), Mrs. Linda Edwards-Duncan (Abstain), Dr. John Epps (Yes), Mr. Tony Grant (No, with protest), Dr. Gail Joyner-Fleming (Yes), Mrs. Patricia Lott (Abstain), Mr. Robert Nance (No), Dr. Dennis Nielsen (Yes), Dr. Robert Waldrep (Yes), Mr. Maurice Washington (Yes), Dr. Walter Tobin (Yes).
Trustee Lott stated for the record that she abstained because she felt the adoption of the agenda should be approved alone without the additional references made by Trustee Waldrep related to approval of the procedures that had been employed to date for the presidential search process. 

A motion was made by Trustee Nance that the Board seek legal advice on the actions of the Chairman and the Search Committee prior to proceeding with the election of the President. Trustee Corbitt seconded the motion. Discussion: Trustee Grant asked to see the official record of the votes during the search process to determine if the Chairman did vote and if it was illegal. Attorney Peter Wilborn (via telephone) asked if legal advice had been sought on these matters because he had not been asked for legal advice as the sole attorney for the University and the Board. 

After additional discussion a roll call vote was taken and the motion failed 6 No, and 5 Yes:

Dr. John Corbitt (Yes), Mrs. Linda Edwards-Duncan (Yes), Dr. John Epps (No), Mr. Tony Grant (Yes), Mrs. Gail Joyner-Fleming (No), Mrs. Patricia Lott (Yes), Mr. Robert Nance (Yes), Dr. Dennis Nielsen (No), Mr. Robert Waldrep (No), Mr. Maurice Washington (No), Dr. Walter Tobin (No).

Trustee Washington stated for the record that his vote to oppose was based on the fact that the process was fully vetted, transparent and approved by the Board. Trustee Grant stated that the process that was approved was changed without additional proper approval. A five minute recess was requested by Chairman Tobin. Meeting resumed. The Chairman called for approval of the minutes (Attachment 3). 

A motion was made by Trustee Washington to approve the minutes of February 21, 2013. It was seconded by Trustee Epps. The motion carried, unanimously.

CHAIRMAN’S REPORT

Chair Tobin reminded the Board of the Annual Board Retreat to be held June 11-13, 2013. Trustee Gail Joyner-Fleming is Chair of the preparation ad-hoc committee with Trustee Jackie Epps and Trustee Dennis Nielsen as committee members. He stated that the retreat would be held on the campus of SC State.

INTERIM PRESIDENT’S REPORT

Dr. Cynthia Warrick distributed several hand-outs to the Board (Attachment 4). She referred to her monthly activities report hand-out. She pointed out that her legislative activities and presentations had been made to the Higher Education Sub-Committee, House Ways and Means and the Senate Finance Committee relative to the University and the 1890 PSA budgets. The House approved the additional requests for $346,000 funding for enrollment management and student success and retention staffing efforts. The budget is currently in the Senate for approval within the next two weeks. Dr. Warrick met with Speaker Bobby Harrell and Ted Pitts, Chief of Staff to the Governor regarding the budget and the SACS notification issue. She also met with a special Senate and Finance sub-committee to discuss deferred maintenance and capital needs. The administration is also working closely with higher education constituents related to several pending bills that could have a negative impact on higher education institutions. Senator Shealy was on campus to do a radio interview and took the opportunity to tour the campus to see some of our deferred maintenance issues. She will hopefully be able to voice some opinions about SC State’s great need in this area. Dr. Warrick attended the SACS CEO Board Chair meeting this week. A handout (Attachment 5) including the agenda and notes from the meeting was provided to the Board members. She stated that she has requested and received an extension to responding to the current SACS notification letter and request for documentation. The new extended submission date is May 15, 2013.

Dr. Warrick reminded Board members of the upcoming AGB conference to be held in Charlotte in on May 2, 2013. She stated that attendance by Board members would enhance our response to SACS. Dr. Warrick stated that she has learned that if anyone sends erroneous information to SACS that SACS could immediately take accreditation from the University under SACS Standard 1.1 dealing with Integrity. She stated that
the Administration has intentions of sending accurate information including in the area of taking corrective actions. Trustee Waldrep asked Dr. Warrick if she is familiar with the term “funneling”. Dr. Warrick said yes. Trustee Waldrep then asked if there is currently any funneling of monies to SC State. Trustee Waldrep referenced a Post and Courier article from 2008 that identified funneling of monies through SC State by legislators for favored projects and charities at their beck and call. Dr. Warrick stated that measures are in place to ensure that funneling does not occur. Mr. Eric Eaton also ensured the Board that these types of activities are not currently occurring at SC State University.

Chairman Tobin called attention to Dr. Warrick’s letter previously sent to the Governor alleging Board interference with administrative processes. The letter also referenced specific Board members having conflict of interest due to previous employment at the University. Chairman Tobin asked Dr. Warrick if she had received clarification on the matters raised in her letter to the Governor. Dr. Warrick stated that the Board and she had agreed to disagree on the matter. She stated that she still holds that there is a conflict of interest related to those specific Board members identified in her letter to the Governor who are previous employees of the University. Trustee Grant stated that the Governor had sent a letter to all Board members via email earlier this morning in response to Dr. Warrick’s letter to her. Dr. Warrick stated that she had not received a copy of the letter. Dr. Warrick stated that the letter was sent as a proactive documentation to demonstrate to SACS that we are serious about corrective actions taken. Trustee Joyner-Fleming read an excerpt from the Governor’s response letter stating that she did not concur that a conflict of interest exists purely based on previous employment at the institution. The Governor also stated that these people should be assets to the Board since they had experience in higher education.

ACTION ITEMS
ACADEMIC AFFAIRS COMMITTEE

Trustee Joyner-Fleming led with an Action Item and recommended that the Felton Laboratory School be allowed to submit an application to become a Charter School. A motion was made by Trustee Edwards Duncan that the Board approve the Felton Laboratory School application submission to become a Charter School. Trustee Epps seconded the motion. Discussion: Trustee Grant asked if there is a cost associated with submitting the application and/or with funding for the planning. Dr. W. Franklin Evans stated that there is planning cost associated with the first year of $75,000.00. The motion carried, unanimously. Trustee Joyner-Fleming presented a second action item for Board approval of a Higher Education Concentration Option recommendation with noted changes per the handout. A motion was made by Trustee Epps to approve the Higher Education Concentration Option. Trustee Grant seconded the motion. Discussion: Trustee Lott asked that the Board consider waiting until the noted changes were made to the proposal and brought back through the committee. Trustee Joyner-Fleming agreed. The motion did not move forward. Trustee Joyner-Fleming presented a third action item for the Board to approve graduation candidates for May 2013 as approved by the Faculty and identified in the referenced handout. Mr. Robert Nance motioned that May 2013 graduates be approved. Trustee Corbitt seconded the motion. The motion carried, unanimously. Trustee Corbitt asked that Dr. Warrick inform the Board on the Graduation speaker for May 2013. Dr. W. Belle Wheelan, current President of SACS Board would be the speaker. Trustee Corbitt asked if an honorary degree would be offered. Trustee Joyner-Fleming stated that the committee would be meeting soon and would bring a recommendation back to the Board for approval. Trustee Grant stated that he would like to Board to go on record acknowledging the work and effort of the current SGA President, Mr. Nathaniel Shazier. All Board members concurred and offered thanks and commendation to Mr. Shazier.
INSTITUTIONAL ADVANCEMENT & PUBLIC RELATIONS COMMITTEE

Trustee Epps led the discussion. He asked for Board approval on appointment of Mr. Vernon Pryor as a member of the SC State Board of Visitors (Attachment 6). A motion was made by Trustee Epps to approve appointment of Mr. Vernon Pryor to the SC State Board of Visitors. Trustee Joyner-Fleming seconded the motion. The motion carried, unanimously. Trustee Epps requested that a letter from the Chairman Tobin, be sent to Mr. Pryor stated his appointment.

BUDGET, FACILITIES AND GROUNDS COMMITTEE

Trustee Washington led the discussion. He asked that the Board consider the referenced Policy on Authority to Sign Contracts (Attachment 7) be discussed and asked Attorney Peter Wilborn to lead the discussion. Attorney Peter Wilborn pointed out key elements of the policy for the Board to consider. Trustee Joyner-Fleming expressed concern on how the new contract approval policy will tie to the Board Bylaws related to the Board’s responsibility for contract review. Attorney Peter Wilborn agreed to review the Board Bylaws and suggests any needed modifications to bring it into line with the new policy on contract approval process. A motion was made by Trustee Grant that the Board approve the Policy on Authority to Sign Contracts. Trustee Linda Edwards-Duncan seconded the motion. The motion carried, unanimously.

EXECUTIVE SESSION

Chairman Tobin asked for a motion for the Board to go into Executive Session. A motion was made by Chairman Washington to go into Executive Session. The motion was seconded by Trustee Waldrep. The motion carried, unanimously. The Board meeting moved to Executive Session.

OPEN SESSION RECONVENED

Meeting resumed. A motion was made by Trustee Duncan for the Board meeting to return to Open Session. The motion was seconded by Trustee Washington. The motion carried, unanimously. Chair Tobin stated that no actions were taken and no votes were made during the Executive Session. A motion was made by Trustee Edwards Duncan to accept the recommendation of the Athletics Director to extend the Head Women’s Basketball Coach’s salary with a 5% increase. The motion was seconded by Trustee Nance. The motion carried, unanimously. Chairman Tobin called for a recommendation on the three candidates. Trustee Nance asked that the Board consider legal advice before proceeding. Trustee Grant expressed additional concerns about moving forward without legal advice. He also expressed concern about hiring another attorney, Charles Boykin, when the Board has an Attorney, Peter Wilborn. Additional concerns were voiced about the legality of the presidential search process and the meeting held on April 12, 2013. Lengthy discussion was held on these matters. Trustee Waldrep noted that the Board passed a motion earlier this morning to ratify all actions taken related to the search process. Trustee Waldrep nominated Mr. Thomas Elzey for President of SC State University. Trustee Washington seconded the nomination. Trustee Corbitt recommended Dr. Cynthia Warrick as a write-in candidate for the President of SC State University. Trustee Washington seconded the nomination. Discussion continued related to moving forward without legal advice on the legality of the presidential search process. Chairman Tobin called for a roll call vote on the two candidates, Mr. Thomas Elzey and
Dr. Cynthia Warrick. Mr. Thomas Elzey was selected as President-Elect of SC State University by roll call vote (Elzey 6, Warrick 5) as follows:

Dr. John Corbitt (Dr. Cynthia Warrick), Mrs. Linda Edwards-Duncan (Dr. Cynthia Warrick), Dr. John Epps (Mr. Thomas Elzey), Mr. Tony Grant (Dr. Cynthia Warrick), Dr. Gail Joyner-Fleming (Mr. Thomas Elzey), Mrs. Patricia Lott (Dr. Cynthia Warrick), Mr. Robert Nance (Dr. Cynthia Warrick), Dr. Dennis Nielsen (Mr. Thomas Elzey), Mr. Robert Waldrep (Mr. Thomas Elzey), Mr. Maurice Washington (Mr. Thomas Elzey), Dr. Walter Tobin (Mr. Thomas Elzey).

A motion was made by Trustee Maurice Washington that the Executive Committee be given authority to draft the President Elect's compensation package for Board approval subject to State Budget and Control Board and Agency Head Salary Commission. Trustee Epps seconded the motion. The motion carried, unanimously via a roll call vote as follows:

Dr. John Corbitt (Yes), Mrs. Linda Edwards-Duncan (Yes), Dr. John Epps (Yes), Mr. Tony Grant (Yes), Dr. Gail Joyner-Fleming (Yes), Mrs. Patricia Lott (Yes), Mr. Robert Nance (Yes), Dr. Dennis Nielsen (Yes), Mr. Robert Waldrep (Yes), Mr. Maurice Washington (Yes), Dr. Walter Tobin (Yes).

EXECUTIVE SESSION

Chairman Tobin asked for a motion to move the meeting to Executive Session to discuss a contractual matter related to the Interim President and a contractual arrangement with a donor. A motion was made by Trustee Edwards Duncan to move the meeting to Executive Session. The motion was seconded by Trustee Lott. The motion carried, unanimously.

OPEN SESSION RECONVENED

Chairman Tobin indicated that no actions were taken in Executive Session.

ADJOURNMENT

The meeting adjourned at 1:28 PM

All referenced attachments are made a permanent part of these minutes.

Respectfully submitted,

Linda Edwards Duncan
Secretary

Eartha Mosley
Recorder

SC STATE BOARD OF TRUSTEES MEETING / APRIL 18, 2013
Attachments
1 – Agenda
2 – Trustee Grants Comments
3 – February 21, 2013 Minutes
4 – Dr. Warrick’s Monthly Handouts
5 – SACS Handouts
6 – Institutional Advancement Board Recommendation
7 – Policy on Authority to Sign Contracts