CALL TO ORDER:

Chairman Jonathan N. Pinson called the meeting to order at 9:13 A.M. The public notice was read. The agenda (Attachment 1) and supporting materials (Attachment 2) were previously circulated to the members, media and interested persons. The invocation was given by President George Cooper and the roll was called.

**Trustees/Ex-Officios Present:** Chairman Jonathan N. Pinson, Secretary Robert M. Nance, Trustees Mrs. Linda Edwards-Duncan, Mr. Anthony T. Grant, General Walter F. Johnson, III, Dr. Gail Joyner-Fleming, Ms. Patricia B. Lott, Mr. Matthew T. Richardson, Dr. Walter L. Tobin, Mr. Robert L. Waldrep, Jr., Mr. Maurice G. Washington and Mr. Lancelot D. Wright / Ex-Officios: Mr. Jameel Allen (via phone), Dr. Evelyn M. Fields, Mrs. Kay Snider, Mr. Charlton “Chuck” L. Whipple (via phone).

**Trustees Absent:** Vice Chairman John H. Corbitt.

**Administrators:** President Dr. George E. Cooper, Chief of Staff and General Counsel Atty. Edwin D. Givens, Executive Director to the Board Ms. Joyce Green, Assistant Director of Marketing Ms. Tameka Kenan for Mrs. Erica Taylor, Administrative Assistant to the Board Ms. Eartha Mosley and Recorder Mrs. Chrystel Rogers.

**Media:** The Times and Democrat Reporter Dale Altman, The Post and Courier Reporter Diane Knich and WIS-TV Reporter Jody Barr.

**OPEN SESSION:**

**Adoption of Agenda**

Chairman Pinson called for a motion to adopt the agenda as set forth; **Trustee Waldrep so moved. There were no questions. Vote: unanimously approved. Motion carried.**

**Opening Remarks**

Chair Pinson stated that the Agency Head Evaluation Training is required by the State of South Carolina for Trustees and introduced and turned the meeting over to Mrs. Donna Foster to begin the training.

**Agency Head Evaluation Training**

Mrs. Donna Foster distributed training packets containing information on the Agency Head Salary Commission (AHSC) and the Performance Evaluation Process (Attachment 3). The information she discussed is contained therein. Mrs. Foster explained that the AHSC oversees the salary structure as well as the performance evaluations of agency heads in state government. She noted that every four
years, AHSC performs a study of the agency head positions to see if the scope and responsibility of the position have changed and/or if the salary range should be adjusted. Mrs. Foster pointed out that the AHSC is the final step for the approval of any salary change; you do not have to go to the Budget and Control Board. She briefly discussed the stages of the Performance Evaluation process: Planning Stage; Interim Performance Conference; Pre-Appraisal Interview and the Evaluation Stage. It is a process that can be modified to meet the needs of the Board. Mrs. Foster encouraged the Board to consider how they wanted evaluations treated: i.e. as personnel matter or public document. She expressed the importance of treating the document in the same way throughout the entire process. Mrs. Foster recommended that the Board consult with legal counsel on this. The AHSC treats agency head evaluations as personnel matters. A brief question and answer period followed.

Trustee Grant recommended that the Board go on record as a Board that Presidents’ evaluations will be treated as personnel matters and should not get into the public domain.

Chairman Pinson thanked Ms. Foster.

Other discussions

Chairman Pinson indicated that he and Trustees Nance and Waldrep as well as President Cooper recently attended the SEF conference in Atlanta. Chairman Pinson and Trustees Nance and Waldrep shared their thoughts about the conference. Chairman Pinson distributed copies of several good read pamphlets that he picked up at the conference: What Every HBCU Trustee Needs to Know About Institutional Finance and The Challenges for Boards and Trustees at Historical Black Colleges and Universities.

Trustee Grant suggested that the Chairman appoint a committee or someone to develop the steps to take SC State to the next level. Chairman Pinson stated that several Trustees asked that the Board continue to create some goals and objectives and then later have someone come in and help write a plan on how to get there.

Trustee Grant suggested looking at new marketing dynamics for SC State, first by best practices.

Trustee Johnson suggested that the Board develop a strategic plan with yearly, achievable and measurable goals that the Board can identify and measure and have the opportunity to evaluate progress moving forward. Chairman Pinson announced that Trustee Johnson will lead the committee to develop these goals and objectives for the Board. Trustee Joyner-Fleming suggested that stakeholders be brought in from the beginning at stage one, not develop the plan and then bring them in. Trustee Grant recommended that the Board adopt sheer visions and core values that they all can embrace.

Chairman Pinson announced that Trustee Edwards-Duncan is going to chair the President’s Evaluation Committee.

Trustee Grant moved, seconded by Trustee Johnson, to treat the Agency Head’s Evaluation as a personnel matter. Trustee Richardson distributed copies of the December 1, 2005 Board Policy for Annual Presidential Reviews which specifically and explicitly indicates it is a private matter and all Trustees are expected to treat it as strictly confidential (Attachment 4). He also stated that the policy notes that not only the results, but the outcomes of the process, shall be a confidential memorandum signed in executive session. Trustee Richardson pointed out that it is clearly impermissible for the
Board to disclose this information according to policy. **Trustee Grant called for question. Vote: unanimously approved. Motion carried.**

**By-Laws Review**

Trustee Lott led the By-Laws Review discussion. She expressed that it is important for each Trustee to read the By-Laws periodically to make sure that they are not stepping outside of what is being adopted. Trustee Lott recapped the By-Laws review from the Retreat. There was a discussion on “Appearance Before and Documents Presented to the Board” (Page 26) but it was not necessary to change the language.

Trustee Lott, on behalf of the Committee, recommended the following change:
- Article III, number 9 - change the word “Levy” to “Approve”.

Trustee Lott requested that the Board vote on the By-Laws. There was a brief discussion about honorary degrees (Page 16); it was not necessary to change the language. Trustee Washington suggested that the Board be careful about that particular language because he believes it will catch up with the Board on the best practices piece; perhaps take a closer look at it. He noted that before the changes, the language mirrored that of USC’s language.

Trustee Richardson recommended the following changes:
- Page 1, Preamble, line 10 – add the name of the policy titled “Responsibilities of South Carolina State University Individual Trustees” in the series of non-superseded policies of the Board (Attachment 5); and
- Article II, Section 2, line 2 – add “or until a successor is appointed by the Governor” at the end of the sentence.

Trustee Grant pointed out that there are inconsistencies in the Responsibilities of South Carolina State University Individual Trustees Policy which should be addressed. Trustee Richardson suggested that the change be made to the By-Laws and revisit the policy at a later date.

**Trustee Grant moved, seconded by Trustee Richardson, to approve the By-Laws with the amendments to: Article III, number 9; the Preamble; and Article II, Section 2. Chairman Pinson called for questions. Vote: unanimously approved. Motion carried.**

**Other items for discussion**

Trustee Washington requested the opportunity for all Trustees to ratify the Executive Committee’s vote hiring an external attorney.

**Trustee Richardson moved, seconded by Trustee Nance, for the Board to ratify the hiring of Peters Wilborn as the Board’s outside counsel for the present time. After some discussion about the criteria used and selection, Trustee Richardson withdrew the ratification motion; Trustee Tobin seconded it.**

**CLOSED SESSION:**
Executive Session

Trustee Nance moved, seconded by Trustee Richardson, to go into Executive Session. Vote: unanimously approved. Motion carried.

OPEN SESSION RECONVENCED:

Chairman Pinson announced that while they were in Executive Session no actions or votes were taken.

Trustee Richardson moved, seconded by Trustee Wright, that the Board approve the hiring of Peters Wilborn as the Board’s outside counsel to be used when necessary. Vote: unanimously approved. Motion carried.

Trustee Washington requested confirmation that President Cooper would provide a quarterly update of the Transportation oversight activities in September; Chairman Pinson affirmed.

ADJOURNMENT:

Chairman Pinson called for a motion to adjourn the meeting; Trustees Edwards-Duncan and Grant so moved; Trustee Waldrep seconded. The meeting adjourned at 4:55 P.M.

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

Respectfully submitted,

Robert M. Nance
Secretary of the Board of Trustees

Chrystel Rogers
Recorder

Attachments:
1 - Agenda
2 – Supporting materials
3 – Agency Head Salary Commission’s Training for Boards and Commissions packet
4 – SC State University Board Policy for Annual Presidential Reviews
5 - Responsibilities of South Carolina State University Individual Trustees