CALL TO ORDER / OPEN SESSION:

Acting Chairman Dr. John Corbitt called the meeting to order at 9:07am. The public notice was read. The agenda (Attachment 1), the minutes (Attachment 2) and supporting materials (Attachments 3-5) were previously circulated to the members. Trustee Patricia Lott extended the invocation. The roll was called. Trustee Corbitt stated that seven of the eleven Trustees were present; therefore, a quorum was established.

Trustees present: Dr. John Corbitt, Mr. Robert Nance and Dr. Walter Tobin, Mr. Maurice Washington, Mrs. Linda Edwards Duncan, Mr. Robert Waldrep, Ms. Patricia Lott, Dr. Dennis Nielsen, Mr. Anthony Grant, Dr. Gail Joyner-Fleming (via phone), and Mr. Jonathan Pinson (via phone).

Administrators present: Interim President Dr. Cynthia Warrick, Executive Director to the Board Ms. Joyce Green, Vice President for Academic Affairs Dr. W. Franklin Evans, Assistant Vice President for Finance and Management Mr. Eric 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, Director of Public Relations Mrs. Erica Taylor, Executive Assistant to the President Mrs. Shondra Abraham and Administrative Assistant to the Board and Recorder Mrs. Eartha Mosley.


WELCOME OF NEW TRUSTEE

Dr. Corbitt introduced the new Trustee, Dr. Dennis Nielsen; he was a former faculty member with the University. He stated the committee and full Board meetings are held quarterly. Trustee Corbitt welcomed him aboard.

ADOPTION OF AGENDA

Trustee Corbitt asked for a motion to approve the agenda.

Trustee Patricia Lott suggested that the Board amend the agenda by moving the Executive Session before the election of officers and passing of the gavel, this would allow for completion of all business before the election is held. Trustee Linda Edwards Duncan motioned to adopt the amended agenda with stated revisions, seconded by Trustee Gail Joyner-Fleming. Vote: unanimously approved.
CHECK PRESENTATION FROM SAVANNAH RIVER REMEDIATION

Dr. Warrick introduced Mr. Dave Olsen, President of the Savannah River Remediation, Subsidiary of United Research Services (URS), Mr. Dean Campbell Manager of Public Affairs of URS, Ms. Kayla Mills Procurement Specialist for URS and 2010 graduate of SC State, Ms. Lessie Price Manager of Public Affairs of URS. Ms. Mills elaborated on how SC State prepared her for life after college. Mr. Olsen shared that the partnership continues and Savannah River has been working with SC State by providing student internship opportunities. A check for $10K was presented to Dr. Warrick and Dr. Corbitt for engineering scholarships. Ms. Price pointed out that they were expecting another student this morning, Darian James. Darian is a nuclear engineering student that attends the University and she interned with them this summer. She has a 4.0 GPA and was one of 72 students that applied for five scholarships of $3K for the summer. She was one of the two students from SC State to receive the $3K scholarship based on her performance, work and GPA. Ms. Price commended the University on its work.

APPROVAL OF MINUTES

Trustee John Corbitt called for approval of the minutes:

- Board of Trustees Meeting, July 30, 2012
- Board of Trustees Meeting, August 7, 2012
- Board of Trustees Strategic Planning Committee, August 22, 2011
- Board of Trustees President’s Evaluation Committee, September 28, 2011

Hearing no corrections, the minutes were approved as printed.

AUDIT STATUS REPORT (Attachment 3)

Mr. Stathis Poulos our external auditor from BDO gave a brief update on the status of the audit on the financial statement and compliance audit of the University for year ending June 30, 2012 as documented in the required letter to the Board which was reviewed with management. The following items were noted: 1) the University has a negative Composite Financial Index (CFI) score of four for the past five years. The score for 2012 dropped to -1.67, its lowest for the five-year period. The CFI measures the University’s financial health; 2) the University is living outside its means; 3) if this was a private institution, we would be facing a serious question about how to keep the doors open; 4) the University relies too heavily on non-operating dollars; 5) it took years to get to this point where the University is and it will take years to get out of it; it will not happen overnight; 6) if measures are not taken this year, the University will be in the same situation next year. The University must take incremental steps each year to close the gap, and 7) during 2012, the University endorsed two checks over to the Foundation account in the amount of $750K, which he recommended should have stayed with the University. Once checks are signed over to a foundation, the University does not have control over them. The University then has to rely on others to tell exactly what they spent those funds on. Mr. Poulos stated the key to the University’s financial health is long-term forecasting – beyond six months or a year. He stated that the new administration is doing a good job now, but it will take time for the University to change. He indicated that his team received full cooperation of management throughout the audit process and was appreciative of all efforts in providing the requested supporting documentation in a timely manner.

CHAIRMAN’S REPORT

Trustee John Corbitt stated that he has been attending the Foundation Board meetings regularly. He was working with the Greenville alumni chapter in preparation for Dr. Warrick’s visit. As Acting Chairman of the Board of Trustees, he received numerous telephone calls from alumni, the press and others. He expressed that he tries to keep his responses positive. He recognizes that there will be challenges the Board will come up against but he believes all trustees should be positive. The Board will continue to hold the Administration accountable, expecting to receive various reports.
Trustee Corbitt says that over the years he has expressed concerns that the University may have taken on too much. The University cannot be all things to all people. He stated that the University must find its niche and do it well rather than to take on too much and not do any of them well. He thanked the Board for their hard work and sacrifices.

INTERIM PRESIDENT'S REPORT (Attachment 4)

Dr. Warrick provided Trustees with a schedule of her activities for the months of August and September. Her primary focus in moving forward is on fundraising, developing relationships, enrollment management, and connecting the alumni to the institution. Surrounding the football games, she scheduled a number of meetings that were productive. Meetings were held with corporations such as Nationwide Insurance, Bank of America, Well Fargo, and Georgia Tech.

Dr. Warrick was instrumental in getting some of our students to attend the Toyota Green Ambassador Program on short notice which was held in Greensboro, NC. An alumnus working with EPA attended the program and was impressed by the students. The Director of Minority Institution Program (MIP) at EPA and the region was impressed and has since communicated with Dr. Warrick. The Director of MIP and the Administrator Director for the region will travel to SC State to sign a Sustainability Memorandum of Understanding with the University.

Dr. Warrick plans to move forward with establishing a campus-wide Sustainability initiative and maybe develop a consortium with Claflin, O-C Tech and Aiken Tech. She met with the President of Aiken Tech. who was very supportive. The University will target scholarships funds more towards the community colleges. These students would have completed two years at the community college; they would be moved right into the programs where degrees were achievable and would probably be more successful. The University is also looking at getting more ROTC students and military alumni.

Dr. Warrick met with the school districts in Florence, the alumni chapter and with Mayor Tony Watkins of Darlington, SC. He came and presented to her the key to the city. Mayor Watkins also offered the University a building to lease for $1 a year renovated to use for educational activity. The University will move forward on this opportunity in meeting with the mayor to look at the building and assessing what kind of activity; whether it’s with Tom Joyner, a satellite area to invite veterans for educational training and opportunities, pre-college activities or a number of things. Dr. Warrick will get Academic Affairs and Research departments involved in looking at this opportunity.

Dr. Warrick shared that she was contemplating a feasibility study to research revitalizing the Low-County Classic. A planning committee has been established with Mr. John Rosenthall, Mr. Eric Eaton, Mrs. Charlene Johnson and Coach Willie Jeffries as the committee. They looked at the feasibility study and what was learned. This event was a big recruitment effort being that the University recruits a lot of students from Charleston and the low country area and it is another way to extend fundraising. Also, the 100 Black Men in Atlanta are considering SC State for the Atlanta Classic next year. Dr. Warrick shared that we did not have good news in terms of the budget but that she is optimistic regarding the alumni support, private sector and foundation developing; the University is in a place to move forward.

Trustee Lott mentioned that the historian in Orangeburg and the family of the late Henry Smith is concerned about some corrections that needed to be made on the standing board at the Orangeburg Massacre Memorial site here on campus. The first correction is with the name, it should be Henry E. Smith instead of Henry R. Smith. The last correction is with the age; Mr. Smith was 19 at the time of his death and not 20. Dr. Warrick stated that she would work on the corrections.

Trustee Lott also voiced concerns regarding the University receiving personal checks and was the community informed prior to implementation. Mr. Eaton said the University no longer accepts personal checks and notifications concerning not receiving personal checks were placed on the University’s website; however, the University does accept checks from businesses. The history for personal checks is poor and the University is still trying to recover
$135K of bad checks from previous years. Trustee Corbitt asked was this a policy, he had not heard of the University not receiving personal checks. After some discussion, Trustee Lott stated it needs to be corrected. Trustee Washington shared that it is appropriate for the administration to devise a policy and bring it before the Board for discussion and approval. Mr. Eaton will formulate a proposed policy to bring before the Board. He will also provide the cost incurred over the years for bad checks.

COMMITTEE ACTION ITEMS

Institutional Advancement Committee

Trustee Dennis Nielsen moved, seconded by Trustee Patricia Lott, to have the Athletics Director’s Suite in Oliver C. Dawson Football Stadium named the Gracia W. Dawson Suite. Vote: unanimously approved.

Trustee Walter Tobin moved, seconded by Trustee Linda Edwards Duncan, to have Guss Bodison, Redick Brown and Walter Louis Walters appointed to the Board of Visitors. Vote: unanimously approved.

Research, Economic Development & 1890 Programs Committee

Trustee Maurice Washington stated he would like to defer his committee action until the next meeting.

Executive Committee

Trustee Maurice Washington moved, seconded by Trustee Walter Tobin, to approve the external auditor’s fee increase. Vote: unanimously approved.

Budget Committee (Attachment 5)

Mr. Eaton provided the revised, detailed budget to the Trustees. The revisions reflected the review of the budget at the September 18th budget meeting as follows: 1) revenue projects have been revised to reflect the latest student headcount of 3,824 as of September 18th. The projected revenue shortfall from the original budget is now ($4,934M an improvement of $1,718M); 2) personnel cost savings (salaries and benefits) of $2,173M represents projected savings based on our current payroll run-rate to date. The President’s cabinet is evaluating staffing levels further for personnel actions to improve our overall headcount and salary cost and 3) assumptions on cost reductions from operating expenses remain unchanged at $3,583M, which included the elimination of the $1,678M in matching funds for JECTC as the match will be financed from third party fundraising.

After much discussion, Trustee Lott asked Mr. Eaton if he felt comfortable that the University can operate on this budget and will this budget satisfy the needs of this University for this fiscal year. Mr. Eaton indicated that by the time he is finished with the budget it will but not in its present structure. Trustee Lott asked Dr. Warrick did she feel comfortable with where you want to go that the University would be standing on solid ground with what is being presented. Dr. Warrick responded, yes. Trustee Tobin commended Mr. Eaton on his consistency with the information he has given in answering all questions. The proposed timeline to present a final budget will be the end of October 2012. Trustee Corbitt reminded the Board that the budget is still a work in process.

PROCESS FOR SELECTION OF PRESIDENT

The Trustees discussed the procedure for electing a president. Trustee Washington stated that it is the responsibility of the Board to send the right message to all constituents. The process should have begun 30 days after an interim president was announced. He said that the Interim President can apply for the position as well. He asked Mrs. Erica Taylor to distribute the draft proposal of SC State Outline of Presidential Search Process (Attachment 6). Dr. Larry Watson expressed the following concerns regarding the upcoming search: 1) will the chair ensure that the process is
transparent and is consistent with policy and procedures that are established? 2) will the committee be inclusive of the University stakeholders engaged in the process? 3) it’s important that the decision be a public decision to prevent any questions of integrity of the Board because of questions raised in the previous search. Dr. Watson would like to see the process conducted in an open, professional and trustworthy manner. Trustee Tobin indicated the previous process with a few minor adjustments with some tweaking, the Board may want to consider that process due to the financial status of the University. He also suggested possibly engaging a facilitator to help guide the process without hiring a search firm. Trustee Lott shared that the previous criteria could be used with this selection process. She suggested possibly combining the two documents (the criteria from the interim president search committee and the draft Trustee Washington distributed) and the search committee could move forward. Trustees Tobin and Washington concurred that it may be a good idea to look into what support the State Human Resources Office could play in the process. They asked if the state office offer the service of a facilitator to serve during the deliberations, to vet the applications, to perform background/reference investigations and to guide the group thru the process which would allow everyone to be free? Ms. Green suggested that the Board revisit the procedures from before to determine if they are still appropriate. She cautioned the Board on how to involve the stakeholders, it may be best to get a solid base of applicants and then engage the stakeholders. Trustee Corbitt asked what were some weakness and strengths in the previous selection process for the interim president. Dr. Watson pointed out the following: 1) the 17 members were not a consistent group; individuals were altered during the process; therefore, individuals came in with limited information as to what took place prior; 2) the agreed to process was not adhered to-rules were changed midway thru the process; 3) some of the applications were incomplete and they were still considered; 4) the scoring process allowed candidates who did not qualify to be considered and scored highly. Trustee Corbitt also asked what was good about the process? Dr. Watson elaborated that the process could have shown some improvement if there had been total honesty and commitment in what was agreed upon. He stated the process was a good template to work from but once you deviate from the process nothing good can be said. Trustee Corbitt stated one weakness was that the applicants were vetted only on their resume and there was no contact with the persons in determining the top five. Trustee Fleming shared that one weakness was the committee did not have a contingency plan, in the event top candidates are eliminated. In closing, Trustee Washington recommended that the Board start with the initial committee of Trustees to evaluate the process. Trustee Lott will serve as the contact person in setting up the meetings.

EXECUTIVE SESSION/CLOSED SESSION

Trustee Robert Waldrep moved, seconded by Trustee Linda Edwards Duncan, to go into Executive Session. Vote: unanimously approved.

OPEN SESSION RECONVENED

Trustee Maurice Washington moved, seconded by Trustee Dennis Nielsen, to come out of Executive Session. Vote: unanimously approved.

ELECTION OF OFFICERS

Trustee John Corbitt stated the election of board officers is an open and transparent process. Ms. Joyce Green was asked to call the roll for the Board of Trustees.

Trustee Corbitt asked the Secretary of the Board, Trustee Robert Nance, to preside over the election. Trustee Nance opened the floor for nominations for chair, vice-chair and secretary. The nominations will begin with the chairmanship.

Nominations for Chairman
Trustee Linda Edwards Duncan nominated Trustee John Corbitt. Trustee Anthony Grant nominated Trustee Patricia Lott. Trustee Gail Joyner-Fleming nominated Trustee Walter Tobin

**Nominations for Vice Chairman**

Trustee Maurice Washington nominated Trustee Robert Waldrep. Trustee Robert Nance nominated Trustee Anthony Grant.

**Nominations for Secretary**

Trustee Walter Tobin nominated Trustee Gail Joyner-Fleming. Trustee Patricia Lott nominated Trustee Linda Edwards Duncan

Trustee Nance stated that the floor for nominations was closed. Trustees were asked to write their choice on the ballot for chair, vice-chair and secretary. Sign, date, close the ballots and give it to Ms. Green. Ms. Green informed the Trustees that Trustees Gail Joyner-Fleming and Jonathan Pinson would text their selections to her as well as complete a written ballots so official ballots would be on file in the office along with the others. Ms. Green indicated she collected nine ballots and the two Trustees’ via phone to total eleven ballots.

Ms. Green asked Dr. Tamara Hughes to assist her with the tallying of the ballots. They both exited the Boardroom. Trustee Washington asked should not the tally be tabulated in the boardroom. Ms. Green was informed, she and Dr. Hughes immediately returned to the boardroom. Ms. Green reported the results of the votes were as follows:

**The Office of Chairman**

<table>
<thead>
<tr>
<th>Trustee</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Trustee Lott</td>
<td>4</td>
</tr>
<tr>
<td>Trustee Tobin</td>
<td>5</td>
</tr>
<tr>
<td>Trustee Corbitt</td>
<td>2</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>11</strong></td>
</tr>
</tbody>
</table>

**The Office of Vice-Chairman**

<table>
<thead>
<tr>
<th>Trustee</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Trustee Waldrep</td>
<td>7</td>
</tr>
<tr>
<td>Trustee Grant</td>
<td>4</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>11</strong></td>
</tr>
</tbody>
</table>

**The Office of Secretary**

<table>
<thead>
<tr>
<th>Trustee</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Trustee Joyner-Fleming</td>
<td>4</td>
</tr>
<tr>
<td>Trustee Edwards Duncan</td>
<td>7</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>11</strong></td>
</tr>
</tbody>
</table>

Trustee Nance reported the Chair, Trustee Tobin; Vice Chair, Trustee Waldrep; and Secretary, Trustee Duncan. Trustee Tobin accepted the office as Chair. He stated he appreciated the opportunity to serve and look forward to serving the Board and the University and to the administration he pledged his continued support to do everything possible to make this University an effective place. He also said that he is the product of a transformation of somebody at this University and he hoped to help other students to do the same. The Board has a wonderful set of people to work with. He prides himself on bringing people together and hopes to do that here during his tenure. There is one purpose in mind and that is students; and the people who are serving this University, if we keep that in mind the Board will be successful in everything it does and he thanked the Board for their confidence.

Trustee Duncan thanked everyone for their support and vote of confidence in her. She also stated that she, too, is a product of this institution. Trustee Waldrep stated he would like the Board to come together and get rid of differences,
because truly everyone wants to do what is right for the University. He thanked everyone for giving him the opportunity to serve as Vice-Chair. Trustee Corbitt officially passed the gavel and extended best wishes to Trustee Tobin.

Trustee Washington acknowledged the services of Trustee Corbitt. Thanking him for his leadership and as Acting Chair, his dedicated service to the Board for the past 16 years, and for stepping in the leadership role and taking on the helm.

Ms. Green said the tentative committee meetings are scheduled for November 15th and the Board meeting on December 6th.

There being no other business, Trustee Tobin adjourned the meeting at 2:47pm.

Respectfully submitted,

Linda Edwards Duncan
Secretary

Eartha Mosley
Recorder

Attachment
1 - Agenda
2 - Minutes
3 - Audit Results, Fiscal Year Ended June 30, 2012
4 - President’s Monthly Activity
5 - Budget Report
6 - Draft Proposal, SC State Outline of Presidential Search Process