CALLED MEETING
BOARD OF TRUSTEES
SOUTH CAROLINA STATE UNIVERSITY
ORANGEBURG, SOUTH CAROLINA
JULY 1, 2010

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

Ex-Officio Members
Dr. Evelyn Fields
Mr. Nathaniel Howard
Mr. Anthony Beckett
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
July 1, 2010
9 A.M.

I. OPEN SESSION/CALL TO ORDER:
Chairman Pinson welcomed everyone and called the meeting to order at 9:18 a.m. and asked Mrs. Mosley to read the public notice and call the roll.

II. INVOCATION: Trustee Corbitt delivered the invocation.

III. 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.

IV. ROLL CALL:
Members Present: Chairman Jonathan Pinson, Vice Chairman John Corbitt, Secretary Robert Nance, Mrs. Linda Edwards-Duncan, Mr. Reginald Gallant, Mr. Karl Green (via telephone), Mrs. Patricia Lott, Mr. Matthew Richardson, Mrs. Martha Smith (via telephone), Dr. Walter Tobin (via telephone), Mr. Robert Waldrep, Mr. Maurice Washington (via telephone) and Mr. Lance Wright; Ex-officio Members Dr. Evelyn Fields, Mr. Charles Whipple (via telephone) and Ms. Kay Snider (via telephone), Mr. Anthony Beckett and Mr. Nathaniel Howard (via telephone).

Members Absent: Ex-officio Members Mr. George Quick, Mr. Jackie Steele, Dr. James Boykin and Mr. Charles Lewis.

Administrators and Others Present: Dr. 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 and Mr. Larry Hardy of the Times and Democrat Newspaper, Ms. Jeritta Patterson of WACH Fox News, Ms. Diane Knich of the Post and Courier Newspaper, Mr. Wayne Washington of The State Newspaper and Mrs. Isreal C. Tyler, recorder.

V. AGENDA ADOPTION:
Chairman Pinson introduced and welcomed the two new board members Mrs. Patricia Lott and Mr. Robert Waldrep. He said this was their first official meeting, he was looking forward to working with them and he especially appreciates the talent they will add to the Board.

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Chairman Pinson called for the adoption of the agenda with the exclusion of Items #9 Approval of Outside Counsel and #10 Approval of Educational Course Policies. Trustee Washington asked for clarification whether those two items were being deleted or deferred. It was clarified that they were being deleted. Trustee Washington then suggested that Items #4 and #5 be moved to Executive Session; since they were personnel issues regarding Dr. Cooper, who has hired legal counsel, and probably should not be discussed in open session. Chairman Pinson said they were prepared to vote and leave those items in open session.

**MOTION:** Trustee Corbitt moved, seconded by Trustee Nance, to adopt the agenda as amended.

**VOTE:** (Vote taken after Trustee Washington raised Point of Order during succeeding motion.)

**IN FAVOR:** Trustees Pinson, Corbitt, Nance, Edwards-Duncan, Lott, Richardson, Waldrep and Wright

**IN OPPOSITION:** None

**IN ABSTENTION:** Trustees Gallant, Green, Smith, Tobin and Washington

*Motion carried. (8-0-5)*

VI. **MOTION:** Trustee Richardson moved, seconded by Trustee Corbitt, to rescind and expunge from the minutes the non-renewal of Dr. George E. Cooper as President of the University. Trustee Washington raised a Point of order that the motion to adopt the agenda was not carried. Chairman Pinson called for the question on the adoption of the agenda as amended.

**MOTION:** Trustee Richardson again moved, seconded by Trustee Corbitt, to rescind and expunge from the minutes the non-renewal of Dr. George E. Cooper as President of the University.

**DISCUSSION:** Trustee Washington raised a Point of order. He said the motion to rescind and expunge from the minutes non-renewal of Dr. Cooper as president of SC State University is improper. Trustee Nance asked on what factual findings was it improper. Trustee Washington stated the reason that the motion is improper is that it seeks to undo an action that was never taken. Trustee Corbitt called for the question. Trustee Washington said the term “non-renewal” implies that there was a specific term that was being renewed, which is completely contrary to the nature of Dr. Cooper’s “at will” employment relationship with the University. There is nothing to expunge or non-renew. Trustee Washington said he would restate the motion he made on June 15 which the minutes will confirm as follows: “I move to “terminate” the employment of Dr. Cooper in accordance with the “at will” provision of his employment effective June 30, 2010.” Trustee Richardson urged Chairman Pinson to overrule the Point of Order. He said the non-renewal is what was done and made effective immediately, and that is why he was asked to leave. It is true that the term of his employment letter is “at will” from year to year with an annual salary; but renewal was not due to come up until June 30, 2010.

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Trustee Richardson again urged the Chairman to overrule the Point of Order, which he stated was out of order. Trustee Washington stated that a motion executed cannot be rescinded and the action taken on June 15, 2010 was legally executed on June 30, 2010. Trustee Washington stated that a neutral opinion from the Attorney General was needed on this matter. Trustee Richardson urged the Chairman to overrule Mr. Washington’s Point of Order, and said even if Trustee Washington was correct a later item on the agenda would accomplish the same thing. Trustee Washington stated that item is yet to be discussed, but they were now on action Item #4. Trustee Corbitt called for the question. Chairman Pinson overruled Trustee Washington’s Point of Order and called for the question.

**VOTE:** IN FAVOR: Trustees Pinson, Corbitt, Nance, Duncan, Lott, Richardson, Waldrep and Wright.

IN OPPOSITION: Trustees Gallant, Green, Smith, Tobin and Washington.

**Motion carried.** (8-5)

**VII.** **MOTION:** Trustee Richardson moved, seconded by Trustee Wright, to rescind and expunge from the minutes the election of Merl Code as Acting President of SC State University for the purpose of effecting the preceding action.

**DISCUSSION:** Trustee Waldrep questioned expunging from the minutes the previous actions. He said he felt that probably the record could not be expunged. Trustee Richardson explained that the information would not be literally or permanently removed, but that the recorder would go back and circle or strike through the information to be expunged. This would be proper under Robert’s Rules. Trustee Washington pointed out the seriousness of using the word expunge, unless the majority, if not all of the membership, agreed to do so. The recorder, in the presence of the assembly, should write across the offending words rescinded and ordered expunged and affix the date and her signature. Trustee Washington said it would be advisable if the minutes published used the language “rescind the previous action” and the membership adopted a resolution to rescind it. Trustee Richardson stated that all members of the Board are present and participating in the meeting. Chairman Pinson called for the vote.

**VOTE:** IN FAVOR: Trustees Pinson, Corbitt, Nance, Duncan, Lott, Richardson, Waldrep and Wright.

IN OPPOSITION: Trustees Gallant, Green, Smith, Tobin and Washington.

**Motion carried.** (8-5)

Trustee Washington asked for the Attorney General’s opinion on the expungement of public records at a public institution.

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VIII. MOTION: Trustee Corbitt moved, seconded by Trustee Nance, to elect Dr. George E. Cooper as President of SC State University.

VOTE: IN FAVOR: Trustees Pinson, Corbitt, Nance, Duncan, Lott, Richardson, Waldrep and Wright.
IN OPPOSITION: Trustees Gallant, Green, Smith, Tobin and Washington.

Motion carried. (8-5)

Chairman Pinson congratulated Dr. Cooper as other members of the Board and public cheered.

IX. MOTION: Trustee Wright moved, seconded by Trustee Nance, to rescind the election of officers for the Board of Trustees.

DISCUSSION: Trustee Gallant asked why this motion was put forth and what the rationale behind it was. Trustee Wright said because we would like to reelect officers for the Board of Trustees. Trustee Gallant asked if the Board routinely rescinded an election without the persons even being given a chance to take office and see how they perform. Trustee Wright added that stability was needed on this Board, and in order to accomplish that the officers that were in place prior to the last election needed to remain in place. Trustee Gallant asked do we just routinely rescind elections. Trustee Washington said you cannot overturn a duly held election that was in compliance with the by-laws without cause. Trustee Corbitt said the precedent was established back in November when it was done with Lumus Byrd, the sitting chair. Trustee Washington said that action was based on cause, but in this case there is no determined cause. Chairman Pinson stated that a board member releasing an evaluation to the newspaper is cause. Trustee Washington stated that Chairman Pinson's job is to facilitate the meeting and not dictate, and if he could not remove his bias then he needed to allow someone else to chair the meeting. Trustee Lott addressed Mr. Washington stating that his point was well taken; but with the actions taken by certain members of this Board in the past several weeks and especially the unprofessional action of providing an evaluation to the news media, this Board has all the right to do what has been stated. Chairman Pinson called for the vote. Mr. Washington requested the Attorney General's opinion on the motion.

VOTE: IN FAVOR: Trustees Pinson, Corbitt, Nance, Duncan, Lott, Richardson, Waldrep and Wright.
IN OPPOSITION: Trustees Gallant, Green, Smith, Tobin and Washington.

Motion carried. (8-5)
X. ELECTION OF OFFICERS FOR THE BOARD

NOMINATION: Trustee Wright, seconded by Trustee Nance, nominated Jonathan Pinson for Chairman.

Trustee Washington objected stating that there was no nominating committee and no election process in place for these elections. Trustee Corbitt again stated that the precedent was set back in November and Trustee Washington did not say anything about it at that time. Trustee Nance asked if Trustee Washington had a nomination to make.

Chairman Pinson said Trustee Washington’s concerns were duly noted, and he called for the vote.

VOTE: IN FAVOR: Trustees Pinson, Corbitt, Nance, Duncan, Lott, Richardson, Waldrep and Wright.
IN OPPOSITION: Trustees Gallant, Green, Smith, Tobin and Washington.
(8-5)

NOMINATION: Trustee Duncan, seconded by Trustee Nance, nominated John Corbitt for Vice Chairman.

VOTE: IN FAVOR: Trustees Pinson, Corbitt, Nance, Duncan, Lott, Richardson, Waldrep and Wright.
IN OPPOSITION: Trustees Gallant, Green, Smith, Tobin and Washington.
(8-5)

NOMINATION: Trustee Corbitt, seconded by Trustee Richardson, nominated Robert Nance for Secretary.

VOTE: IN FAVOR: Trustees Pinson, Corbitt, Nance, Duncan, Lott, Richardson, Waldrep, Green and Wright. Trustees Gallant and Smith, who originally voted no, changed their vote to yes stating that they voted in the affirmative for Trustee Nance in the April election.
IN OPPOSITION: None.
IN ABSTENTION: Trustees Tobin and Washington.
(11-0-2)

Trustee Richardson requested that the Board go into executive session to handle an internal Board personnel matter. Trustee Pinson, before calling for that motion, asked President Cooper if he would like to make some remarks.

President Cooper thanked Chairman Pinson and the other Board members for giving him a vote of confidence to serve as President of SC State University. He said he did not take lightly the Board’s goal to provide the highest quality education for the students who choose to come to SC State. He said that was his first priority and he will work to the best of his ability to accomplish that goal. He thanked the

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alumni, students, faculty, parents and other stakeholders throughout the country for their prayers for the University. He publicly acknowledged his wife Diane who was present and their families for their unwavering love and support. The President said these are emotional times, but everyone must come together to meet the challenges, such as the need to stabilize the budget and the critical need to build upon additional partners willing to invest in the University. He also stated that this is a state assisted school, and strong relationships needed to be built with state legislators. He said he hopes there will be renewed efforts among the Board, administration, faculty, alumni and friends to open doors and gain additional sustained funding. He said, as President, he will operate in a manner with the Chairman and members of the Board to work effectively and efficiently to turn challenges into opportunities. He added that he wanted to have open dialog and maintain transparency at all times.

XI. EXECUTIVE SESSION:
Chairman Pinson called for a motion to go into executive session.

MOTION: Trustee Richardson moved, seconded by Trustee Lott, to go into executive session for the purpose of handling an internal Board personnel matter.

VOTE: Unanimous.

XII. OPEN SESSION RECONVENCED:
Chairman Pinson said discussion took place on an internal Board personnel matter. No action was taken and none was requested. Trustee Green asked to make a comment. Trustee Green stated that he would be sending a letter resigning from the Board effective immediately because his heart was heavy.

XIII. ADJOURNMENT:
MOTION: Trustee Duncan moved, seconded by Trustee Wright, to adjourn the meeting.

VOTE: The motion carried, and the meeting was adjourned at 10:30 a.m.

Jonathan Pinson, Chairman
Board of Trustees

Robert Nance, Secretary
Board of Trustees

Isreal Tyler, Recorder
ICT Professional Services, LLC

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