SOUTH CAROLINA STATE UNIVERSITY
Orangeburg, South Carolina

BOARD OF TRUSTEES
TELE-CONFERENCE MEETING

LOWMAN HALL, BOARD CONFERENCE ROOM

April 15, 2010 - 11:30 A.M.

PRESIDING: CHAIRMAN JONATHAN N. PINSON

~ AGENDA ~

I. CALL TO ORDER

II. PUBLIC NOTICE

III. ROLL CALL OF TRUSTEES

IV. DISCUSS
   a. Review of By-Laws

V. ADJOURNMENT
CALLED MEETING (VIA TELECONFERENCE)
BOARD OF TRUSTEES
SOUTH CAROLINA STATE UNIVERSITY
ORANGEBURG, SOUTH CAROLINA
APRIL 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 (VIA TELECONFERENCE)
BOARD OF TRUSTEES
SOUTH CAROLINA STATE UNIVERSITY
LOWMAN HALL BOARDROOM
APRIL 15, 2010
11 A.M.

I. OPEN SESSION/CALL TO ORDER:
Chairman Jonathan Pinson called the meeting to order at 11:08 a.m. He thanked everyone participating in the conference call 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 was provided to all interested persons, organizations and news media.

III. ROLL CALL:
Members Present: Chairman Jonathan Pinson, Vice Chairman John Corbitt, Mr. Earl Bridges, Mr. Reginald Gallant, Mr. Karl Green, Dr. Walter Tobin, Mr. Matthew Richardson, Mrs. Martha Smith, Mr. Maurice Washington and Mr. Lance Wright; Ex-officio Members Dr. Evelyn Fields, Mr. Nathaniel Howard, Mr. Chuck Whipple and Mrs. Kay Snider.

Members Absent: Secretary Robert Nance, Trustees, Mr. Lumus Byrd, Mrs. Linda Edwards-Duncan, Ex-officio Members, Mr. George Quick, Mr. Zachary Middleton, Dr. James Boykin and Mr. Charles Lewis.

Administrators and Others Present: President George Cooper, Director of University Relations and Marketing Mrs. Erica Taylor, Executive Director for the Board Ms. Joyce Green, Assistant to the Board Mrs. Eartha Mosley, Dale Linder-Altman of the Times and Democrat Newspaper and Isreal C. Tyler, recorder.

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

MOTION: It was properly moved and seconded to adopt the agenda as printed.

VOTE: The motion carried.
VI. REVIEW OF BY-LAWS:
Chairman Pinson stated that board members had been given a copy of the by-laws with suggested changes by the by-laws committee. He asked if anyone had any questions on the changes by the committee. Trustee Corbitt suggested going through the by-laws article by article to discuss any questions. Chairman Pinson said if that was the will of the majority it could be done that way, but it would take a lot of time. It would probably mean that the by-laws could not be voted on today. Trustee Gallant said he was not under the impression that any voting was supposed to take place today, just discussion. Trustee Pinson said he was not interested in rushing through this, and, if board members needed more time, another meeting could be scheduled. Trustee Corbitt stated that he felt they should do as much as possible today so it would be a productive meeting. Chairman Pinson said he would prefer doing the by-laws at one time and at some point when everyone could be present. Trustee Richardson said he was interested in knowing what some of the concerns were. Trustee Wright suggested getting some of those concerns on the table so everyone could have input.

Trustee Smith asked who comprised the committee. Chairman Pinson said the committee had been put together by Lumus Byrd, when he was chair. Trustee Corbitt stated that he headed the committee and they met several times, but he had not been involved in this latest process. Trustee Gallant asked if any of the committee members had input this time. Chairman Pinson responded that the by-laws committee had finished their work and was ready to present to the full board when the change in leadership took place. Chairman Pinson said he took the work done by the committee and asked Trustee Richardson to look it over for any statues or laws that may have been affected so this business could be wrapped up. Trustee Richardson stated that he took that redlined work product as a basis and made some needed additional changes to conform to state law. Also, some changes were made for consistency throughout the document and there were a few substantive changes. Trustee Smith stated she was only trying to clarify who comprised the committee and who the document would be sent back to after discussion. Trustee Corbitt said, while Trustee Byrd was chairman, the committee had called several times stating that they were ready to present. Chairman Pinson stated that more time needed to be devoted to this and it would be put on the agenda for the retreat. Trustee Corbitt said he would like to take this time to point out some of the questions he had. Trustee Smith said she would like clarification on the committee. Was it defunct or is it that there is not a by-laws committee in place. Chairman Pinson said the committee now consists of Trustees Corbitt, Gallant, Tobin, Richardson and Washington. He asked if it was the will of the board to keep this committee in place. Trustee Wright suggested keeping the committee in place and letting those who have questions or concerns present them to the committee. The committee could schedule a meeting and work through those issues.

Trustee Corbitt stated that he wanted this meeting to be productive so there would not be a lot of issues raised when the committee presents to the Board. Trustee Richardson stated that board members were asked on numerous occasions for input. Chairman Pinson said Joyce continues to email the board members, but gets no response. He said this stretches out the board meetings when we get to Orangeburg.

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He continued that board members ought to do their homework and be prepared to get some stuff done and move forward when we get to Orangeburg. He added that Trustee Corbitt made some notes, and if anybody else made notes they needed to be talked about so the committee could finish its work.

Trustee Corbitt pointed to Article III, Section 18. He questioned the executive committee having the power to purchase property. Trustee Richardson explained that the executive committee did not have that power, but only could do so if the Board gave authorization.

Trustee Corbitt asked that they turn to Article V, Section 2 on removal of officers with or without cause by a two-thirds vote. He said he had a problem removing someone without cause, and the board just went through something similar involving personalities and politics. He also had a question regarding Section 3, which states that the vice chair shall serve as chair of the Budget and Facilities Committee. He said the vice chair may not have the expertise to serve in that capacity. He said there should be an option regarding this for the person serving as vice chair of the Board. Trustee Pinson stated that, on all of the boards on which he has served, the line of succession was already established making the vice chair the next chair. That person needs to be prepared to lead the Board in all areas, especially finance. Trustee Richardson stated that there was wiggle room because the vice chair has to accept the position of vice chair with the knowledge of what all is involved.

Trustee Tobin asked to go back to Section 2 regarding removing officers without cause by a 2/3 vote. He suggested the language be changed to removing officers with cause by a 2/3 vote and without cause by a ¾ vote. Trustee Richardson stated that the proposed language of 2/3 without cause allows for the removal of an officer without having to launch an investigation and findings and airing dirty laundry in the public. Trustee Tobin stated that the ¾ without cause would accomplish the same thing.

Trustee Corbitt asked that they turn to Article VI, paragraph “c” which talks about the make-up of the executive committee. He said adding the chairs of all standing committees would make the executive committee too large. This would constitute a quorum of the Board and the committee meeting would have to be treated as a board meeting. Trustee Washington stated that the current structure of the executive committee is an effective structure with two slots elected from the full board, thus preventing a quorum. He stated that AGB training suggested two positions be elected at-large by the board. Trustee Tobin stated that, currently, he believes that the two at-large positions are appointed by the chair. Trustee Richardson stated that, currently, the executive committee is not doing anything, and there is a role for it to play. He agreed with Trustee Washington that it should be less than seven persons so as not to create a quorum, and the current structure has the vice chair as a committee chair so that would decrease the number and resolve the issue of a quorum. Trustee Washington stated that he agrees with Trustee Richardson that it is a matter of commitment on the part of those on the executive committee to carry out their duties and responsibilities. Chairman Pinson said the committee structure was designed so the Board could move more forward.

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efficiently, and if each committee chair was on the executive committee all information could be vetted by the executive committee of the Board. He said, right now, the executive committee is not a working committee.

Trustee Corbitt asked to move on to Article VIII, Section 3 regarding who can call meetings of the Board.

Chairman Pinson said the Board was not going to get through all of the by-laws today. Ms. Green said she heard several beeps and suggested that another roll call be done to see who was still on the line. At 12:28 p.m. the following board members were still on the line: Pinson, Corbitt, Bridges, Richardson, Smith, Tobin and Washington. Chairman Pinson asked that board members think seriously about their issues and submit them to the by-laws committee, so they could formalize the by-laws and submit them for approval at the retreat.

VII. ADJOURNMENT:
Chairman Pinson thanked everyone who participated and stated if there was no further business he would accept a motion to adjourn.

MOTION: Trustee Corbitt moved, seconded by Trustee Tobin, that the meeting be adjourned.

Vote: The motion carried, and the meeting was adjourned at 12:32p.m.

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JONATHAN PINSON
CHAIRMAN, BOARD OF TRUSTEES

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ROBERT NANCE
SECRETARY, BOARD OF TRUSTEES

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RECORD
ICT Professional Services, LLC

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