

BOARD OF TRUSTEES
Special Board Meeting Minutes
Tuesday, February 8, 2011
2:00 p.m.
Randolph Hall Board Room

In attendance: Trustees Greg Padgett (Chair), Don Belk, John Busch, Demetria Clemons, Cherry Daniel, David Hay, Jimmy Hightower, Dwight Johnson, Lee Mikell, Dan Ravenel, and Joe Thompson

Others Participating by Conference Call: Trustees Philip Bell, Frank Gadsden, Marie Land, Larry Miller, Annaliza Moorhead, Sam Stafford, and John Wood

Others Present: Sherrye Carradine, Mike Haskins, Brian McGee, Steve Osborne, Mike Robertson, Tom Trimboli, Elizabeth Kassebaum, and Betty Craig.

Chair Padgett called the meeting to order at 2:00 p.m. in the Randolph Hall Board Room noting that the meeting notice had been posted and the press notified as required by the Freedom of Information Act.

Chair Padgett welcomed everyone. He noted the Trustees in attendance as well as those participating by conference call.

Chair Padgett called for a motion to continue the Board meeting in Executive Session for the purpose of discussing the renewal of the President's employment contract. **Trustee Cherry Daniel made the motion, seconded by Trustee Don Belk, to go into Executive Session at 2:05 p.m.** All in favor.

[Trustee Lee Mikell joined Executive Session at 2:20 p.m.]

Trustee Lee Mikell made the motion, seconded by Trustee Dwight Johnson, to leave Executive Session at 5:55 p.m. All in favor.

[Regular Session resumed at 5:55 p.m.]

[Trustees Sam Stafford and John Wood left the conference call during regular session.]

Chair Padgett stated for the record that no action was taken in Executive Session.

Chair Padgett called for a motion to consider President Benson's employment contract. **Trustee Joe Thompson made the motion, seconded by Trustee Cherry Daniel, to place**

President Benson’s employment contract before the Board for its consideration. That motion was approved by a unanimous voice vote.

Immediately thereafter, **Trustee Jimmy Hightower offered a motion to approve a Resolution, at the places of each Member, regarding the extension of President Benson’s employment contract.** Trustee Hightower read the following Resolution into the record:

**“COLLEGE OF CHARLESTON
RESOLUTION OF THE BOARD OF TRUSTEES
on
EXTENSION OF EMPLOYMENT CONTRACT
WITH
PRESIDENT P. GEORGE BENSON**

FEBRUARY 8, 2011

WHEREAS, pursuant to its authorities under the Code of Laws of South Carolina (S.C. Code Ann. §59-130-30), the Board entered into a Contract for the employment of P. George Benson as President of the College of Charleston, effective as of February 1, 2007;

WHEREAS, such Contract is comprised of an *Agreement*, dated November 2006 (the “Agreement”), an *Addendum* (dated April 19, 2007), and a *Section 457(f) Deferred Compensation Agreement* (dated December 14, 2007);

WHEREAS, pursuant to section 3.3 of the *Agreement* the Board has elected to renew and extend the Contract with certain modifications described below.

NOW THEREFORE BE IT - - -

RESOLVED, that pursuant to the terms of this Resolution the Board shall make an offer to Dr. Benson to renew and extend the Contract up to and including February 28, 2015;

RESOLVED, that such offer shall be extended by and through the Chair and the Vice Chair of the Board;

RESOLVED, that if the Board’s offer to extend the Contract is accepted by Dr. Benson all terms and conditions of the Contract shall remain unchanged, except for each of the following (all of which shall be effected through such amendments or modifications to the Contract as may be deemed legally necessary):

- (a) The Board shall develop, after consultation with Dr. Benson, certain objective performance goals and criteria that are to be achieved during the term of the contract extension; and
- (b) Failure to achieve such performance goals and criteria could constitute grounds for termination for cause under the Contract as extended and amended.

RESOLVED, if any provision of the renewed Contract is determined to be inconsistent with South Carolina or federal law, now in effect or hereinafter enacted, that provision of the Contract

shall be deemed automatically amended so that it is consistent with law and all provisions of the Contract shall be deemed to be effective to the full extent permitted by law.

RESOLVED, that the Chair of the Board is hereby authorized to take such actions as may be necessary and appropriate to implement this Resolution including, but not limited to, executing on behalf of the Board such Contract amendments and modifications as may be necessary and appropriate.”

Following the reading of the Resolution, Trustee Dan Ravenel seconded the motion to approve the Resolution as presented.

Chair Padgett asked for any discussion. With no further discussion, Chair Padgett asked all those in favor signify by saying “Aye”; all those opposed by saying “No.” The Resolution unanimously passed.

In closing, Chair Padgett announced that due to Governor Haley’s newly scheduled Roundtable for Higher Education on February 23, at 1:00 p.m. in Columbia, the Executive Committee Meeting has been rescheduled for Friday, February 25, at 1:30 p.m.

Also, Chair Padgett encouraged attendance at the Legislative Reception on February 15 at the Palmetto Club in Columbia.

Trustee Dwight Johnson made the motion, seconded by Trustee Joe Thompson, to adjourn the meeting at 6:10 p.m. All in favor.