

(Approved at January 18, 2013 Board of Trustees Meeting)

**COLLEGE OF CHARLESTON
BOARD OF TRUSTEES
MINUTES
OF
Special Board of Trustees Meeting**

**Friday, November 30, 2012
Randolph Hall Boardroom**

Board members present: Trustees Greg Padgett (chair), Don Belk, Cherry Daniel, Jimmy Hightower, Dwight Johnson, Lee Mikell and Dan Ravenel

Participants by conference call: Trustees Philip Bell, John Busch, Demetria Clemons, Frank Gadsden, Marie Land, Larry Miller, Annaliza Moorhead, Toya Pound, Jeff Schilz and John Wood

Board members absent: Trustee Joe Thompson

Others Present: President George Benson; Chuck Baker, President, Alumni Association; Kathryn Bender, Senior VP for Legal Affairs; Tom Hallberg, Cougar Club Board; Mike Haskins, Executive VP for External Relations; Jordan Hensley, Secretary, Student Government Association; Shirley Hinson, Director of Government Relations; Jack Huguley, Director of Alumni Relations; Joe Hull, Director of Athletics; George Hynd, Executive VP for Academic Affairs/Provost; Sharon Kingman, President, Foundation Board; Bobby Marlowe, Senior VP, Economic Development; Brian McGee, Chief of Staff and Senior Policy Advisor; Ron Menchaca, Director of Executive Communications; Marlene Navor, Director, Athletics Communications; Steve Osborne, Executive VP for Business Affairs; Paul Verrecchia, Assistant VP/Chief of Police; George Watt, Executive VP for Institutional Advancement; and Victor Wilson, Senior VP for Student Affairs; Tomi Youngblood, Cougar Club Board; Elizabeth Kassebaum, Executive Secretary to the Board of Trustees; and Betty Craig, recording secretary. Mike Robertson of the Office of Media and Communications and the following news media attended the meeting: Andrew Miller, Post & Courier; Kevin Bilodeau, Live 5 News; Cory Zalewski, Live 5 News; Nicole Johnson, Live 5 News; Gary Kilough, Live 5 News; Scott Eisberg, ABC News 4; and Chopper Johnson, CisternYard News.

Chair Padgett called the meeting to order at 2:10 p.m. after noting that the meeting notice has been posted and the press notified as required by the S. C. Freedom of Information Act.

He welcomed everyone attending this special meeting.

Also, Chair Padgett reminded everyone to turn off all personal electronic devices.

Welcome and Introductions:

In an effort to make the conference call participants aware of other Board and staff members present in the Boardroom, Chair Padgett welcomed each Board and staff member present by name.

And finally, he welcomed the news media to the meeting. Their names are noted above in the list of attendees.

Athletic Conference Affiliation:

Chair Padgett reminded the Board that at the last Board of Trustees meeting on October 19, the Board voted to have President George Benson and Athletic Director Joe Hull negotiate with the Colonial Athletic Association. This meeting is an opportunity to discuss terms and conditions of the contract that was sent to the Board yesterday.

First, President Benson presented his President's Report.

President's Report:

"Good afternoon. It's good to be with you today.

I want to begin by thanking the Board members, students, faculty, staff, alumni, volunteer leaders, administrators, and other guests who are attending this meeting, which has been called on very short notice.

For many of you, attending this meeting involved some difficult changes in your schedules, and I appreciate all that you did to be here, whether you are physically in this room or on the phone.

We are here today because the world of intercollegiate athletics is in a state of flux. We are now at a point where in my opinion the College of Charleston should make a final determination about our future athletic conference affiliation. This meeting has been called by our Board leadership to move us forward on this important question for the future of the College.

At the October meeting of the Board of Trustees, Athletic Director Joe Hull and I were directed to enter into negotiations with the Colonial Athletic Association to see if a suitable contract for affiliation with the Colonial could be created. We have a contract to present to you today, which we will be reviewing in a few minutes, during the Board's executive session.

Before we do so, I want to express my appreciation for all those who have worked to review the College's options for conference affiliation.

The Board's elected leadership, the Board's athletic committee, Joe Hull and his team in the Department of Athletics, every member of the College's Executive Team, numerous members of our administrative staff, the College of Charleston Foundation, the Alumni Association, the Cougar Club, the Student Government Association, and many other members of our College of Charleston community have devoted significant time and attention to this issue.

We have now spent almost seven months studying the College's potential affiliation with the Colonial Athletic Association. Our process was exceptionally thorough, careful, and data-driven. Our due diligence has gone far beyond what was done prior to the College's last conference decision, in 1996, as some members of the Board of Trustees will recall.

I also want to express appreciation for our collegial discussions with the members of the Colonial Athletic Association negotiating team: Colonial Commissioner Tom Yeager; Gary

Miller, Chancellor of UNC Wilmington and Chair of the Colonial's Council of Presidents; Jimmy Bass, the UNCW Athletic Director; and Max Allen, the Chief of Staff at UNCW.

The Colonial's Council of Presidents moved quickly and decisively when the results of our negotiations were brought to them earlier this month. I would like to thank all the Colonial institutions and their presidents and chancellors for their time and attention to this matter.

The presidents I have spoken to are all excited that we are interested in joining the Colonial.

Finally, I want to thank our friends and colleagues in the Southern Conference for their patience over the last nine months. We have the highest regard for the institutions of the SoCon, and we owe them closure on this issue.

I look forward to our discussions today.”

Chair Padgett thanked President Benson for his report and called for a motion to go into Executive Session.

Executive Session:

The motion was made by Trustee Dwight Johnson, and seconded by Trustee Dan Ravenel, to go into Executive Session at 2:15 p.m. to discuss negotiations incident to proposed athletic conference contractual arrangements. All in favor.

First, Chair Padgett asked the following staff members, in addition to the President, to remain and attend the Executive Session: Mike Haskins, George Hynd, Steve Osborne, George Watt, Joe Hull, Victor Wilson, Betty Craig, Elizabeth Kassebaum, Kathryn Bender, and Brian McGee. All other attendees left the Boardroom.

Following the discussion, the motion was made by Trustee Dwight Johnson, and seconded by Trustee Lee Mikell, to come out of Executive Session at 3:15 p.m. All in favor.

[Regular session resumed, and the news media returned to the Boardroom at 3:15 p.m.]

Chair Padgett noted for the record that no action was taken during Executive Session and encouraged further Board Member discussion regarding the Conference Affiliation decision. A discussion ensued noting that a number of institutions are considering changing Conference Affiliation due to a variety of issues affecting College Athletics, including television contracts, especially for those institutions with varsity football programs. It was further noted that East Carolina announced earlier this week that they had accepted a formal invitation to join the Big East Conference as a football only member starting with the 2014 season. Further, it was noted that East Carolina's next step would be to decide the future Conference Affiliation for their 18 remaining varsity sports, including baseball, and the CAA is under consideration. Finally, Dwight Johnson speculated that the changing Conference circumstances and stressors in today's intercollegiate athletics landscape will affect all institutions for many years to come.

Trustee Dan Ravenel made the motion to adopt the following Resolution on Sports Conference Affiliation (copy distributed to all Board members). Trustee Ravenel read the resolution as presented below:

**COLLEGE OF CHARLESTON
RESOLUTION OF THE BOARD OF TRUSTEES
ON
SPORTS CONFERENCE AFFILIATION**

November 30, 2012

WHEREAS, the College of Charleston (hereafter, “the College”) is currently a member of the Southern Conference;

WHEREAS, as authorized by the Board of Trustees on October 19, 2012, the College of Charleston has negotiated with the Colonial Athletic Association (hereafter, “CAA”) for the purpose of pursuing a suitable Contract resulting in the affiliation of the College with the CAA; and

WHEREAS, the negotiated contract has been brought to the full Board for approval;
Now Therefore, Be It –

RESOLVED, that the Board of Trustees hereby approves the Contract negotiated by the President and the Athletic Director with the CAA and hereby authorizes and empowers the President and the Athletic Director to execute the Contract and to pay such costs and incur such obligations as may be reasonably necessary to finalize the affiliation of the College with the CAA;

RESOLVED, following execution of such agreements with CAA as may be necessary and appropriate to finalize the affiliation of the College with the CAA, the President is also empowered and authorized to terminate the College’s affiliation with the Southern Conference and to cause to be paid to the Southern Conference such exit fees as may be applicable and to forego, as appropriate, such share or shares of surplus revenue from the Southern Conference as the College may otherwise be entitled to if it had remained a member of the Southern Conference; and

RESOLVED, that the President and senior management of the College may do all things reasonably necessary and appropriate to implement this Resolution.

Trustee Dwight Johnson seconded the motion and Chair Padgett proceeded with a discussion of the Resolution which would approve the Contract negotiated by the President and the Athletic Director with the CAA and authorize and empower the President and the Athletic Director to execute the contract and to pay such costs and incur such obligations as may be reasonably necessary to finalize the affiliation of the College with the CAA.

Chair Padgett thanked the Administration and the Athletics Committee for preparing the document titled “Analysis of Conference Affiliation” which provided information regarding the College’s conference options. He announced that supplemental pages have been added as an addenda to page 25 of this document, and those pages are now included in the Board’s permanent records.

Also, Chair Padgett expressed his appreciation for the due diligence of our Board members, who have provided a careful and thoughtful review of all the materials provided by the administration.

And finally, Chair Padgett stated that “Now is the time to make the decision to join the Colonial Athletic Association.”

Following the discussion, Trustee Dan Ravenel made the motion, seconded by Trustee Lee Mikell, to call the question.

Chair Padgett noted that the “call the question” motion is not debatable and proceeded to a vote on the motion. **The Chair called for the yeas and nays, and the motion to “call the question” was unanimously approved by voice vote.**

Next, Chair Padgett moved ahead to a vote on the Resolution titled “Sports Conference Affiliation” as presented above. **The Chair called for the yeas and nays, and the Resolution as presented was unanimously approved by voice vote.**

Following the vote, Board Member Jeff Schilz asked that it be noted for the record that Joe Hull, Athletic Director, confirmed that the Athletics Department Administration will financially support College of Charleston Coaches/ Student Athletes as they take on the challenges associated with the move to the Colonial Athletic Association as noted in the Supplement, “College of Charleston Projected Revenue to Support Department Budget.” (The document is attached as the last page of these Meeting Minutes.) This Supplement supports the document, “Analysis of Conference Affiliation – Southern Conference vs. Colonial Conference” dated 9/21/12, on page 25.

Trustee Dwight Johnson made the motion, seconded by Trustee Dan Ravenel, to adjourn the Board Meeting at 3:25 p.m. All in favor.

College of Charleston Projected Revenue to Support Department Budget*

	<u>2013-14</u>	<u>2014-15</u>	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>
Prior Year Projected Athletic Revenues	\$13,820,000	\$14,970,000	\$15,820,000	\$16,720,000	\$17,890,000
Projected Athletic Revenues	\$14,970,000	\$15,820,000	\$16,720,000	\$17,890,000	\$19,210,000
Revenue Increase	\$1,150,000	\$850,000	\$900,000	\$1,170,000	\$1,320,000
Projected Increase Based On:					
Athletic Fees	\$1,050,000	\$570,000	\$600,000	\$630,000	\$660,000
Ticket Revenue	\$15,000	\$50,000	\$50,000	\$0	\$160,000
Private Donations	\$0	\$80,000	\$100,000	\$165,000	\$0
Colonial Equity Share	<u>\$85,000</u>	<u>\$150,000</u>	<u>\$150,000</u>	<u>\$375,000</u>	<u>\$500,000</u>
Total	\$1,150,000	\$850,000	\$900,000	\$1,170,000	\$1,320,000
 Total Expenses	 \$14,847,105	 \$15,432,069	 \$16,192,522	 \$16,890,998	 \$17,729,398
 Net Income	 \$122,895	 \$387,931	 \$527,478	 \$999,002	 \$1,480,602
	Minus Win Share	\$327,931	\$467,478	\$699,002	\$1,060,602

*Supplement to support document to "Analysis of Conference Affiliation - Southern Conference vs. Colonial Conference" dated 9/21/2012, page 25

