

MINUTES
MEDICAL UNIVERSITY OF SOUTH CAROLINA
BOARD OF TRUSTEES SPECIAL CALLED MEETING
April 17, 2014
4:00 p.m.

The Board of Trustees of the Medical University of South Carolina convened Thursday, April 17, 2014, via conference call with the following members present: Thomas L. Stephenson, Esquire, Chairman; Dr. James E. Wiseman, Jr., Vice Chairman; Dr. Stanley C. Baker, Jr.; The Honorable James A. Battle; Mr. William H. Bingham, Sr.; Mr. William B. Hewitt; Dr. Harold W. Jablon; Dr. Donald R. Johnson II; Ms. Barbara Johnson-Williams; Dr. Ragin C. Monteith; Dr. E. Conyers O'Bryan, Jr.; Dr. Thomas C. Rowland, Jr.; Mr. Charles W. Schulze; Dr. G. Murrell Smith, Sr.; Mr. Michael E. Stavrinakis; Dr. Charles B. Thomas, Jr. Absent: The Honorable Robin M. Tallon

The following administrative officials were present in the Colcock Hall Conference Room: Dr. Mark Sothmann, Interim President and Vice President for Academic Affairs and Provost; Ms. Lisa Montgomery, Executive Vice President for Finance and Operations; Ms. Annette Drachman, General Counsel.

Also attending: Mr. Dwight Drake, Partner with Nelson, Mullins, Riley & Scarborough; Ms. Heather Woolwine, MUSC Public Relations; Ms. Lauren Sasser, *The Post and Courier*; Mr. Chris McCandlish, *Charleston Regional Business Journal*.

There being a quorum present, Chairman Stephenson called the meeting to order and Ms. Celeste Jordan called the roll. The notice of the meeting had been posted and the press notified as required by the Freedom of Information Act.

Chairman Stephenson said the purpose of the meeting was to choose a replacement for President Greenberg. He talked about the voting procedure and stated that, as long as he has been on the board, the board has always voted by secret ballot. Previously, paper ballots were used for presidential elections going back to Presidents Jim Edwards and Ray Greenberg, as well as Board Chair and other officers of the board. To save money and to hold today's vote expeditiously, the board decided to have the vote by phone.

Chairman Stephenson outlined the process to be used. The board meeting will begin in open session; then go into executive session to discuss any concerns anyone might have about any of the candidates. No vote will be taken in executive session. The board will adjourn executive session back into public session. As with the previous Presidential elections, the Chairman will ask the internal auditors to gather the votes. Instead of collecting paper ballots, the auditors will record the vote by calling each board member and asking for their vote. The internal auditors will then report to Chairman Stephenson if a candidate has a majority vote and he will then report it to the board and take appropriate action. He re-emphasized there would be no votes in executive session and the vote will take place as described.

Before going into executive session, Chairman Stephenson took the opportunity to publicly thank the three candidates who participated in the process. He stated they were all excellent candidates and MUSC would be lucky to have any of the three as its President.

Chairman Stephenson announced that Mr. Dwight Drake, Partner with Nelson, Mullins, Riley & Scarborough, was on the phone call because there had been some question about whether the board was observing SC law by using the voting procedure as described. The Chairman engaged outside counsel to ensure that the board was acting legally and was so assured by Mr. Drake. If the board has any questions about the legality of the process, Mr. Drake will be on the phone with the board during executive session to answer any questions regarding the process.

Chairman Stephenson then asked for a motion to adjourn into executive session to discuss personnel and legal matters. A motion was made, seconded and voted to adjourn into executive session.

When the Board returned to open session, Trustee Bingham made the following motion: Regardless of the outcome of the election, the Board unanimously stands in total support of whoever wins the ballot as the next president of the Medical University of South Carolina. The motion was made, seconded and unanimously voted to approve the motion.

Trustee Bingham stated the following: "While I appreciate the Chairman's offer to the trustees to vote secretly, I am concerned that taking a secret ballot vote may be a direct violation or a violation of the intent of the SC Open Meetings Law and the Freedom of Information Act; therefore, I respectfully submit my vote for Dr. David Cole as the next President of the Medical University of South Carolina in the open without the privacy of a secret ballot."

At this point, all the board members, including Mr. Bingham, were contacted by Ms. Susan Barnhart and Ms. Jody O'Donnell, of the Internal Audit Department, to record the votes. It was noted that Trustee Tallon was out of the country and the board had allowed him to vote a paper ballot prior to his departure.

At the conclusion of the voting, Chairman Stephenson announced that Dr. David Cole received a majority vote of the board.

Board Action: Mr. Stephenson moved that the board unanimously support and vote for Dr. Cole as President of MUSC. A motion was made, seconded and unanimously voted to approve support and vote for Dr. David Cole as President of the Medical University of South Carolina.

The Chairman stated he will contact Dr. Cole and inform him of the board's invitation and to begin negotiating a contract. The contract will be brought to the board for approval, probably at the May meeting.

Mr. Chris McCandlish, reporter with the *Charleston Regional Business Journal*, asked why MUSC decided to vote confidentially and if the decision had anything to do with the College of Charleston situation with President-elect McConnell. The Chairman responded that it did not. Chairman Stephenson said he had been on the MUSC board for 16 years and the MUSC By-laws require secret ballot. Drs. Jim Edwards and Greenberg were elected by secret ballot. When the board votes for Chairman of the Board and other board officers that is done by secret ballot as well. Previously ballots were paper and this ballot was by telephone. Some boards vote publicly; however, many boards vote by secret ballot as MUSC has always done.

The notice to the faculty and staff will be sent out to notify them of the selection.

There being no further business, the meeting of the MUSC Board of Trustees was adjourned.

Respectfully submitted,


Celeste Jordan