

ADDENDUM
Monitoring Report Submitted by the University of South Carolina Columbia
to the Southern Association of Colleges and Schools Commission on Colleges
October 5, 2020

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September 24, 2020 [email correspondence](#) from the Office of the Board of Trustees to new Trustees Brian C. Harlan and Emma W. Morris

September 25, 2020 [notice](#) from the Office of the President to USC Columbia faculty and staff regarding USC Columbia's monitoring report and reaffirmation of accreditation

September 27, 2020 [notice](#) from the Office of the President to USC Columbia students regarding USC Columbia's monitoring report and reaffirmation of accreditation

October 9, 2020 [agenda](#) for meeting of the Board of Trustees

October 9, 2020 [agenda](#) for meeting of the Governance Committee

Biographical information regarding [Peter Eckel](#)

Biographical information regarding [Cathy Trower](#)

[Board Code of Conduct and Oath of Office](#)

[Board Policy BTRU 1.18](#) ("Conflicts of Interest and Commitment")

[Board Policy BTRU 1.19](#) ("Protecting the Institution from Undue Influence")

[Board Policy BTRU 3.01](#) ("Presidential Candidate Search Committee")

[Charters](#) adopted by Board committees on August 14, 2020

[Plan for continuing education of Trustees for 2020-21](#)

Recommendations received regarding Board Policy BTRU 3.01 ("Presidential Candidate Search Committee")

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[Recommendation from foundations associated with USC Columbia](#)

[Recommendation from Palmetto College](#)

[Recommendation from Palmetto College Columbia](#)

[Recommendation from the Staff Senate of USC Columbia](#)

[Recommendation from the Steering Committee of the USC Columbia Faculty Senate](#)

[Recommendation from the USC Columbia Alumni Association](#)

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[Recommendation from USC Salkehatchie](#)

[Recommendation from USC Sumter](#)

[Recommendation from USC Union](#)

[Revised orientation program for new Trustees](#)

Southern Association of Colleges and Schools Commission on Colleges [*Principles of Accreditation*](#)

“Transforming Board Governance for the University of South Carolina System: January 24, 2020 [Report from the Association of Governing Boards](#) of Universities and Colleges to the University of South Carolina System

[University of South Carolina Board of Trustees Bylaws](#)

[University of South Carolina SACSCOC Document Directory](#)

[Work Plan of the BOT Governance Committee for 2020-21 \(Updated\)](#)

Introduction

The University of South Carolina (“USC”) Columbia submitted a [monitoring report](#) to the Southern Association of Colleges and Schools Commission on Colleges (“SACSCOC”) on September 2, 2020. This addendum to USC Columbia’s monitoring report is intended to inform the SACSCOC Special Committee of developments and fulfillment of plans that have transpired since September 2, as the Special Committee prepares for video interviews with USC constituents on October 7-8, 2020.

USC’s September 2 monitoring report documents the University’s compliance with SACSCOC *Principles of Accreditation* Standard 4.2.c (CEO evaluation/selection) and Standard 4.2.f (External influence), both of which fall within the *Principles*’ [Section 4](#), which focuses on accreditation requirements for governing boards of colleges and universities.¹

This addendum addresses the following topics, some of which overlap in content and in application to USC Columbia’s September 2 monitoring report:

- Board Policy BTRU 3.01 (“Presidential Candidate Search Committee”)
- Orientation for New Trustees
- Continuing Education for Trustees
- January 2021 Retreat of the Board of Trustees
- Improvements to Committee Expertise, Management, and Operations
- Updates to the 2020-21 Work Plan of the Governance Committee
- Related Matters

Appendix A of this addendum contains supporting materials referenced in the text of this addendum.

USC Columbia again asserts that the University is in compliance with both SACSCOC Standard 4.2.c (CEO evaluation/selection) and Standard 4.2.f (External influence), as evidenced by the University’s monitoring report that was submitted to SACSCOC on September 2, 2020. This addendum to USC Columbia’s monitoring report demonstrates the University’s continued work over the last month to fulfill plans that were cited in the monitoring report, toward continual improvement of the governance of USC Columbia and the USC System.

Board Policy BTRU 3.01 (“Presidential Candidate Search Committee”)

USC Columbia’s September 2 monitoring report details [Board policy BTRU 3.01](#) (“Presidential Candidate Search Committee”) in reference to SACSCOC Standard 4.2.c (CEO evaluation/selection). BTRU 3.01 was adopted by the Board of Trustees on July 24, 2020 (see [agenda](#) and [minutes](#)).

¹ Throughout this report, references to SACSCOC standards cite the 2018 edition of [Principles of Accreditation: Foundation for Quality Enhancement](#) (adopted by SACSCOC in December of 2017 and effective on January 1, 2018).

The monitoring report notes that BTRU 3.01 (“Presidential Candidate Search Committee”) has generated discussion among USC System stakeholders, both as it was being considered by the Board and since its adoption on July 24. Some discussions took the form of objections, focused on the change in representation on the Search Committee, according to BTRU 3.01 versus former Bylaws. These objections were voiced exclusively by parties associated with USC Columbia. As Trustees adopted a policy that reflects the responsibility of the Board and the USC President to the entire USC System, representation on the Search Committee among USC System institutions other than USC Columbia increased while representation specific to USC Columbia decreased. (Note: That the Board of Trustees has focused on USC Columbia at the expense of other USC System institutions, in Board discussions and in its governing documents, was a specific criticism leveled against the Board by consultants from the Association of Governing Boards of Colleges and Universities [“AGB”] in January of 2020 [see pages 2, 3, 6, and 10-11].)

In an effort to demonstrate transparency and to offer stakeholders an opportunity to offer feedback regarding Board policy BTRU 3.01, the Governance Committee of the Board will consider recommendations for amending the policy. On August 18, 2020, newly elected Board Chair C. Dorn Smith III, MD [solicited](#) one-page memos regarding BTRU 3.01 from parties across the USC System. Board Chair Smith issued a [reminder](#) regarding this solicitation on September 23, 2020. Recommendation memos were due to the Board Office by September 30.

The Board received ten recommendation memos by September 30 from interested parties, including the following:

- 1) [Foundations associated with USC Columbia,](#)
- 2) [Palmetto College,](#)
- 3) [Palmetto College Columbia,](#)
- 4) [Staff Senate of USC Columbia,](#)
- 5) [Steering Committee of the USC Columbia Faculty Senate,](#)
- 6) [USC Columbia Alumni Association,](#)
- 7) [USC Lancaster,](#)
- 8) [USC Salkehatchie,](#)
- 9) [USC Sumter,](#) and
- 10) [USC Union.](#)

The Governance Committee will consider these memos, collectively. A presentation of these recommendations will be made to the Governance Committee at its [October 9 meeting](#), and more detailed discussions will take place at the committee’s December 15 meeting. The Governance Committee will consider each recommendation memo, along with the factors that must be balanced when enacting a presidential search, as it determines whether and how Board policy BTRU 3.01 should be revised.

Orientation for New Trustees

The University’s orientation programs for new Trustees were described in the September 2 monitoring report in reference to SACSCOC Standard 4.2.f (External influence), because

protecting the University System and the Board from undue external influence depends on Trustees' understanding of their fiduciary duties. As such, education of new Trustees upon their election or appointment is necessary to prepare new members of the Board to fulfill their legal, ethical, and mission-driven obligations. AGB's report for the USC System notes the importance of orientation programs for new Trustees repeatedly (see [pages](#) 3, 16, 17, 19, 26, 27, and 30).

The monitoring report describes further a slightly [revised orientation program](#) for new Trustees, to be enacted in October of 2020. On September 23, 2020, two new Trustees were [elected](#) by the South Carolina legislature to serve on the USC Board: Brian C. Harlan and Emma W. Morris.² [Orientation](#) for Trustees Harland and Morris has been scheduled for Wednesday, October 21. This orientation will follow the revised plan cited in the monitoring report. As the plan notes, the orientation program will be assessed through participants' completion of a [survey instrument](#). Survey results will inform the Governance Committee's future decisions regarding orientation programs.

Continuing Education for Trustees

Like the University's orientation programs for new Trustees, [new continuing education programs](#) for the Board were described in the September 2 monitoring report in reference to SACSCOC Standard 4.2.f (External influence), because protecting the University System and the Board from undue external influence depends on Trustees' understanding of their fiduciary duties.

The Board forecasted and enacted a new series of continuing education programs, as described in the monitoring report, to coincide with each full meeting of the Board of Trustees. The monitoring report notes further that the Board will improve the depth and interactivity of these programs in 2021, following a January 2021 retreat. The Board will introduce assessments of its continuing education programs as well.

The plan for continuing education that is described in the September 2 monitoring report lists October 9, 2020 as the next meeting of the full Board of Trustees when a continuing education lesson will be implemented. As the [agenda](#) for the full Board for October 9 demonstrates, the Board will review some interrelated Board policies and Bylaws, including the Board's [Code](#) of Conduct and Oath of Office, [Board policy BTRU 1.19](#) ("Protecting the Institution from External Influences"), and [Bylaws](#) and [policies](#) regarding conflicts of interest. General Counsel Terry Parham will lead this professional development lesson.

The Board will continue to enact its plan for continuing education during 2021, as outlined in the monitoring report and its evidentiary documents.

² AGB (see [page](#) 9) and other interested parties have criticized the Board of Trustees for its lack of demographic diversity, compared to South Carolina's population. Despite the fact that S.C. statute requires that both the legislature and the Governor, in electing Trustees or making Trustee appointments, "shall strive to assure that the membership of the board is representative of all citizens of the State of South Carolina" (see Sections 59-117-10 and 59-117-20), few women and non-White persons have been elected or appointed to serve on the Board. Election of Trustee Emma W. Morris increases the number of women on the Board from three to four.

January 2021 Retreat of the Board of Trustees

The Board of Trustees will enter its next phase of improvements to its governance policies and practices, beginning with its January 2021 retreat. The retreat is also an important part of the Board's [plan](#) for continuing education for Trustees. The Board will dedicate substantial time and discussion to complex topics outlined within the Governance Committee's [work plan](#) for 2020-21 at the January 2021 retreat.

Board Chair C. Dorn Smith III, MD and Vice Chair Thad H. Westbrook are in discussions with [Peter Eckel](#) of the University of Pennsylvania's Graduate School of Education and [Cathy Trower](#) of Trower & Trower consultants about Eckel and Trower's participating in the development of the agenda for the Board's January 2021 retreat (and then facilitating the retreat itself). Chair Smith and Vice Chair Westbrook discussed plans for the retreat during a video meeting with Eckel on September 28, 2020. Chair Smith and Vice Chair Westbrooks will continue discussions with Eckel and Trower on October 6, 2020.

Among the topics that Chair Smith and Vice Chair Westbrook have noted for potential exploration at the January 2021 retreat, pending further discussion with Eckel, Trower, and the Governance Committee, are the following:

- Shared governance: AGB's assessment of the USC System and the USC Board of Trustees noted that the topic of shared governance merits increased focus on the part of the Board (see [pages](#) 1, 5, 6, 8, 22, 28, and 30). The retreat offers substantial blocks of time for the Board to address this complex topic with faculty representatives from across the USC System.
- Communication protocols: This topic includes matters related to communication between/among Trustees—along with Trustees' communications with administrators, stakeholders, and the public. Associated issues include confidentiality, contact with the press, social media standards, and whether or not a Board policy regarding these topics is advisable or necessary.
- Leadership development and succession planning: Sound practice among governance organizations includes developing means by which members may improve their leadership skills and strive for leadership roles within the organization. Similarly, functional organizations must plan for leadership succession for orderly governance. (See, for example, the March/April 2015 [article](#) from AGB's *Trusteeship*, "Creating a Cadre of Leaders on College and University Boards.")

Note that the above three items are listed within the Governance Committee's [work plan](#) for 2020-21.

As the [agenda](#) for the October 9 meeting of the Governance Committee demonstrates, the committee will discuss preliminary plans for the 2021 retreat at its next meeting; and Chair Smith and Vice Chair Westbrook will seek feedback from committee members as to other, potential topics for exploration at the retreat.

Improvements to Committee Expertise, Management, and Operations

The Board's new committee structure took effect on August 14, 2020. The roles of new committees are described in [Bylaws](#) and [charters](#).

With an email sent to Chairs of Board committees on August 31, 2020, Chair Smith and Vice Chair Westbrook asked committee Chairs to begin work to define further the committees' roles, to formalize management of committee duties, and to introduce additional expertise to committees' memberships as necessary and desired.

Committee Chairs were asked to revise their initial [charters](#), pending discussions among their committees' respective members. This process will enable committees to devise their roles and future areas of focus, within the parameters set in Bylaws.

Committee Chairs were asked also to adopt and implement matrices for tracking completion of committees' duties on a regular basis.

Lastly, Committee Chairs were reminded of new language in [Bylaws](#) that became effective on August 14, 2020, providing that "[s]tanding committees may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve on such standing committee with full right to participate in committee discussion but without the right to vote" (see Section 1.F of Article VII). Doing so will enable committees to recruit needed, strategic advice and to introduce a variety of professional expertise to the Board's work, as recommended by AGB [see [pages](#) 9-10].)

The [agenda](#) for the October 9 meeting of the Governance Committee demonstrates that committee Chairs (each of whom is a member of the Governance Committee) will discuss these improvements to committee management.

Updates to the 2020-21 Work Plan of the Governance Committee

The Governance Committee forecasted numerous assessments and revisions to governance policies and practices in a 2020-21 [work plan](#) that was cited repeatedly in USC Columbia's September 2 monitoring report. This work plan is not static; plans for continuing the Board's work have been enacted over the last month, as the text above demonstrates, and the work plan has been updated since September 2.

The Governance Committee has begun work to set a calendar for the projects forecasted in the 2020-21 work plan. Establishing a calendar for future work enables the Governance Committee to anticipate future agenda items and to allocate personnel resources for necessary assessment and revisions. (See the [last two pages](#) of the updated work plan.)

The [agenda](#) for the October 9 meeting of the Governance Committee documents the committee's continued focus on its plan for work.

Related Matters

Transparency

Both USC's monitoring report and its compliance report for reaffirmation of accreditation were due to SACSCOC on September 8, 2020. USC Columbia considers informing faculty, staff, and students of matters related to accreditation to be sound practice.

As such, USC Columbia has [posted](#) its monitoring report and its compliance report for reaffirmation of accreditation for inspection by USC stakeholders and the public. In a further effort to be transparent regarding accreditation and the controversies of July of 2019 (which were reported widely by the local, state, and national press—often noting accreditation-related issues), the Office of the President disseminated [notices](#) to USC Columbia faculty and staff regarding SACSCOC accreditation on September 25, 2020. A similar [notice](#) was sent to USC Columbia students on September 27, 2020 (in a digest of University news intended to collect weekly updates in a single email so as not to bombard students with multiple communications throughout the week).

USC Columbia's leadership believes firmly that transparent communications to constituencies regarding accreditation promote understanding of the role of SACSCOC at the University.

Engaging the Higher Education Community

Representatives from both AGB and SACSCOC have approached USC Columbia's leadership with invitations to deliver informational sessions to the higher education community regarding USC Columbia's recent governance revisions.

USC Columbia's administration and Board of Trustees will consider these invitations carefully. Informing other governing boards, board professionals, chief executives, chief academic officers, and accreditation liaisons about the challenges that the University faced in 2019 (which are widely known by leaders in higher education, anecdotal evidence suggests) may provide models for enacting assessments and revisions at the board level. Furthermore, USC Columbia's application of governance revisions to accreditation may be informative for other colleges and universities.

Conclusion

Since USC Columbia submitted its [monitoring report](#) to SACSCOC on September 2, 2020, the developments recorded in this addendum demonstrate the University's continued efforts to fulfill the plans cited in its monitoring report. These efforts will continue, as the Board's Governance Committee has forecasted in a [work plan](#), through the end of 2021. The Board of Trustees will then develop a refreshed plan for action, in the spirit of continual improvement.

Although the developments captured in this addendum are not monumental, they nevertheless portray the intent of the University and the Board of Trustees to enact plans and fulfill promises.

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As such, this addendum is evidence of work completed over just one month in furtherance of the reforms cited in USC's September 2 monitoring report. USC Columbia submits this addendum to promote transparency and to document that reforms did not cease upon the University's completion and submittal of its monitoring report.

USC Columbia again asserts that the University is in compliance with both SACSCOC Standard 4.2.c (CEO evaluation/selection) and Standard 4.2.f (External influence), as evidenced by the University's monitoring report that was submitted to SACSCOC on September 2, 2020.

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Appendix A: Supporting Materials

Creating a Cadre of Leaders on College and University Boards

By E.B. Wilson // Volume 23, Number 2 // March/April 2015

Many members of college and university boards may believe that the careful management of the composition of a board will ultimately determine the success of its governance performance. That may be considered a truth in some quarters and suggests a relatively easy path to helping boards manage the transformative changes that are accelerating across higher education.

Yet while the process of thoughtfully determining who will sit around the board table is a mandatory first step for successful board functioning, it is not enough. The board must also carefully create several board policies and practices that systematically identify, select, train, and assess the performance of current and future board leaders.

The fact is that volunteer boards that do not reform their governance practices and earn their roles as institutional leaders will find themselves to be irrelevant to the strategic future of the college or university.

Boards may want to follow these 10 steps to build the necessary policies and practices for successful board governance over the long haul:

Step 1

Develop a board leadership plan that covers the next three to five years. This is a core best practice, along with such other needs as creation of an institutional strategic plan. The process begins by having the governance committee ask its members, as a top priority, to begin to match the current known and expected demands on the board's leaders with people now on the board or with potential additions to the board. Some boards may chose a different committee or person to conduct the same leadership assessment, but the governance committee is often the most attractive option.

The plan that emerges will almost always be imperfect because of the surprises and unknowns that future developments will pose for the leadership team. Priorities are constantly competing, and boards may experience real or perceived distractions that cause them to stray from their central objectives.

For example, a board may be focused on planning a major fundraising campaign and lining up a new board member or two with experience in nonprofit fundraising. But it may then find itself instead spending considerable time dealing with unexpected reductions in state or federal support.

Even given such distractions, however, and recognizing that they deserve the energy of highly experienced trustees, starting the leadership-planning process is essential. It conditions the board to allocate time to look ahead and reach at least preliminary conclusions about future requirements for board leaders.

Step 2

Clearly identify a core number of leadership positions. The structure of most boards includes several of those positions. Although public boards are typically smaller, independent institutions can have as many as 20 to 25 leadership positions when the board chair, vice chair, and chair and vice chair positions for standing and ad hoc committees are considered. Those are the positions for which individual trustees may develop and demonstrate leadership skills.

Step 3

Create written performance criteria. Those criteria should be for each of the core leadership positions, in line with development of a board culture that embraces and promotes the principle of accountability for performance. The general board membership should discuss and approve the performance criteria, so that all trustees understand that the board has a thought-out process for defining and responding to its workload and leadership challenges.

Step 4

Consciously work to attract and recruit trustees with the potential to become board leaders. Being a successful corporate leader does not automatically translate to being an effective board leader. Generous philanthropy signals support for and devotion to the institution, but it does not guarantee that a generous donor will also meet the criteria needed to fill leadership positions on the board. Tenure as a trustee is important, but by itself does not forecast leadership potential.

As recommended above, developing a plan and then specifying leadership positions and the performance criteria for them should help the board anticipate its needs and allow it to seek out new trustees with the particular skills required. That includes being clear that new board members must have the personal and professional time available for board work, be dedicated to the historical values of the institution, and demonstrate a flexible spirit of inquiry that indicates their willingness to accept new governance responsibilities over time.

The potential recruits must also display a personal code of conduct that indicates ability to organize work and to attract loyalty from the people with whom they work closely, such as on committees or subcommittees. Rather than telling new board members that they may be tapped for leadership positions in the future, it is best just to include the general leadership criteria within the statement of traits sought for all board candidates.

Step 5

Establish a leadership pool. Once you have recruited talented new board members, you should identify a list of experienced trustees who are well-suited to filling the designated leadership positions. Using the written performance expectations for each leadership position should lead to identifying which trustees can be considered as present and future candidates for the most responsible positions on the board.

Every board structure contains leadership positions that offer opportunities to measure performance. Begin the process for identifying a new board member by naming him or her as a vice chair of a committee, then advance him or her to chair a committee—perhaps one that is governed by a new and different mission. You can also make him or her an ad hoc committee chair as yet another way of growing and measuring leadership potential.

Or, to determine a new chair, you can develop a pool of tested board members in the position of board vice chair. Tenure for the position is short, so more than one person would be in that pool, giving the board the opportunity to make an ultimate election of the board chair from among a diverse number of members.

This process allows the board to assess the performance of new board members within the pool of potential leaders because they are assigned to specific leadership positions over time. The practice also gives top board leaders the ability to move individuals around to handle a variety of responsibilities and allows them to match the talents and experience of people with the evolving demands of specific leadership posts.

Step 6

Do not rely on unspoken but commonly used practices for advancing particular trustees to leadership posts. It bears repeating: Many boards use long service on a board or a generous level of financial support as de facto criteria for naming particular trustees to these positions. Develop alternative types of recognition and rewards that honor these important attributes, but do not consider them as automatic indicators of leadership potential.

Avoid establishing set lines of succession. That takes into account the reality that the performance criteria discussed earlier commonly demand new and different talents and experience as board work evolves over time. Boards need the flexibility to acknowledge that a given trustee might well have been perfect for a leadership position a few years ago, but that, given the demands of that position now, it might not be a good match—or in the best interests of the individual trustee or the board as a whole.

Step 7

Design a leadership-selection process that is confidential but that also is guided by principles of openness, inclusivity, and transparency. These are not contradictory principles. Specific, individual names must be protected by confidentiality rules so as to not develop a culture of winners and losers. But the board's constituents must also know that a working process is in place that is open, inclusive, and transparent. That process will demonstrate to board members and to the institution that the board does not make leadership decisions in a proverbial smoke-filled room.

At the same time, however, board leaders should stress that they are trying to train people for particular responsibilities over time and are attempting to match trustees' talents with the needs of specific committee positions in an environment of rapid change. That, of course, requires that board leaders do everything possible to foster trust among board members by clearly outlining the responsibilities, expertise, and time commitments required by particular committee assignments.

Step 8

Regularly assess the performance of the people in leadership roles. The practice of performance assessment applies to all board members, but building a pool of leadership talent carries with it the urgent and special requirement that those in leadership positions be regularly assessed. Flexibility is again the rule; therefore, the timing of leadership assessments should reflect the need to develop a matrix of demonstrated performances: proven individuals separated from those who require additional experience.

Existing selfassessment surveys can be customized to create a database of information reflecting board leaders' assessments of their own success in meeting performance expectations. Board decision makers can then add their own assessments of individual leaders to this database—thus helping them engage in conversations with individuals and making decisions about whether to shift leaders around, including asking some trustees to shoulder additional or fewer responsibilities. Over time, this database will provide a wealth of information about the board's leaders.

Step 9

Assign leadership mentors. This is a sensitive task because some boards don't have a history of strong leadership that has produced a pool of people who can be effective mentors. In many instances, it will be the members of the governance committee who can best recognize emerging board leaders and help them develop. Whatever the current culture of the board, it is important to add this level of support for those who are beginning to serve as committee chairs or vice chairs or in other board positions of responsibility.

Step 10

Determine who is specifically responsible for the process of building the board's leadership cadre. Once begun, the process is not onerous in terms of time. But making the decision to add vitality and long-range planning to leadership selection—and making it a known and consequential board commitment—requires that the responsibility be delegated to the governance committee or a similar panel, depending on how the board is structured.

The membership of this committee can be distinctly shaped so that the responsibility for leadership development can be fulfilled. Many governance committees choose to charge a subcommittee with the responsibility for meeting leadership-development demands. Such a subcommittee might add members—emeritus trustees, for example—to strengthen the subcommittee's ability to perform its mission. Whatever the organizational solution, those responsible for the design and execution of the leadership program must fully understand that the quality of the board's leadership development ranks high among the factors that will ultimately underwrite the board's success.

Following the steps that I've outlined will build the strength of the board today and in the future. The steps may require, as I've noted, rejection of historic practices or board cultures that embody an "old boy" network. Instead, the steps focus on the professional identification, training, assessment, and promotion of a cadre of current and future leaders. By following them, a board can go a long way toward consistent, high-performing leadership as it also advances the vital process of institutional transformation.

[Board Roles And Responsibilities](#)[Board Structure And Culture](#)[Leadership](#)

RECENT POSTS

[AGB Opens Registration for Three Flagship 2021 Conferences](#)[Board Professional Membership Navigator](#)[Setting the Strategic Agenda—Foundation Boards: A Pragmatic Approach](#)[Doing the Deal: Higher Ed Merger/Affiliation Strategies for Small to Mid-Size Colleges and Universities](#)[AGB Justice, Diversity, Equity, and Inclusion Initiative](#)

University of South Carolina
BOARD OF TRUSTEES

Board of Trustees – Called Meeting

10:15 a.m. Friday, July 24, 2020
By Microsoft Teams/Teleconference
Anchored from Osborne Administration Room 206B

Open Session

- I. Call to Order
- II. Approval of Minutes
 - A. Board of Trustees, October 11, 2019
 - B. Executive and Governance Committee, Called Meeting, December 10, 2019
 - C. Board of Trustees, December 17, 2019
 - D. Executive and Governance Committee, February 21, 2020
 - E. Board of Trustees, February 21, 2020
 - F. Ad Hoc Advisory Committee on Governance, March 10, 2020
 - G. Student and System Affairs Committee, April 24, 2020
 - H. Ad Hoc Advisory Committee on Governance, April 28, 2020
 - I. Ad Hoc Advisory Committee on Governance, May 13, 2020
 - J. Ad Hoc Advisory Committee on Governance, May 27, 2020
- III. Executive and Governance Committee Report, July 24, 2020
 - 1. Board of Trustees Bylaws Revisions
 - a. Presidential Candidate Search Committee
 - b. Fiduciary Duties of Trustees
 - 2. Board of Trustees Policies
 - a. BTRU 3.01 – Presidential Candidate Search Committee
 - b. BTRU 3.02 – Fiduciary Duties of Trustees

- 3. Affiliation Agreements – USC Support Foundations
- IV. Board of Trustees Bylaws Amendments (Second Reading)
- V. Adjournment

University of South Carolina
BOARD OF TRUSTEES

Board of Trustees – Called Meeting

July 24, 2020

The University of South Carolina Board of Trustees met in a called meeting at 10:18 a.m. on Friday, July 24, 2020, by Microsoft Teams video and teleconference, hosted from Room 206-B in the Osborne Administration Building.

Members participating by video and teleconference were Mr. John C. von Lehe Jr., Chair; Mr. C. Dan Adams; Mr. Chuck Allen; Mr. J. Egerton Burroughs; Mr. Alex English; Dr. C. Edward Floyd; Mr. Richard A. Jones Jr.; Mr. Toney J. Lister; Mr. Miles Loadholt; Ms. Leah B. Moody; Ms. Rose Buyck Newton; Mr. Robin D. Roberts; Dr. C. Dorn Smith III; Ms. Molly Spearman; Mr. Eugene P. Warr; Mr. Thad H. Westbrook; Mr. Mack I. Whittle Jr.; and Mr. Charles H. Williams.

Also participating by video and teleconference were USC Columbia Faculty Senate Chair Mark Cooper, USC Columbia Student Government President Issy Rushton, and Board of Trustees Strategic Advisor David Seaton.

Others participating in person were President Robert L. Caslen Jr; Secretary J. Cantey Heath Jr; Trustee Dr. C. Dorn Smith III; Presidential Faculty Fellow and Executive Assistant to the President Susan Bon; Board of Trustees Governance Consultant Cameron Howell; and Board staff members Delphine Bigony and Terri Saxon.

Others participating by video and teleconference were Vice President for Human Resources Caroline Agardy; President's Chief of Staff Mark Bieger; President and Chief Executive Officer, USC Foundations Jason Caskey; Executive Director for Strategic Initiatives Jack Claypoole; USC Upstate Chancellor J. Derham Cole Jr.; Chief Audit Executive Pamela Dunleavy; Chancellor, Palmetto College Chancellor Susan Elkins; Interim Vice President for Development and Alumni Relations William Elliott; Associate Vice President for Finance and Budget, University Budget Office Kelly Epting; Vice President for Information Technology and Chief Information Officer Doug Foster; University Architect, Associate Vice President of Facilities Planning, Design and Construction Derek S. Gruner, School of Music Dean Tayloe Harding; Chief Executive Officer, My Carolina Alumni Association Wes Hickman; USC Aiken Chancellor Sandra Jordan; Assistant to the President for System Affairs Eddie King; Executive Director of Economic Engagement William Kirkland; Executive Communications Director Sally McKay; Director of Government Relations Derrick Meggie; Vice President for Research Dr. Prakash Nagarkatti; USC Beaufort

Chancellor Al Panu; General Counsel Walter “Terry” H. Parham; College of Education Dean Jon Pedersen; Chief Operating Officer Jeff Perkins; Vice President for Student Affairs and Vice Provost, Dean of Students Dr. Dennis Pruitt; Executive Assistant to the President, Equal Opportunity Programs Cliff Scott; Special Assistant to the President James Smith; Assistant Vice President for Administrative Operations and Chief of Staff Division of Administration and Finance Joe Sobieralski; Athletics Director Ray Tanner; Executive Vice President for Academic Affairs and Provost William “Bill” F. Tate; Vice President for Communications Larry Thomas; Executive Vice President for Administration and CFO Ed Walton; Public Relations Strategist, and Communications and Public Affairs Dana Woodward.

OPEN SESSION

I. Call to Order

Chair von Lehe called the meeting to order, welcomed those in attendance, and asked everyone in the room to introduce themselves. Secretary Heath confirmed those participating by video and teleconference. Ms. Woodward introduced members of the media participating by telephone as follows: Mr. Lucas Daprile with *The State*, Ms. Jessica Holdman with the *Post and Courier*, Josh Kendall from *The Athletic*, and Erin Slowey with *The Daily Gamecock*.

Chair von Lehe stated notice of the meeting had been posted and the press notified as required by the Freedom of Information Act; the agenda and supporting materials had been circulated; and a quorum was present to conduct business.

Chair von Lehe welcomed two new Board members Robin Roberts and Alex English.

II. Approval of Minutes

Chair von Lehe presented the following minutes that have been finalized and are presented for approval.

- A. Board of Trustees, October 11, 2019
- B. Executive and Governance Committee, Called Meeting, December 10, 2019
- C. Board of Trustees, December 17, 2019
- D. Executive and Governance Committee, February 21, 2020
- E. Board of Trustees, February 21, 2020
- F. Ad Hoc Advisory Committee on Governance, March 10, 2020
- G. Student and System Affairs Committee, April 24, 2020
- H. Ad Hoc Advisory Committee on Governance, April 28, 2020
- I. Ad Hoc Advisory Committee on Governance, May 13, 2020
- J. Ad Hoc Advisory Committee on Governance, May 27, 2020

Chair von Lehe stated there were no additions, deletions, or corrections and these minutes stand

approved as provided for review on the Board Portal.

III. Executive and Governance Committee Report, July 24, 2020

Chair von Lehe said the Executive and Governance Committee met this morning at which time two proposed Board of Trustees Bylaws revisions, two Board of Trustees Policies, and three USC Foundation Affiliation Agreements were discussed and recommended for approval by the Board as follows:

1. Board of Trustees Bylaws Revisions

a. Presidential Candidate Search Committee

On behalf of the Executive and Governance Committee, Chairman von Lehe moved approval of the Board of Trustees Bylaws Revisions related to the Presidential Candidate Search Committee. There being no further discussion the vote was taken, and the motion carried.

b. Fiduciary Duties of Trustees

On behalf of the Executive and Governance Committee, Chairman von Lehe moved approval of the Board of Trustees Bylaws Revisions related to Fiduciary Duties of Trustees. There being no further discussion the vote was taken, and the motion carried.

2. Board of Trustees Policies

a. BTRU 3.01 – Presidential Candidate Search Committee

On behalf of the Executive and Governance Committee, Chairman von Lehe moved approval of the BTRU 3.01 - Presidential Candidate Search Committee. There being no further discussion the vote was taken, and the motion carried.

b. BTRU 3.02 – Fiduciary Duties of Trustees

On behalf of the Executive and Governance Committee, Chairman von Lehe moved approval of BTRU 3.02 – Fiduciary Duties of Trustees. There being no further discussion the vote was taken, and the motion carried.

3. Affiliation Agreements – USC Support Foundations

a. USC Business Partnership Foundation Affiliation Agreement

b. USC Educational Foundation Affiliation Agreement

c. USC Development Foundation Affiliation Agreement

On behalf of the Executive and Governance Committee, Chairman von Lehe moved approval of these three USC Foundation Affiliation Agreements. There being no further discussion the vote was taken, and the motion carried.

IV. Board of Trustees Bylaws Amendments (Second Reading)

Chair von Lehe said on June 19, 2020 the full Board approved first reading of proposed amendments to the Board Bylaws regarding the creation of new standing committees, the appointment of committee members, and certain other modifications. He said these amendments were recommended by the Ad Hoc Advisory Committee on Governance and the Executive and Governance Committee for approval. On behalf of the Executive and Governance Committee Chair von Lehe moved final approval of the Board of Trustees Bylaws amendments previously approved by the full Board on June 19, 2020 and provided on the Board Portal. He called for discussion and Mr. Allen noted for the record his concern about the Board maintaining clear lines of authority at the committee level regarding the Athletic Department and athletic programs. He said he has been assured that the issue of committee level jurisdiction regarding the Athletic Department as soon as practical. Chair von Lehe noted Mr. Allen’s concern. There being no further discussion the vote was taken, and the motion carried. Chair von Lehe said these Board of Trustees Bylaws amendments will take effect as of the commencement of the full Board meeting on August 14, 2020 and will be included in the minutes of this meeting.

**UNIVERSITY OF SOUTH CAROLINA
BYLAWS**

BOARD OF TRUSTEES

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PREAMBLE

The Board of Trustees of the University of South Carolina was created on December 19, 1801 and constituted a body corporate and politic by virtue of Sections 59-117-10 *et seq.*, Code of Laws of South Carolina (1976), as amended. The Board is charged with the operation and management of the University of South Carolina. In order to more effectively discharge its responsibilities and duties in connection therewith, in order to provide for a definitive, orderly form of governance, and in order to secure and maintain a responsive, progressive, and superior institution of higher education, the Board of Trustees hereby does promulgate and adopt these Bylaws.

ARTICLE I

THE UNIVERSITY OF SOUTH CAROLINA

SECTION 1. NAME OF BOARD. The name of the Board is fixed by statute of the State of South Carolina as the Board of Trustees (“Board”) of the University of South Carolina.

SECTION 2. NAME OF UNIVERSITY. The name of the University under the control of the Board as fixed by statute is the University of South Carolina.

SECTION 3. BODY CORPORATE AND POLITIC. The Board of the University of South Carolina was created and constituted a body corporate and politic, in deed and in law under the name of the University of South Carolina by statute of the State of South Carolina.

SECTION 4. THE UNIVERSITY SYSTEM. The University System is composed of the following component campus units:

- A. University of South Carolina Aiken.
- B. University of South Carolina Beaufort.
- C. University of South Carolina Columbia.
- D. University of South Carolina Lancaster.

- E. University of South Carolina Salkehatchie.
- F. University of South Carolina Sumter.
- G. University of South Carolina Union.
- H. University of South Carolina Upstate.

The University of South Carolina Aiken, the University of South Carolina Beaufort, and the University of South Carolina Upstate shall individually be referred to as a “Comprehensive University” and shall collectively be referred to as “Comprehensive Universities.” The University of South Carolina Lancaster, the University of South Carolina Salkehatchie, the University of South Carolina Sumter, and the University of South Carolina Union shall individually be referred to as a “Regional Palmetto College” and shall collectively be referred to as “Regional Palmetto Colleges.”

ARTICLE II

THE BOARD OF TRUSTEES

SECTION 1. COMPOSITION. Pursuant to Section 59-117-10, Code of Laws of South Carolina (1976), as amended, the Board of the University of South Carolina shall be composed of the Governor of this State (or the Governor’s designee), the State Superintendent of Education, and the President of the University of South Carolina Alumni Association, which three members shall be ex officio members of the Board, and seventeen other members, including one from each of the sixteen judicial circuits, elected by the general vote of the General Assembly as hereinafter provided, and one at-large member appointed by the Governor. The Governor shall make the appointment based on merit regardless of race, color, creed or gender and shall strive to assure that the membership of the Board is representative of all citizens of the State of South Carolina.

SECTION 2. TERMS. Pursuant to Section 59-117-20, Code of Laws of South Carolina (1976), as amended, the regular term of office for each member elected by the General Assembly, shall be four years with the terms commencing on July 1 of the year of election and expiring on June 30 four years thereafter; provided, however, that such member shall continue to serve after his term expires until his successor shall have been elected and qualified. The terms are staggered by Judicial Circuits as prescribed by the General Assembly. Currently, members from the 1st, 3rd, 5th, 7th, 9th, 11th, 12th and 13th Judicial Circuits are elected at one time and members from the 2nd, 4th, 6th, 8th, 10th, 14th, 15th and 16th Judicial Circuits are elected two years thereafter. The General Assembly holds regular elections every two years for the purpose of selecting successors of those members whose terms are then expiring which elections shall not be earlier than the first day of April of the year the term expires.

The term of the office of the at-large members appointed by the Governor is effective upon certification to the Secretary of State and is four years. If the Governor chooses to designate a member to serve in the Governor’s stead as permitted by Section 1 hereinabove, the appointment is effective upon certification to the Secretary of State and shall continue at the pleasure of the Governor. The term of the President of the University of South Carolina Alumni Association is for the active term of office as President.

SECTION 3. VACANCIES. If a vacancy occurs among the sixteen members elected by the General Assembly when the General Assembly is not in session, the Governor may fill such vacancy by appointment until the next session of the General Assembly.

SECTION 4. COMPENSATION. Each member of the Board shall draw such per diem and expenses as from time to time may be allowed other boards, commissions and committees of the State or its agencies.

ARTICLE III

INDIVIDUAL TRUSTEE RESPONSIBILITIES

Each member of the Board of Trustees shall:

- A. Honor his/her fiduciary responsibility to the University System and the Board as a whole;
- B. Recognize that the Board, as the governing authority of the University System, is responsible for defining the mission, role and scope of the University System, for establishing the general policies by which the University System shall operate, and for delegating the day-to-day management function of the University System to the President;
- C. Recognize that the legal authority of the Board to govern and direct the University System rests with the collective Board and not individual Board members;

D. Notify the permanent Chairman of the Board and the President immediately of credible information that could bring discredit upon the University or damage the University's reputation; and

E. Avoid conflicts of interest and self-dealing with the University; and refrain from engaging in personal agendas that conflict with actions of the Board or the advancement of the institution as a whole.

ARTICLE IV

RESPONSIBILITIES OF THE BOARD

SECTION 1. DUTIES OF THE BOARD. The Board shall define the mission, role and scope of the University System and each of its component institutions, shall establish the general policies of the University System, shall lay out the University System's broad program of educational activity, shall approve the budget for the next fiscal year, and shall provide ultimate accountability to the public and the General Assembly.

Within these fundamental responsibilities, the Board will perform, where appropriate, many essential functions, including but not limited to the following:

A. Elect a President of the University to serve at the will of the Board or for such term and compensation as the Board may prescribe;

B. Elect a Secretary of the University and of the Board to serve at the will of the Board or for such term and compensation as the Board may prescribe;

C. Elect a Treasurer of the University to serve at the will of the Board or for such term and compensation as the Board may prescribe;

D. Establish policies and goals of the University and direct the President to implement those policies and achieve those policies and achieve those goals;

E. Review and approve academic plans, including new programs and new units, and major modifications or deletions in existing programs and units;

F. Approve, upon recommendation of faculties and the President, the earned degrees awarded;

G. Designate academic chairs and professorships, award and revoke honorary degrees and name buildings or major portions thereof, other structures, outdoor spaces, streets and geographic areas;

H. Levy fees and charges and examine from time to time admissions policies as established by the faculties and the administration;

I. Review and approve requests for appropriations;

J. Review and approve annual budgets and budget changes;

K. Approve gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts;

L. Approve all loans, borrowing, and issuance of bonds;

M. Approve appointments and salaries of principal officials which shall be defined as those persons elected by the Board as provided in Paragraphs A, B, and C above, as well as University officers having the rank of Vice President or Chancellor or equivalent rank;

N. Approve compensation policy for faculty and staff;

O. Approve all long-range development plans for the University including major capital projects;

P. Approve or delegate authority for approval of all major contractual relationships and other major legal obligations executed in the name of the University;

Q. Approve all sales or purchases of real property, and ensure that all properties of the University are preserved and maintained;

R. Establish investment policies and procedures which will provide for the prudent investment and preservation of funds entrusted to the University;

S. Establish auditing policies and standards and appoint independent auditors; and

T. Establish and maintain within the administrative procedures of the University the policy and practice that the administrators of the University covered under Paragraphs A, B, and C herein above shall serve in such capacities at the will and pleasure of the Board; that the administrators of the University having the rank of Vice President, Chancellor, University Campus Dean, Academic Dean, Director or the equivalent thereof and any other person reporting directly to the President shall serve in such capacities at the will and pleasure of the President. It is understood that the employment of such administrators shall be on customary terms of University employment and there shall be no separate employment agreements; provided, however, it is further understood that no Athletics Department administrators will be given employment agreements in excess of one year without prior approval of a majority (eleven) vote of the entire Board of Trustees.

SECTION 2. PRESIDENTIAL CANDIDATE SEARCH COMMITTEE. When there is a vacancy or notification of a forthcoming vacancy in the office of the President, the Board will create a Presidential Candidate Search Committee the composition of which will be as follows:

A. five members of the University of South Carolina Board of Trustees from among those elected by the General Assembly to be recommended by the Governance Committee to the full Board (one of whom shall be designated as Chair of the Committee);

B. three members of the faculty of the University including (i) the incumbent Chair of the USC Columbia Faculty Senate who shall serve until the conclusion of the presidential search process, (ii) a representative of the faculty elected by the USC Columbia Faculty Senate, and (iii) a representative of the faculties of USC Aiken, USC Beaufort, USC Upstate, and the Regional Palmetto Colleges, collectively, to be selected mutually by the faculty senates thereof;

C. the incumbent President of the USC Columbia Student Government Association who shall continue to serve on the Committee until the conclusion of the presidential search process;

D. the incumbent President of the USC Alumni Association who shall continue to serve on the Committee until the conclusion of the presidential search process;

E. a representative of the University’s support foundations who shall be an elected member of the board of either the USC Educational Foundation, the USC Development Foundation, the USC Business Partnership Foundation, or the South Carolina Research Foundation to be mutually selected by the foundation boards;

F. the Secretary of the Board of Trustees will serve as Secretary of the Committee and the Vice President for Human Resources and the General Counsel of the University will make themselves available to advise and further the work of the Committee.

A charge to the Presidential Candidate Search Committee will be delivered by the permanent Chairman of the Board, such charge requiring the Committee to present to the Board the names of four fully acceptable candidates for the presidency, and should at any time an acting or interim president be required to fulfill the responsibilities of the presidency, the process described above shall not apply but such appointment shall be made by the Board on recommendation of the Governance Committee of the Board.

ARTICLE V

POWERS OF THE BOARD

The powers of the Board are prescribed by the provisions of Sections 59-117-40, *et seq.*, Code of Laws of South Carolina (1976), as amended.

ARTICLE VI

OFFICERS OF THE BOARD

SECTION 1. EX OFFICIO CHAIRMAN. The Ex Officio Chairman of the Board shall be the Governor of South Carolina who, when present, shall preside at all meetings of the Board.

SECTION 2. PERMANENT CHAIRMAN. A permanent Chairman of the Board may be elected by written ballot from among those members of the Board elected by the General Assembly. A majority vote of the entire Board (eleven or more votes required for election) is necessary for election. Such election shall take place at the August meeting of the Board in each even year and the term of office shall commence immediately upon election and shall extend for a period of two years or until his successor shall be elected. The permanent Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of permanent Chairman, the Vice Chairman shall complete the term of the vacating Chairman.

The permanent Chairman of the Board, in the absence of the Ex Officio Chairman, shall preside at all meetings of the Board and shall be the spokesman for the Board. He shall serve as a member of the Governance Committee of the Board. He shall also serve as an ex officio member of all standing, special or ad hoc committees of the Board with full right to participate in Board or committee discussion and with the full right to vote. He shall perform such other duties as may, from time to time, be prescribed by the Board and by these Bylaws.

SECTION 3. VICE CHAIRMAN. The Board shall, subsequent to the election of permanent Chairman and in the same manner as the permanent Chairman was elected, elect a Vice Chairman who shall preside at meetings of the Board in the absence of the Ex Officio Chairman and the permanent Chairman of the Board. He shall serve as Chairman and a member of the Governance Committee of the Board. He shall also serve as an ex officio member of all standing, special or ad hoc committees of the Board with full right to participate in Board or committee discussion and with the full right to vote. The Vice Chairman shall be eligible to succeed himself for not more than one additional, consecutive full term. In the event a vacancy occurs in the office of Vice Chairman, the Board shall elect a Vice Chairman to complete the term of the vacating Vice Chairman in the same manner prescribed above (eleven or more votes required for election) at the next regular meeting of the Board following the creation of the vacancy. The Vice Chairman shall succeed the permanent Chairman in the event of vacancy.

SECTION 4. CHAIRMAN EMERITUS. In the event a retiring permanent Chairman continues to serve as an elected member of the Board subsequent to the expiration of his term as permanent Chairman, he shall be designated as Chairman Emeritus. The term of Chairman Emeritus shall extend for the duration of that member’s elected service on the Board or until a succeeding retiring permanent Chairman becomes eligible to assume the designation of Chairman Emeritus by the termination of his service as permanent Chairman and his continuing to serve as an elected member of the Board, whichever occurs first. At no time shall there be more than one member of the Board entitled to the designation of Chairman Emeritus and the last person to have served as permanent Chairman who is still a member of the Board shall be designated Chairman Emeritus.

SECTION 5. TEMPORARY CHAIRMAN. In the event the Ex Officio Chairman, the permanent Chairman, and the Vice Chairman are absent, the Chairman Emeritus shall serve as the temporary Chairman.

SECTION 6. SECRETARY OF THE UNIVERSITY AND THE BOARD OF TRUSTEES. A Secretary of the University and of the Board of Trustees shall be elected by the Board to serve at the will of the Board. The Secretary need not be a member of the Board. He shall also serve as Secretary of all committees of the Board and the Board of Visitors. The Board may also elect assistant secretaries with such powers as may be delegated by the Secretary. The Secretary shall perform those duties prescribed in Article XI of these Bylaws.

ARTICLE VII
COMMITTEES

SECTION 1. STANDING COMMITTEES.

A. To facilitate consideration of the business and management of the Board and of the University, standing committees are established as hereinafter set forth. Any matters appropriate for consideration by a standing committee first shall be referred thereto, except by a two-thirds vote of the Board present at a meeting of the Board but in no event by an affirmative vote of less than a majority (eleven) of the members of the entire Board; provided, however, that any matter referred to and considered by a standing committee, but upon which the committee makes no recommendation or report to the Board, may be brought before the Board for consideration at the request of any member of the Board. Except as otherwise provided in these Bylaws, matters deemed to be appropriate for consideration by more than one standing committee shall be referred only to the standing committee of primary jurisdiction as determined by the permanent Chairman. Members of any other standing committee before which it would be appropriate to consider such matters shall be invited to attend the meeting of the standing committee of primary jurisdiction at which such matters are to be considered.

B. Unless otherwise specifically delegated and except as otherwise provided herein, authority to act on all matters is reserved to the Board, and the duty of each standing committee shall be only to consider and to make recommendations to the Board upon matters referred to it.

C. The several standing committees are charged specifically with the immediate care and supervision of the subject matter respectively indicated by and properly relating to their titles and as expressly provided in these Bylaws. In order to facilitate effective governance, each standing committee shall adopt and recommend for consideration and approval by the Governance Committee and then the Board a charter outlining the committee’s mission, authority, responsibilities, frequency of meetings and such other information as the committee deems appropriate. Committee charters shall not be inconsistent with the Bylaws of the Board.

D. The following shall be the standing committees of the Board:

1. The Academic Excellence and Student Experience Committee

2. The Advancement, Engagement and Communications Committee
3. The Audit, Compliance and Risk Committee
4. The Finance and Infrastructure Committee
5. The Governance Committee
6. The Health and Medical Affairs Committee
7. The University System Committee

E. The permanent Chairman shall appoint members to the standing committees, other than the Governance Committee, at or following the August meeting of the Board in each even year. In the event a vacancy occurs on a standing committee, other than the Governance Committee, that vacancy shall be filled by appointment by the permanent Chairman at the next meeting of the Board following the creation of the vacancy.

F. Standing committees may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve on such standing committee with full right to participate in committee discussion but without the right to vote.

G. No member of the Board, other than the permanent Chairman and Vice Chairman, may serve on more than three standing committees of the Board.

H. Each standing committee, other than the Governance Committee, shall consist of not less than five members nor more than eight members of the Board appointed by the permanent Chairman at or following the August Board meeting of each even year. The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of membership in standing committees by the permanent Chairman in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

I. The Governance Committee shall consist of the permanent Chairman, Vice Chairman, and the duly elected chairman of each standing committee of the Board. The Vice Chairman shall serve as the chairman of the Governance Committee of the Board. Additionally, each member of the Board elected to serve on the Executive and Governance Committee at the August 2018 meeting of the Board, excluding any member serving on such Committee in an ex officio capacity, shall serve as an ex officio member of the Governance Committee until the August 2022 meeting of the Board with the full right to participate in committee discussion and with the full right to vote.

SECTION 2. SPECIAL OR AD HOC COMMITTEES.

A. Special or ad hoc committees shall be appointed by the permanent Chairman of the Board with such powers and duties and period of service as the permanent Chairman may determine, provided that no special or ad hoc committee shall be created by the permanent Chairman to act upon any matter appropriate to be acted upon by a standing committee. The permanent Chairman may appoint non-Board members with subject matter expertise to serve on such special or ad hoc committees.

B. Standing committees of the Board shall be authorized to appoint special or ad hoc committees of its membership to address specific matters appropriate for consideration by the standing committee. Standing committees may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve on such special or ad hoc committees with full right to participate in committee discussion but without the right to vote.

ARTICLE VIII

RESPONSIBILITIES OF STANDING COMMITTEES

SECTION 1. ACADEMIC EXCELLENCE AND STUDENT EXPERIENCE COMMITTEE.

The Academic Excellence and Student Experience Committee shall:

A. be kept informed of and consider all academic programs, including program reviews and accreditation, the size and composition of the faculty, the research activities of the faculty, and the conditions affecting recruitment and retention of faculty members;

B. consider the proposal of new degrees, major programs or institutes; the proposal to eliminate existing degrees, major programs and institutes; and of such other matters relating to the educational policies and programs as may be brought before it or referred to it by the Board;

C. consider the development of new programs, degrees, institutes and research for submission to the State Commission on Higher Education;

D. be kept informed of University distance learning programs and operations and consider proposals for the expansion and development of new distance learning programs and opportunities;

E. consider the naming of any academic units, including but not limited to colleges, schools, departments, centers, institutes, or other such programs;

F. consider recommendations for tenure and promotion; honorary faculty titles; extensions of service; and appointments with tenure;

G. meet from time to time with appropriate faculty committees on matters of concern to the faculty and of concern to the Board, and shall keep the Board informed of all such matters;

H. review from time to time all recommendations for the granting of an honorary degree or the revocation of a previously awarded honorary degree in accordance with the Policy on Honorary Degree Recipients. The Committee shall recommend to the Board appropriate recipients of such degrees or the revocation of a previously awarded degree. Approval by a three-fourths vote of the members present at the Board meeting next following the meeting at which the recommendation is made shall be required to approve the granting or revocation of such honorary degrees;

I. serve as the final forum of appeal in faculty matters pertaining to revocation of tenure and dismissal of tenured faculty members;

J. be kept informed of and consider all matters affecting the student experience, including but not limited to student health, safety and well-being; student success; student government; and extracurricular activities and intramurals; and shall meet from time to time with student government leaders on matters of concern or interest to the students;

K. be kept informed of and consider all matters uniquely affecting the intercollegiate student-athlete experience;

L. review admissions policies and practices;

M. monitor assessment and evaluation of academic programs and student success; and

N. monitor the University's fulfillment of its academic mission.

SECTION 2. ADVANCEMENT, ENGAGEMENT AND COMMUNICATIONS COMMITTEE.

The Advancement, Engagement and Communications Committee shall be kept informed of and consider:

A. alumni relations and the activities of the University of South Carolina Alumni Association;

B. University fundraising activities and the initiation of capital campaigns and campaign strategy with specific attention to the alignment between fundraising goals and the University's mission;

C. economic development activities and opportunities;

D. federal, state and local government relations strategies and activities;

E. communications and public relations strategies and activities; and

F. community engagement and outreach strategies and activities.

SECTION 3. AUDIT, COMPLIANCE AND RISK COMMITTEE.

The Audit, Compliance and Risk Committee shall:

A. oversee the activities of the office of Audit and Advisory Services;

B. review and monitor policies of the University, its departments, and related entities;

C. receive and evaluate reports and recommendations of internal and external auditors;

D. perform such studies of financial matters as the Finance and Infrastructure Committee or the Board may request;

E. recommend policies to the appropriate standing committee and the Board that will better serve the needs of the University of South Carolina and the public;

F. serve as the human resources and compensation committee of the Board; monitor adherence to state and federal law, and tax and accounting requirements, regarding compensation practices; authorize salary studies as it deems appropriate or as referred to it by the Board; make recommendations to the Governance Committee regarding the compensation of the President;

G. make recommendations to the Board regarding the appointments and salaries of principal officials elected by the Board as well as University officers having the rank of Vice President or Chancellor or equivalent rank;

H. review and make recommendations, as appropriate, regarding ethics disclosures by the president and University employees; and

I. review and monitor the Enterprise Risk Management process, reports from the University risk manager, and actions taken to mitigate risks.

SECTION 4. FINANCE AND INFRASTRUCTURE COMMITTEE.

The Finance and Infrastructure Committee shall:

A. serve as the financial committee of the Board, exercising general supervision of the finances of the University; shall review in advance the proposed budget for the succeeding year; and shall review in advance the proposed application for appropriation for the succeeding year in the light of overall University plans;

B. provide for appropriate fidelity surety bonds covering all officers, agents, and employees of the University who at any time shall hold any property or funds of the University, and for appropriate officers and directors insurance to insure the officers and members of the Board against liability arising by virtue of the acts of such officers or Board members in their official capacity with the University;

C. monitor and consider auxiliary enterprises and operations on University System campuses;

D. provide for a Design Review Committee to perform such functions as may be determined by the Board;

E. be kept informed of and make recommendations regarding information technology issues, practices and operations;

F. be charged with the consideration of all Board matters relating to the buildings and the grounds of the University System; the design and location of new buildings and maintenance, improvement or remodeling of older buildings; the landscaping of the grounds; and all other matters having to do with the physical care and preservation of the University's physical plant, furniture, and equipment;

G. consider all contracts relating to new construction, to improvement and repairs to existing buildings, and to improvements and maintenance of the grounds of the University;

H. review in advance all recommendations relating to the naming of buildings and other facilities and outdoor areas under the management control of the University or operated by the University or any single purpose support organization created to support the activities of the University and shall make recommendations to the Board regarding same. In this regard, it shall be the general policy of the Board, and, therefore, of this Committee, that no building, part of a building, outdoor space, or facility shall be designated by the name of any particular person or entity except:

1. in cases where a gift, either *inter vivos* or testamentary, has been accepted by the Board for (i) the construction or naming of a building, part of a building, or other facility, or (ii) the creation or naming of an outdoor space, or other facility, and the terms of the gift require or request that a particular name be used; or

2. in cases where it is desired to honor a past President of the University, a past Chancellor of a component Comprehensive University within the University System, or a past Campus Dean of a component Regional Palmetto College within the University System, for conspicuous services to the University; or

3. in cases where it is desired to acknowledge conspicuous services of an individual (other than a past President, past Chancellor or past Campus Dean) employed by the University for not less than fifteen years whose exceptional leadership and unique successes on behalf of the University in his or her field of endeavor have been recognized nationally and have enhanced significantly the reputation and good-will of the University in the local community, the state, and the nation; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered while the individual remains employed in the position for which he or she is to be recognized, and (ii) shall require approval by a two-thirds vote of the members present at the Board meeting at which the recommendation is made; or

4. in cases where it is desired to acknowledge conspicuous services of an individual (other than a past President, past Chancellor or past Campus Dean) to the University; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered until one year after the death of the individual involved, and (ii) shall require approval by a three-fourths vote of the members present at the Board meeting at which the recommendation is made.

Buildings and other naming opportunities shall only bear the name of individuals or entities that exemplify attributes of integrity, character and leadership consistent with the highest values of the University. In the event the Committee determines that those attributes have been violated, it shall recommend to the Board that the individual's or entity's name be removed.

SECTION 5. GOVERNANCE COMMITTEE.

The Governance Committee shall:

- A. be charged with the consideration of all matters pertaining to the governance function of the Board;
- B. address issues related to Board member conduct and compliance with Board policies, institutional responsibilities and fiduciary duties; oversee the Board Conflicts of Interest Policy set forth in Article XVI of these Bylaws;
- C. function as the continuous strategic planning committee of the Board;
- D. oversee the annual evaluation of the President and make recommendations to the Board regarding the compensation of the President with appropriate input from the Audit, Compliance and Risk Committee;
- E. periodically review and recommend, as appropriate, amendments to the Bylaws of the Board and Board policies;
- F. periodically review and consider, as appropriate, modifications to the mission statements of all University System campuses; and
- G. be charged with the consideration of matters pertaining to diversity, equity and inclusion on University System campuses, including but not limited to education, training, and efforts to enhance the diversity of faculty, staff and students.

SECTION 6. HEALTH AND MEDICAL AFFAIRS COMMITTEE.

The Health and Medical Affairs Committee shall:

- A. be charged with the consideration, formulation, review and approval of all matters affecting the activities or policies of the Schools of Medicine, the College of Pharmacy, the College of Nursing, the College of Social Work, and the Arnold School of Public Health on the Columbia campus, and the health sciences units on each University System campus, and shall be kept informed of all matters affecting these activities or policies in order that it may make recommendations and reports to the Board;
- B. be responsible for overseeing the administration's efforts to coordinate and integrate the heretofore listed schools and colleges into an efficient health sciences academic enterprise, and for the presentation of the results of such efforts to the University community and the public at large.

All matters relating to the various schools and colleges heretofore mentioned but also pertaining to financial affairs, academic affairs, student affairs, or facilities affairs of these schools and colleges shall continue to be the primary responsibility of the respective standing committee with primary jurisdiction over such matters as expressly delegated by these Bylaws, with the Health and Medical Affairs Committee having concurrent but subordinate jurisdiction.

SECTION 7. UNIVERSITY SYSTEM COMMITTEE.

The University System Committee shall:

- A. function as the University System committee of the Board and shall be charged with the consideration of issues of System-wide application not otherwise expressly delegated by these Bylaws to another standing committee of the Board, including such matters as System administrative services, governance and coordination, and student transfer programs;
- B. maintain attention to the integrity and independent accreditation status of the Comprehensive Universities while promoting collaboration, cooperation and appreciation for the spectrum of programs and capacities that span the University System;
- C. be kept informed of all matters affecting the efficient management and operation of the System;

D. be charged with the responsibility for reviewing the activities of Palmetto College, and the coordination of University System on-line programs;

E. monitor matters of strategic importance that span the University System when doing so does not replicate work of any Board committee charged with strategic planning; and

F. meet from time to time with the President and Chancellors on matters of concern or interest.

ARTICLE IX

MEETINGS OF THE BOARD AND COMMITTEES

SECTION 1. REGULAR MEETINGS OF THE BOARD. Pursuant to Section 59-117-50, Code of Laws of South Carolina (1976), as amended, the Board shall hold regular meetings not less frequently than quarterly in each calendar year. Such meetings shall be held at such time and place as the Board may direct.

SECTION 2. NOTICE OF REGULAR MEETINGS. Pursuant to Section 59-117-50, Code of Laws of South Carolina (1976), as amended, notice of the time and place of all regular meetings of the Board shall be distributed to each member by the Secretary not less than five working days before each meeting. Public notice of such meetings shall also be given by the Secretary at the beginning of each calendar year in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

SECTION 3. SPECIAL MEETINGS OF THE BOARD. Pursuant to Section 59-117-50, Code of Laws of South Carolina (1976), as amended, the Ex Officio Chairman of the Board, the permanent Chairman, the President, or any five Board members may call special meetings of the Board and fix the time and place thereof. Public notice of such meetings shall be given by the Secretary not less than twenty-four hours before the meeting in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

SECTION 4. AGENDA. At least five working days prior to each regular meeting of the Board, the Secretary shall mail to each member thereof an agenda setting forth all substantive matters upon which action is to be requested at the meeting. No action shall be taken on any substantive matter which is not on the agenda of the Board except with the consent of two-thirds of the members present, but in no event by an affirmative vote of less than a majority (eleven) of the members of the Board; provided, however, that action may be taken on matters considered by committees after the mailing of said agenda.

SECTION 5. PUBLIC MEETINGS; EXECUTIVE SESSIONS. All meetings of the Board and its Committees shall be public unless the matter being discussed falls within the provisions of Section 30-4-70, Code of Laws of South Carolina (1976), as amended, in which event the Board or committee, as applicable, may enter executive session for the purpose of considering such matter. The Board, upon the vote of a majority of those present, may call for consideration of such matters in executive session. However, if it is determined either by the Chairman or by a majority of the Board or committee during the course of such considerations in executive session that the matter is not properly the subject of an exception to the South Carolina Freedom of Information Act, the Board shall discontinue consideration of that matter and move on to other matters, if any, appropriate for consideration in executive session. Thereafter, the presiding officer of the Board or committee shall terminate the executive session and reconvene the public session for consideration of such matters requiring action. Only voting members of the Board or committee shall remain for executive sessions unless the Board or committee deems otherwise and specifically requests such other person or persons to be in attendance.

SECTION 6. RELEASE OF EXECUTIVE SESSION INFORMATION. All matters discussed in executive sessions are confidential and shall be released to the public only as the Board shall direct, or in the event an executive session of a standing committee is involved, only as that standing committee shall direct, except that:

A. Executive session items which require release from confidentiality in order that the ordinary business of the University might be conducted may be so released as directed by either the permanent Chairman of the Board, the President or the Secretary of the Board.

B. The Secretary of the Board, in consultation with the permanent Chairman of the Board, is authorized to release for scholarly purposes executive session minutes of Board meetings, when the substance of such minutes would not now be considered in executive session or when the minutes pertain to meetings held more than twenty-five years ago.

SECTION 7. ATTENDANCE AT MEETINGS OF THE BOARD BY THE PRESIDENT OF THE STUDENT BODY AND THE FACULTY REPRESENTATIVE. The President of the Student Government Association of the University of South Carolina Columbia and the Chair of the USC Columbia Faculty Senate shall be invited to sit personally in all meetings of the full Board with full right to participate in the Board's discussions but without the right to vote on any matter.

SECTION 8. MEETINGS OF COMMITTEES. Meetings of committees shall be called by the Secretary at the direction of the permanent Chairman of the Board, the Chairman of the particular committee concerned, the President of the University, or any two members of the committee of which a meeting is to be called. Notice of the time and place of a meeting of a committee shall be distributed to all members of the Board at least five working days before the time appointed for the meeting. Public notice of such meetings shall be given by the Secretary not less than twenty-four hours before the meeting in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

ARTICLE X

BOARD AND COMMITTEE PROCEDURES

SECTION 1. ORDER OF BUSINESS OF THE BOARD. The order of business at each regular meeting of the Board shall be as follows:

- A. Call to order;
- B. Reading of notice and statement of service thereof;
- C. Roll call;
- D. Approval of minutes of the last meeting or previous meetings;
- E. Reports of standing committees;
- F. Reports of special committees;
- G. Report of the President, and of other officers, when required;
- H. Other Matters;
- I. Adjournment.

At special meetings the order of business shall be as follows:

- A. Call to order;
- B. Reading of notice and statement of service thereof;
- C. Roll call;
- D. The special business for which the meeting was called;
- E. Adjournment.

The regular order of business may be suspended at any meeting by a vote of a majority of the Board members present.

SECTION 2. QUORUM OF THE BOARD. Eleven members of the Board shall constitute a quorum for the transaction of business.

SECTION 3. QUORUM OF COMMITTEES. Three Board members of any committee shall constitute a quorum for the transaction of business.

SECTION 4. PRESIDING AT COMMITTEE MEETINGS. In the absence of the Chairman of a committee the member of the committee who has greatest seniority on the committee shall preside and otherwise perform the duties of Chairman.

SECTION 5. RULES OF PROCEDURE. The rules contained in the most recent edition of Robert’s Rules of Order Newly Revised shall govern the proceedings at and the conduct of the meetings of the Board and its committees in all cases to which they are applicable, and which are not covered in or by the Bylaws.

SECTION 6. PROCEDURES FOR REPORTS. Reports shall be submitted to the Board or its standing committees in accordance with a schedule of reports adopted by the Board. Requests for other reports to be prepared for submission to the Board or its committees shall be voted by the Board or the appropriate committee.

SECTION 7. COMMUNICATIONS. The Secretary of the Board shall serve as the official medium of communication within the University System between the Board, and the University faculty, administrative officers, individual members of the staff, student organizations and students. The sole exception to this rule of procedure shall be communications made directly to the Board or its members by the President.

SECTION 8. APPEARANCE BEFORE AND DOCUMENTS PRESENTED TO THE BOARD. All individuals who wish to appear before and be heard by the Board and its committees must apply for permission to do so by submitting a written request to the Secretary of the Board. The request must describe with reasonable particularity the issue to be addressed and must include any documentation to be disseminated to the Board. The Secretary shall forward any such request to the Governance Committee for consideration and recommendation to the Board. The Board shall determine by majority vote if the request to appear will be granted. Only requests to address matters within the subject matter jurisdiction of the Board will be considered.

If the Board approves a request for appearance, the Board shall, in its discretion, direct that the presentation be made either to the Board or to a standing committee of the Board. The Secretary shall notify the requesting party of the Board's decision.

SECTION 9. MINUTES OF BOARD AND COMMITTEE PROCEEDINGS.

A. Minutes of the proceedings of the Board shall be kept by the Secretary, and as soon as practical after a meeting, a copy of said minutes shall be distributed to each member of the Board.

B. Minutes of the proceedings of each committee shall be kept by the Secretary, and as soon as practical after a meeting, a copy of said minutes shall be distributed to each member of the Board.

C. The minutes of executive sessions of the Board and its committees shall be recorded and maintained in accordance with the South Carolina Freedom of Information Act.

SECTION 10. PROXIES PROHIBITED. The use of proxies for purposes of determining a quorum, for voting or for any other purposes shall not be permitted.

SECTION 11. VOTING. Except as otherwise specifically provided herein, all matters coming before the Board or a committee thereof for determination shall be determined by a majority vote of the members present. Upon request of any Board or committee member, a vote by the Board or committee, as applicable, shall be by a call of the roll and results of such roll call vote shall be recorded in the minutes of the Board or committee.

SECTION 12. ACTION BY CONFERENCE CALL OR OTHER MEANS. Unless otherwise prohibited by the enabling legislation or the Bylaws, any or all Board members may participate in a meeting of the Board or any committee by means of conference call or other means of communication by which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

SECTION 13. RECONSIDERATION, REPEAL, OR RESCISSION. Any member who voted on the prevailing side may move for the reconsideration of an action taken by the Board. Such motion must be made and voted upon at the same meeting at which said action is taken.

No motion for repeal or rescission of any action taken by the Board shall be voted upon unless notice of intention to make such motion shall have been given at the previous meeting or distributed to each member of the Board at least five working days prior to the meeting at which such motion is to be voted upon.

ARTICLE XI

DUTIES OF THE SECRETARY

The Board shall elect a Secretary of the University and of the Board of Trustees as provided in Articles IV and VI of the Bylaws who, as the Board's elected representative, shall be one of the principal officers of the University System and who shall be charged with the responsibility of performing the many duties assigned to the Secretary by these Bylaws or by the Board, including but not limited to the following:

A. Attend all meetings of the Board and of its committees and keep or cause to be kept a full and accurate record of proceedings of the Board and its committees;

B. Promptly furnish a copy of the minutes of every Board and committee meeting to all members of the Board and to the President;

C. Give due notification to the University administration and to State and civic bodies of the pertinent decisions and actions of the Board;

- D. Prepare and send out notices of all meetings of the Board and its committees, together with an agenda and other pertinent material relating thereto, in the manner and time provided in these Bylaws;
- E. Be responsible for the effective staffing and management of office premises to serve the working needs of the Board and ensure that the University provides sufficient and suitable space for the Secretary and the Secretary’s staff and for the holding of all Board and committee meetings;
- F. Select and administer the staff of the Board Office and provide such staff assistance to the members of the Board and to the committees of the Board as may be requested or required from time to time in furtherance of their duties; appoint assistant secretaries, as necessary, to accomplish the responsibilities set forth in these Bylaws;
- G. Be responsible for the welfare, travel and compensation of the Board in accordance with applicable State statutes;
- H. Be responsible for and provide for the preservation of the records of the Board and all documentary files thereof;
- I. Be responsible for the text of all official plaques and notices erected on University premises by order of the Board;
- J. Be responsible for preparation of recommendations and citations for all honorary degrees granted in the name of the University;
- K. Ensure that the Board is informed of all other honors and distinctions given in the University’s name;
- L. Be responsible for keeping members of the Board and such persons as the Board may direct supplied with copies of any changes or amendments to these Bylaws or the policies of the University as adopted or amended by the Board from time to time and any interpretive rulings previously made regarding matters being or to be considered;
- M. Provide liaison between the Board and its members as well as provide an additional communication link between the Board and the President and be responsible for communications between the Board and others as set forth in Section 7 of Article X of these Bylaws;
- N. Be custodian of the official seal of the University;
- O. Certify as to the authority of all administrative or executive officers of the University when necessary;
- P. Assist the Board, in liaison with the President, in activities involving local higher education commissions associated with the two-year and four-year campuses;
- Q. Generally, act as the coordinator of the Board and its members for all official functions and activities of the Board or with which the Board is involved;
- R. Sign contracts, certificates and instruments authorized or issued by authority of the Board or any properly authorized committee thereof and all diplomas;
- S. Serve as Secretary of the Board of Visitors;
- T. Serve as chair of the commencement committee and oversee all University System graduation ceremonies and activities;
- U. Manage the Board’s annual performance evaluation of the University President and the annual self-evaluation of the Board;
- V. Review and, if appropriate, approve payment of or reimbursement for documented personal consumption and travel-related expenses in accordance with established University policies;
- W. Perform such other duties and functions as may be prescribed by the Board.

ARTICLE XII

THE UNIVERSITY SYSTEM AND ITS GOVERNANCE

SECTION 1. ORGANIZATION. The University of South Carolina System, at times also referred to as the “University System,” consists of the component campus units described in Section 4 of Article I of these Bylaws. It shall be charged with the responsibility of providing to the State of South Carolina readily accessible comprehensive undergraduate, graduate and professional programs and other instruction, research, continuing education and service programs, all of the highest quality, through the operation of major components or campuses with varying missions and at various locations throughout the State. Each Comprehensive University campus with the exception of the Columbia campus

shall be administered by a Chancellor who shall report directly to the President. The position of the President of the University System shall also encompass the office and duties of Chancellor of the Columbia campus. Each Regional Palmetto College campus shall be administered by a Campus Dean who shall report to the Chancellor of Palmetto College who in turn reports to the President.

SECTION 2. AUTHORITY AND DUTIES OF THE PRESIDENT. The President of the University shall be the chief executive officer of the University System and shall exercise such executive powers as are necessary for its appropriate governance under the authority of the Board. He shall be the primary spokesman for the University to the alumni of the institution, the news media, the educational world, and the general public. He shall administer University policies as promulgated by the Board, speak for the University as its chief executive officer, and coordinate all activities of each campus of the institution directly or through his designated representatives. The President shall report directly to the Board the current affairs of all components of the University System and shall discuss with the Board basic issues, new or alternative directions, and recommendations on new policies. He shall direct, coordinate and implement the planning, development, and appraisal of all activities of the University System and shall be directly responsible to the Board for its operation.

With the general authority granted by the Board, the President shall perform the duties and responsibilities associated with his office, including but not limited to the following:

A. Implement Board and University policies, continuously review the administration and effect of these policies and recommend to the Board, for consideration, modifications of policies and new policies in all aspects and at all levels of the University System;

B. Maintain open communications with the Board; notify the Board immediately of credible information that could bring discredit upon the University or damage the University's reputation;

C. Assume primary responsibility for relationships with the Governor's office, the General Assembly, the Commission on Higher Education, federal agencies and other agencies, groups and institutions;

D. Recommend to the Board the mission, role and scope of the University System and of its respective campuses, and undertake comprehensive and long-range planning;

E. Direct and approve the preparation of a coordinated request for both operating and capital appropriations, and direct the presentation of and justification for the request;

F. Review and recommend to the Board the budgets of all components of the University System;

G. Coordinate all functions of the University to assure an integrated institution of related and cooperating campuses, with coordinated educational programs, so that quality and comprehensiveness are emphasized, cooperation is ensured, and unnecessary duplication is avoided;

H. Establish fiscal, budgetary, audit, and business procedures for the efficient and effective management of the University;

I. Subject to the approval of the Board and within the budget limitations of the University, make such appointments to and grant such promotions in faculty or administrative staff of the University as may be appropriate, and terminate any appointments or employment, both in faculty ~~or~~ and administrative staff, in keeping with the general and tenure (so far as applicable) policies as may be established by the Board, and duly report any action taken hereunder at the next succeeding regular or special meeting of the Board;

J. Serve as ex officio member of all the standing committees of the Board, with full right to participate in the committee's discussions but without a right to vote on any matter;

K. Attend all meetings of the Board and its standing committees, as far as his duties may permit;

L. Review and recommend action on all legal commitments and all other matters within the province of the Board, including contractual arrangements in accordance with policies and procedures of the Board;

M. Recommend policies and procedures which will accomplish the Board's investment responsibilities and objectives and supervise the implementation of the policies and procedures approved by the Board;

N. Sign certificates, contracts and instruments authorized or issued by authority of the Board or any properly authorized committee thereof and all diplomas. Use of automated signature technology shall comply herewith; and

O. Perform such other duties as may be duly assigned to him by the Board or may be appropriate to his general duties and responsibilities.

SECTION 3. AUTHORITY AND DUTIES OF THE CHANCELLORS OF THE COMPREHENSIVE UNIVERSITIES. There shall be a Chancellor of each component Comprehensive University within the University System,

and the President shall serve as and perform the duties of Chancellor for the Columbia campus. These Chancellors shall be the chief administrative officers of their respective campuses and shall have full authority to administer campus affairs and to formulate and issue regulations and orders not inconsistent with the Bylaws, rules, policies and procedures of the Board and the President. They shall be responsible for the participation of their campuses in the overall planning, resource allocation and program evaluation of the University System. These Chancellors shall report directly to the President who in turn shall report to the Board. Within the general authority granted by the Board and the President, the Chancellors shall perform duties and responsibilities including but not limited to the following:

A. As the administrative head of a campus, bear responsibility to the Board through the President for the effective execution of all laws relating to the University of South Carolina System; all resolutions, policies, rules, and regulations adopted by the Board for the administration and operation of the University System and for the governance of all of its campuses; and all policies, rules, regulations, directives and memoranda issued by the President. Each Chancellor's discretionary powers shall be broad enough to enable him to meet his extensive responsibility to the University and to the applicable local higher education commission. Each Chancellor shall be the official medium of communication between the President and all personnel of his campus.

B. Bear primary responsibility for all of the factors that contribute to the quality of academic (teaching, research, and public service) and support programs of the campus. Such factors include the general supervision of all campus faculties, the allocation and utilization of available resources within the campus, and any and all matters related to the welfare of the campus.

C. Bear responsibility for the general supervision of all relationships between students and the various levels of campus administration. Such supervision includes but is not limited to admissions, registration and records, academic progress and advising, counseling, housing, scholarships and financial aids, student activities and services, placement, foreign students, and the evaluation and certification of academic credit from other institutions.

D. Bear responsibility for the financial management of the campus and its component parts in conformity with University management policies and practices. This function shall include but is not limited to the preparation of budgets, maintenance of financial records and accounts for activities of the campus, the receipt and expenditure of all campus funds, and preparation of required financial reports.

E. Bear responsibility for personnel administration including employment and termination, wage determination and condition of employment within prescribed policies for all employees except those positions requiring action by the President or the Board, and in those cases he shall make recommendations to the President.

F. Bear responsibility for operation and maintenance of the physical plant, purchase of supplies and equipment, and the maintenance of appropriate inventories and records of real and personal property under the jurisdiction of the campus.

G. Bear responsibility for fund raising, intercollegiate athletics, auxiliary enterprises, community relations and alumni activities.

H. Bear responsibility for cooperating closely with the local higher education commission on all matters pertaining to the applicable campus and strive, where possible within established University System policy, to make the campus responsive to local preferences and priorities.

I. Whenever practicable, attend all meetings of the Board and keep the chairman of the local higher education commission apprised of the schedule of such meetings and of the Board's standing invitation for a representative of the local commission to attend such meetings.

SECTION 4. AUTHORITY AND DUTIES OF UNIVERSITY CAMPUS DEANS. The Campus Deans of the component Regional Palmetto Colleges within the University System shall generally have the same authority and duties as enumerated in Section 3 of Article XII herein for the Chancellors of the component Comprehensive Universities within the University System except that they will report to the Chancellor of Palmetto College instead of directly to the President.

SECTION 5. AREA OR COUNTY HIGHER EDUCATION COMMISSIONS. The Chancellors of the component Comprehensive Universities within the University System, the Chancellor of Palmetto College, the Campus Deans of the component Regional Palmetto Colleges within the University System, as well as the President and the Secretary shall work in close liaison with the various area and county higher education commissions which shall act in an advisory capacity on matters pertaining to the various campuses within the University System. Those commissions and their respective campuses are as follows:

A. Aiken County Commission For Higher Education -
University of South Carolina Aiken.

- B. Beaufort-Jasper Higher Education Commission -
University of South Carolina Beaufort.
- C. Lancaster County Commission On Higher Education -
University of South Carolina Lancaster.
- D. Western Carolina Higher Education Commission -
University of South Carolina Salkehatchie.
- E. Sumter County Commission For Higher Education -
University of South Carolina Sumter.
- F. Union-Laurens Commission For Higher Education -
University of South Carolina Union.
- G. Spartanburg County Commission For Higher Education -
University of South Carolina Upstate.

ARTICLE XIII

DUTIES OF THE TREASURER OF THE UNIVERSITY

The Board shall elect a Treasurer of the University System as provided in Article IV of these Bylaws. The Treasurer of the University shall serve as the official liaison between the Board and the financial functions of the University.

The Treasurer shall:

- A. in consultation with the Vice President and Chief Financial Officer, direct the preparation and analysis of financial statements and status reports of university funds for the presentation to the Board and the President;
- B. direct the preparation of special reports and financial analyses as requested by the Board or the President;
- C. review the status and use of all funds of the University on a periodic basis to determine that the financial position of the University is properly reflected;
- D. exercise signatory authority for all checks issued by the University of South Carolina;
- E. appoint assistant treasurers as necessary to accomplish the responsibilities set forth in these Bylaws and be responsible for the effective staffing and management of the Treasurer's Office and for providing staff assistance to the Board and President as needed; and
- F. perform such other duties and functions as may be required by the Board.

ARTICLE XIV

TRUSTEES EMERITI

Members who have been elected or appointed to terms of office totaling twelve or more years on the Board shall be eligible to be named a Trustee Emeritus or Trustee Emerita. Persons so named and who choose to serve as Trustees Emeriti shall receive notice and agenda of all Board meetings and such perquisites of office as shall be determined by the Board from time to time.

ARTICLE XV

THE BOARD OF VISITORS

SECTION 1. COMPOSITION OF THE BOARD OF VISITORS. The Board of Visitors of the University of South Carolina shall consist of thirty-one members elected by the Board of Trustees from the following categories: one member from each of the sixteen judicial circuits nominated by the member of the Board of Trustees representing that judicial circuit; two in-state at-large members and two out-of-state at-large members nominated by members of the Board of Trustees; one member nominated by the Gubernatorial Designee to the Board of Trustees; one member nominated by the Gubernatorial Appointee to the Board of Trustees; one faculty representative nominated by the Columbia Faculty Senate; and eight representatives nominated by the President. The Secretary of the Board of Trustees, the Chief Advancement Officer, the Vice President of the USC Columbia Student Body, the immediate past Chair of the Board of Visitors, and the spouse of the President shall serve as ex officio members.

SECTION 2. TERM OF MEMBERSHIP. The term of office for elected members of the Board of Visitors shall be three years. Members shall be elected as follows:

A. Effective September 1, 2013 and every three years thereafter, the following members shall be elected by the Board of Trustees: members representing the 1st, 4th, 7th, 10th, 13th and 16th Judicial Circuits; one in-state at-large member; one out-of-state at-large member; one member nominated by the Gubernatorial Designee to the Board of Trustees; and three members nominated by the President.

B. Effective September 1, 2014 and every three years thereafter, the following members shall be elected by the Board of Trustees: members representing the 3rd, 6th, 9th, 12th and 15th Judicial Circuits; one faculty representative nominated by the Columbia Faculty Senate; and two members nominated by the President.

C. Effective September 1, 2015 and every three years thereafter, the following members shall be elected by the Board of Trustees: members representing the 2nd, 5th, 8th, 11th and 14th Judicial Circuits; one in-state at-large member; one out-of-state at-large member; one member nominated by the Gubernatorial Appointee to the Board of Trustees; and three members nominated by the President.

Elected members shall be eligible to serve not more than two consecutive three-year terms but may not thereafter be elected to the Board of Visitors until after a break in service of not less than three years. In the event a vacancy occurs on the Board of Visitors prior to the expiration of a member's term, a successor nominated in accordance with Section 1 hereinabove shall be elected by the Board of Trustees to fulfill the unexpired portion of the term and shall be eligible to serve two additional, consecutive three-year terms.

The Chair of the Board of Visitors shall be elevated from the office of Vice Chair/Chair-Elect and elected by the members of the Board of Visitors for a one-year term. He shall be eligible to succeed himself for one additional one-year term. In the event a vacancy occurs in the office of the Chair, the Vice Chair/Chair-Elect shall complete the term of the vacating Chair and shall be eligible to serve two additional, consecutive one-year terms as Chair.

The Vice Chair/Chair-Elect of the Board of Visitors shall be elected by the members of the Board of Visitors for a one-year term. He shall be eligible to succeed himself for one additional one-year term. In the event a vacancy occurs in the office of the Vice Chair/Chair-Elect, the Board of Visitors shall elect a Vice Chair/Chair-Elect to complete the term of the vacating Vice Chair/Chair-Elect. The individual so elected shall be eligible to serve two additional, consecutive one-year terms as Vice Chair/Chair-Elect.

The Secretary of the University Board of Trustees shall serve as the Secretary of the Board of Visitors.

SECTION 3. FUNCTIONS OF THE BOARD OF VISITORS. The Board of Visitors shall assist the Board of Trustees and the President in the overall advancement of the University of South Carolina Columbia, and where appropriate, the University of South Carolina System. The Board of Visitors, with thorough information and staff support, will seek to enhance the image of the University and the statewide system, encourage alumni participation, invite public and private support, and facilitate internal and external communication. The standing committees of the Board of Visitors shall be as follows:

- A. Executive Committee
- B. Student Affairs Committee
- C. University Relations Committee
- D. Advocacy Committee

SECTION 4. BOARD OF VISITORS BYLAWS. The Board of Visitors is authorized to create and adopt bylaws for its operations; provided, however, such bylaws shall be subject to the prior approval of the Board of Trustees.

ARTICLE XVI

CONFLICTS OF INTEREST POLICY

SECTION 1. PURPOSE. The purpose of this conflicts of interest policy is to protect the interest of the University when contemplating entering a transaction or arrangement that might benefit the private interest of a trustee. The policy is intended to supplement but not replace state laws governing conflicts of interests applicable to public officials.

SECTION 2. DEFINITIONS.

A. Interested Person. Any trustee who has a direct or indirect Financial Interest, as defined herein below, is an Interested Person.

B. Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family:

1. an ownership or investment in any entity with which the University has a transaction or arrangement;
2. a compensation arrangement with the University or with any entity or individual with which the University has a transaction or arrangement; or
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the University is negotiating a transaction or arrangement.

A Financial Interest is not necessarily a conflict of interest. Pursuant to Section 3 hereinbelow, a person who has a Financial Interest may have a conflict of interest only if the Board, upon a finding and recommendation of the Governance Committee, determines that a conflict of interest exists.

C. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

SECTION 3. PROCEDURES.

A. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the Governance Committee.

B. Determining Whether a Conflict of Interest Exists.

1. The Governance Committee shall gather all relevant information regarding the transaction or arrangement from the University. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the committee meeting while the committee discusses if a conflict of interest exists. If the committee believes a conflict of interest exists, the committee shall forward its findings to the Board for final determination.

2. If the Interested Person disagrees with the finding of the committee, the Interested Person may make a presentation to the Board but shall leave the Board meeting while the Board discusses if a conflict of interest exists.

C. Procedure for Addressing the Conflict of Interest. An Interested Person found to have a conflict of interest shall abstain from any discussion with any Board member, formal or informal, and any vote regarding the transaction or arrangement that results in the conflict of interest.

SECTION 4. ANNUAL STATEMENTS. Each trustee shall annually sign a statement which affirms that such person:

- A. has received a copy of the Conflicts of Interest Policy;
- B. has read and understands the policy; and
- C. has agreed to comply with the policy.

ARTICLE XVII

INDEMNIFICATION

The University shall furnish its current and former members and officers with legal defense in connection with any threatened or pending action, suit or proceeding, whether civil, criminal, administrative or investigative, to which they are made parties by reason of being or having been a representative of the University, provided the President or Secretary is promptly notified of the need for such defense. Furthermore, the University shall indemnify to the extent permitted by South Carolina law any members or officers for judgments, damages, settlements and costs reasonably incurred in such

proceedings so long as such matters are not as a result of gross negligence or willful misconduct. In addition to the indemnification herein provided, the University shall secure and maintain in full force and effect a policy of Directors and Officers Liability Insurance covering all members of the Board with limits as established by the Board.

ARTICLE XVIII

MISCELLANEOUS

SECTION 1. UNIVERSITY SEAL. The official University seal shall be used in connection with the transaction of business of the Board of the University of South Carolina and of the University. The seal may be affixed by the Secretary on any document signed on behalf of the University or the Board. Permission may be granted by the Board, the Secretary of the Board or the President for the use of the seal in the decoration of University buildings or in other special circumstances. The seal shall be of the following form and design:

SECTION 2. NONDISCRIMINATION. The Board shall not accept any invitation to attend functions (social or otherwise) which are to be held at a club or organization which does not admit as members persons of all races, religions, colors, sexes or national origins. All such invitations so received shall be referred to the Governance Committee and the Governance Committee shall have the duty of determining and reporting to the Board whether or not the function is to be held at a club or organization which does not admit as members persons of all races, religions, colors, sexes or national origins.

SECTION 3. GENDER; NUMBER. The use of the masculine gender in these Bylaws includes the feminine gender, and when the context requires, the use of the singular includes the plural.

SECTION 4. SEVERABILITY. Should any article, section, subsection, sentence, clause, phrase or term of these Bylaws be declared to be void, invalid, illegal, or unenforceable, for any reason, by the adjudication of any court or other tribunal having jurisdiction over the proper parties and the subject matter affected by these Bylaws, such judgment shall in no wise affect the other provisions hereof which shall be severable and which shall remain in full force and effect.

ARTICLE XIX

AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (fourteen or more votes) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been given at the regular meeting of the Board next preceding the meeting at which such amendment is voted upon and the proposal for amendment first shall have been referred to an appropriate committee of the Board in accordance with Article VII of these Bylaws.

Adopted by the Board of Trustees
at its meeting on June 24, 1992.

Amended by the Board of Trustees
at its meeting on February 19, 1993.

Amended by the Board of Trustees
at its meeting on October 19, 1995.

Amended by the Board of Trustees
at its meeting on August 10, 2001.

Amended by the Board of Trustees
at its meeting on April 20, 2007.

Amended by the Board of Trustees
at its meeting on February 4, 2011.

Amended by the Board of Trustees
at its meeting on December 13, 2011.

Amended by the Board of Trustees
at its meeting on April 17, 2013.

Amended by the Board of Trustees
at its meeting on April 21, 2017.

Amended by the Board of Trustees
at its meeting on June 22, 2018.

Amended by the Board of Trustees
at its meeting on August 17, 2018.

Amended by the Board of Trustees
at its meeting on October 19, 2018

I hereby certify that this edition of the Bylaws of the Board of Trustees of the University of South Carolina reflects the Bylaws as approved and adopted by the Board on July 24, 2020.

J. Cantey Heath, Jr.
Secretary, Board of Trustees
University of South Carolina

V. Adjournment

Chair von Lehe recognized Terri Saxon who is retiring on July 31 after 18 years of service to the University of South Carolina and 14 years of service to the Board of Trustees. He expressed appreciation to her on behalf of the Board and wished her well. There being no other matters to come before the committee, Presiding Chair Mobley adjourned the meeting at 10:45 a.m.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "J. Cantey Heath, Jr.", is positioned above the printed name and title.

J. Cantey Heath, Jr.
Secretary

From: BIGONY, DELPHINE DBIGONY@sc.edu 
Subject: Soliciting recommendations regarding Board of Trustees Policy BTRU 3.01 ("Presidential Candidate Search Committee")
Date: August 18, 2020 at 7:33 AM

DB

To: AGARDY, CAROLINE AGARDY@mailbox.sc.edu, HOLT, LEENA LKHOLT@mailbox.sc.edu, WRIGHT, ANGELA AWRIGHT@sc.edu, COLE, DERHAM JDCOLE2@USCUPSTATE.EDU, ELKINS, SUSAN SELKINS@mailbox.sc.edu, Sandra Jordan sandraj@usca.edu, PANU, AL APANU@uscb.edu, COOPER, MARK COOPERMG@sc.edu, HICKMAN, WES WHICKMAN@mailbox.sc.edu, Robin Roberts robinr@natmedia.com, RUSHTON, ISOBEL W irushton@email.sc.edu, CASKEY, JASON JCaskey@sc.edu

Sent on behalf of Board Chair C. Dorn Smith:

The Governance Committee of the University of South Carolina Board of Trustees solicits recommendations regarding BTRU 3.01 ("Presidential Candidate Search Committee") for submittal by close of business on Wednesday, September 30, 2020.

Feel free to forward this email to others who may be interested in this topic. Chancellors, please forward this message to or otherwise engage your respective Faculty Assembly or Faculty Senate, Staff Assembly, Student Government Association, etc.

Attached is the text of BTRU 3.01 ("Presidential Candidate Search Committee"), which describes the composition of any Search Committee charged with assessing and selecting candidates for the position of the President of the University of South Carolina (USC) System, who serves also as Chancellor of USC Columbia. The policy describes also the expectations of the Search Committee, its members, and their conduct.

Electing the President is the duty of the University of South Carolina Board of Trustees, in keeping with South Carolina statute, Board of Trustees Bylaws, and *Principles of Accreditation* of the Southern Association of Colleges and Schools Commission on Colleges, which accredits USC Aiken, USC Beaufort, USC Columbia (and the Palmetto College campuses, as a part of USC Columbia's accreditation), and USC Upstate.

The Board of Trustees approved BTRU 3.01 on July 24, 2020. As the Board and its committees considered this policy—and since the policy was approved—Trustees have heard comments and objections regarding the policy, specifically in regard to the composition of the Presidential Candidate Search Committee, as mandated by BTRU 3.01 and in comparison to Board Bylaws that described the composition of the Search Committee in the past.

Interested parties may submit recommendations regarding BTRU 3.01 in the form of a one-page memo to be emailed to the Board's Governance Committee via the Secretary of the Board of Trustees at CANTEYH@mailbox.sc.edu by close of business on Wednesday, September 30, 2020. Any memo may recommend revisions to the composition of the Presidential Candidate Search Committee or may recommend retaining the composition of the Presidential Candidate Search Committee as described currently by BTRU 3.01. Any memo may make recommendations regarding facets of BTRU 3.01 other than the composition of the Presidential Candidate Search Committee.

Any memo making a recommendation regarding the composition of the Presidential Candidate Search Committee according to BTRU 3.01 should include the following:

- Description of the stakeholder(s) submitting the recommendation memo
- Basis for recommendation

- Basis for recommendation
- Description of potential benefits of recommendation to USC System stakeholders and impact (both positive and negative) on varying (and sometimes competing) goals for the composition of a Search Committee. These goals may include but may not be limited to the following:
 - Enacting the principle of shared governance
 - Keeping the size of the Search Committee relatively small and manageable
 - Representing the diversity of persons and perspectives across the USC System
 - Recognizing the fiduciary duty of the Board of Trustees to elect the President



BTRU 3.01.pdf

From: [BIGONY, DELPHINE](#)
To: [Dan Adams](#); [Leah B. Moody \(lbmatty@comporium.net\)](#); [Hubert F. \(Hugh\) Mobley](#); [Rose Buyck Newton](#); [Eugene P. Warr Jr.](#); [Mack I. Whittle Jr.](#)
Cc: [WESTBROOK, THAD](#); ["C. Dorn Smith III \(dorn@smithfieldfarms.net\)"](#); ["Jean Guenin"](#); [Christy Brice](#); [Crystal Hayes](#); [Libby Durrenberger](#); [Kelly McKain](#); [Kim Smith](#); [HEATH JR., CANTEY](#); [Chuck Allen](#); [Burroughs, Egerton](#); [Alex English](#); ["Robin D. \(Dale\) Roberts"](#); ["Molly Spearman"](#); [John C. von Lehe](#); [Charles H. Williams](#)
Subject: Improvements to Committee Charters
Date: Monday, August 31, 2020 2:24:00 PM
Attachments: [USC BOT CHARTER Academic Excellence and the Student Experience Committee.pdf](#)
[USC BOT CHARTER Advancement, Engagement and Communications Committee.pdf](#)
[USC BOT CHARTER Audit, Compliance and Risk Committee.pdf](#)
[USC BOT CHARTER Finance and Infrastructure Committee.pdf](#)
[USC BOT CHARTER Governance Committee.pdf](#)
[USC BOT CHARTER Health and Medical Affairs Committee.pdf](#)
[USC BOT CHARTER University System Committee.pdf](#)
[Audit, Compliance and Risk Committee Matrix.pdf](#)
[USC BOT CHARTER Audit, Compliance and Risk Committee.pdf](#)

Sent on behalf of Chairman C. Dorn Smith III, M.D. and Vice Chairman Thad H. Westbrook:

Committee Chairs:

Now that the Board has established a revised committee structure, we ask that you and your committee members discuss and pursue a small number of improvements during the remainder of this calendar year. The Governance Committee will serve as our vehicle for tracking progress regarding these improvements across committees.

Please consider adding agenda items to your meetings in the months ahead or otherwise seeking feedback from your committee members regarding the following:

1. Consider revisions to the initial charter created for your committee. You and your committee members may introduce clarifications to your committee's charter. Please be mindful that any edits should not introduce conflicts or redundancies across other committee charters. If you and your committee members believe that Bylaws relative to your committee merit altering, please coordinate this work with General Counsel Terry Parham.
2. Consider adopting a work matrix for your committee. To date, only the Audit, Compliance and Risk Committee has used a matrix to capture and track necessary work. A tool such as a matrix should simplify and clarify your committee's schedule for work.
3. Consider adopting a plan for continuing education for your committee. Again, the Audit, Compliance and Risk Committee has demonstrated the benefit of continuing education for its membership in the past. A concise learning opportunity for each scheduled meeting of your committee should focus on the content areas before your committee in a broad and engaging fashion. These learning opportunities should be identified as "Continuing Education" for your committee on each relevant agenda. The Office of the Board of Trustees can assist you with assessment of continuing-education modules. Continuing education at the committee level will complement parallel efforts at the level of the full Board of Trustees.
4. Consider nominating non-Board, non-voting experts who will advise your committee. Edits to Bylaws permit each committee to recommend to the Board of Trustees the names of non-Board,

non-voting experts to engage committee work for advisory purposes. We recommend that any nominations from your committee to the Board include an introductory note describing the potential benefit of each nominated person to your committee, along with a resume or c.v. for each person. Please consider this opportunity as a means by which the diversity of persons focused on your committee can be improved—as well as a means by which gaps in content expertise within your committee might be filled.

Thank you for your attention to these matters during the weeks ahead.

Best regards,
Dorn and Thad

Delphine Bigony
Administrative Coordinator II

803-777-3106
dbigony@sc.edu
Board of Trustees Office
University of South Carolina
Osborne Administration Building
sc.edu/boardoftrustees

From: BIGONY, DELPHINE DBIGONY@sc.edu
Subject: Results of USC Trustee Elections
Date: September 23, 2020 at 2:14 PM

DB

To: Alex English rockwiu@aol.com, C. Dorn Smith, III dorn@smithfieldfarms.net, C. Edward Floyd, MD stokesmi@musc.edu, Charles H. Williams chwilliams@williamsattys.com, Dan Adams danadams@thecapitalcorp.com, Dick Jones rjones@dobsonlaw.com, Eugene P. Warr Jr. GeneWarr1@gmail.com, HEATH JR., CANTEY CANTEYH@mailbox.sc.edu, Hubert F. (Hugh) Mobley hugh@mobleyrx.com, J Egerton Burroughs egertonb@burroughsproperties.net, John C. von Lehe john.vonlehe@nelsonmullins.com, Leah Moody lbmatty@comporium.net, Mack I. Whittle Jr. mackwhittlejr@aol.com, Miles Loadholt mloadholt@motleyrice.com, Molly Spearman mspearman@ed.sc.gov, robin.roberts@mediascholars.org, Rose Buyck Newton rosebuycknewton@bankofclarendon.com, Thad Westbrook thad.westbrook@nelsonmullins.com, Toney Lister TLister94@yahoo.com, RUSHTON, ISOBEL W irushton@email.sc.edu, COOPER, MARK COOPERMG@sc.edu, David Seaton seatondt11@gmail.com

Cc: Anna Lange anna.lange@nelsonmullins.com, Christy Brice clbrice@thecapitalcorp.com, Cindy Hallman cahallman@williamsattys.com, Crystal Hayes chaves@dobsonlaw.com, Jade-Li English jade-li.english@octagon.com, Jean Guenin jeanguenin@att.net, Joyce Fogle jbfogle@williamsattys.com, Kelly McKain kelly@warrandwhite.com, Kim Smith kim.smith@nelsonmullins.com, Laurie Traywick ltraywick@ed.sc.gov, Lee Anne Kelley leeannek@natmedia.com, Libby Durrenberger libbydurrenberger@bankofclarendon.com, Melissa Allen mlallen@burroughsproperties.net, Minnie Stokes stokesmi@musc.edu, Sandy Pender spender@motleyrice.com, MEGGIE, DERRICK MEGGIE@mailbox.sc.edu, PARKS, CRAIG CPARKS2@mailbox.sc.edu, bboan@mwcllc.com, STENSLAND, JEFFREY G STENSLAN@mailbox.sc.edu, GRAHAM, CARY CARYDG@mailbox.sc.edu, MCCORMICK, CHRISTINA MCCORMID@mailbox.sc.edu, BIGONY, DELPHINE DBIGONY@sc.edu, MCKAY, SALLY MCKAYST@mailbox.sc.edu, lchowelliv@gmail.com, COLE, DERHAM jdcole2@uscupstate.edu, ELKINS, SUSAN SELKINS@mailbox.sc.edu, JORDAN, SANDRA sandraj@usca.edu, PANU, AL APANU@uscb.edu, ANDREWS, JEANETTE JANDREWS@mailbox.sc.edu, BELL, BETHANY BELLB@mailbox.sc.edu, Brews, Peter peter.brews@moore.sc.edu, BROWN, MATT MTBROWN@mailbox.sc.edu, CHANDLER, TOM CHANDLGT@mailbox.sc.edu, CUTLER, STEPHEN SJUTLER@cop.sc.edu, FORD JR., LACY FORD@mailbox.sc.edu, HAJ-HARIRI, HOSSEIN haj-hariri@cec.sc.edu, Hall, Les les.hall@uscmed.sc.edu, HARDING JR., TAYLOE HARDING tharding@mozart.sc.edu, HUBBARD, WILLIAM WHUBBARD@law.sc.edu, LYNN, STEVEN lynns@schc.sc.edu, Marjorie Jenkins Marjorie.Jenkins@prismahealth.org, MCNALLY, TOM TOM@mailbox.sc.edu, PEDERSEN, JON JEP@sc.edu, PITNER, RONALD PITNER@mailbox.sc.edu, REICHERT, TOM REICHERT@sc.edu, COLLINS III, WALT COLLINSW@sc.edu, COX JR., RON RONCOX@mailbox.sc.edu, LOWELL, RANDY LOWELL@mailbox.sc.edu, NESMITH, CHRIS CNESMIT@mailbox.sc.edu, SONNTAG, MICHAEL SONNTAGM@uscsumter.edu, AGARDY, CAROLINE AGARDY@mailbox.sc.edu, BECKHAM JR, STEVEN BECKHAM@mailbox.sc.edu, BIEGER, MARK MBIEGER@mailbox.sc.edu, BON, SUSAN BONS@mailbox.sc.edu, BOWMAN, PAMELA PAMELAB@mailbox.sc.edu, CASKEY, JASON JCaskey@sc.edu, CASLEN, ROBERT BOBCASLEN@sc.edu, CLAYPOOLE, JACK CLAYPOJW@mailbox.sc.edu, DUNLEAVY, PAM PADUNLEA@mailbox.sc.edu, ELLIOTT, WILL willelliott@sc.edu, FOSTER, DOUG DRFOSTER@mailbox.sc.edu, HEATH JR., CANTEY CANTEYH@mailbox.sc.edu, HICKMAN, WES WHICKMAN@mailbox.sc.edu, KING JR., EDDIE EDDIE@sc.edu, KIRKLAND, WILLIAM KIRKLA28@mailbox.sc.edu, MCCAFFREY, TODD MCCAFFT@mailbox.sc.edu, NAGARKATTI, PRAKASH PRAKASH@mailbox.sc.edu, PARHAM, TERRY TERRY@mailbox.sc.edu, PARKS, CRAIG CPARKS2@mailbox.sc.edu, PERKINS, JEFF PERKINJL@mailbox.sc.edu, PRUITT SR, DENNIS DPRUITT@mailbox.sc.edu, SCOTT, CLIFFORD SCOTT7@mailbox.sc.edu, SMITH, JAMES JAMESSMITH@sc.edu, SOBIERALSKI, JOE SOBIERAL@mailbox.sc.edu, TANNER JR, D. RAY RTANNER@mailbox.sc.edu, TATE, WILLIAM WTATE@sc.edu, THOMAS, LARRY LARRYT@mailbox.sc.edu, WALTON, ED WALTONE@mailbox.sc.edu, WILLIAMS, JULIAN JULIAN.WILLIAMS@sc.edu, WUCHENICH, CHRIS CLW@mailbox.sc.edu, ADDY, CHERYL CADDY@mailbox.sc.edu, BIEGER, MARK MBIEGER@mailbox.sc.edu, CATALANO, JOHN JCAT@mailbox.sc.edu, HUBBARD, WILLIAM WHUBBARD@law.sc.edu, KELLY, SANDRA SANDRA-KELLY@sc.edu, WILCOX, ROB wilcoxrm@law.sc.edu

Sent on behalf of Secretary J. Cantey Heath, Jr.

-
Good Afternoon,

Listed below are the results of today's Trustee Elections:

2 nd Judicial Circuit	Miles Loadholt
4 th Judicial Circuit	Eugene P. Warr, Jr.
6 th Judicial Circuit	Hubert F. "Hugh" Mobley
8 th Judicial Circuit	Brian C. Harlan
10 th Judicial Circuit	Emma W. Morris
14 th Judicial Circuit	Rose Buyck Newton

15th Judicial Circuit
16th Judicial Circuit


J. Egerton Burroughs
Leah B. Moody

Thank you,
Cantey



J. Cantey Heath, Jr.
University Secretary
Secretary of the Board of Trustees

University of South Carolina
Osborne Administration Building, Suite 206
Columbia, SC 29208
canteyh@sc.edu | 803.777.3106 | www.sc.edu

From: BIGONY, DELPHINE DBIGONY@sc.edu 
Subject: RE: Soliciting recommendations regarding Board of Trustees Policy BTRU 3.01 ("Presidential Candidate Search Committee")

DB

Date: September 23, 2020 at 2:26 PM

To: AGARDY, CAROLINE AGARDY@mailbox.sc.edu, HOLT, LEENA LKHOLT@mailbox.sc.edu, WRIGHT, ANGELA AWRIGHT@sc.edu, COLE, DERHAM JDCOLE2@USCUPSTATE.EDU, ELKINS, SUSAN SELKINS@mailbox.sc.edu, Sandra Jordon sandraj@usca.edu, PANU, AL APANU@uscb.edu, COOPER, MARK COOPERMG@sc.edu, HICKMAN, WES WHICKMAN@mailbox.sc.edu, Robin Roberts robinr@natmedia.com, RUSHTON, ISOBEL W irushton@email.sc.edu, CASKEY, JASON JCaskey@sc.edu

Cc: lchowelliv@gmail.com

Sent on behalf of Secretary J. Cantey Heath, Jr.

-
This is a reminder of Board Chair Dorn Smith's email below outlining how interested parties may submit recommendations regarding BTRU 3.01 in the form of a one-page memo to be emailed to the Board's Governance Committee via the Secretary of the Board of Trustees at CANTEYH@mailbox.sc.edu by **close of business on Wednesday, September 30, 2020**.

Trustees have heard comments and objections regarding the BTRU 3.01 approved on July 24, 2020, specifically in regard to the composition of the Presidential Candidate Search Committee. Interested parties may submit recommendations regarding BTRU 3.01 in the form of a one-page memo to be emailed to the Board's Governance Committee via the Secretary of the Board of Trustees at CANTEYH@mailbox.sc.edu by close of business on Wednesday, September 30, 2020. Any memo may recommend revisions to the composition of the Presidential Candidate Search Committee or may recommend retaining the composition of the Presidential Candidate Search Committee as described currently by BTRU 3.01. Any memo may make recommendations regarding facets of BTRU 3.01 other than the composition of the Presidential Candidate Search Committee.

Any memo making a recommendation regarding the composition of the Presidential Candidate Search Committee according to BTRU 3.01 should include the following:

- Description of the stakeholder(s) submitting the recommendation memo
- Basis for recommendation
- Description of potential benefits of recommendation to USC System stakeholders and impact (both positive and negative) on varying (and sometimes competing) goals for the composition of a Search Committee. These goals may include but may not be limited to the following:
 - Enacting the principle of shared governance
 - Keeping the size of the Search Committee relatively small and manageable
 - Representing the diversity of persons and perspectives across the USC System

- Recognizing the fiduciary duty of the Board of Trustees to elect the President

Thank you,
Cantey



From: BIGONY, DELPHINE

Sent: Tuesday, August 18, 2020 7:33 AM

To: AGARDY, CAROLINE <AGARDY@mailbox.sc.edu>; HOLT, LEENA <LKHOLT@mailbox.sc.edu>; WRIGHT, ANGELA <AWRIGHT@sc.edu>; COLE, DERHAM <JDCOLE2@USCUPSTATE.EDU>; ELKINS, SUSAN <SELKINS@mailbox.sc.edu>; Sandra Jordon <sandraj@usca.edu>; PANU, AL <APANU@uscb.edu>; COOPER, MARK <COOPERMG@sc.edu>; HICKMAN, WES <WHICKMAN@mailbox.sc.edu>; Robin Roberts <robinr@natmedia.com>; RUSHTON, ISOBEL W <irushton@email.sc.edu>; CASKEY, JASON <JCaskey@sc.edu>

Subject: Soliciting recommendations regarding Board of Trustees Policy BTRU 3.01 ("Presidential Candidate Search Committee")

Sent on behalf of Board Chair C. Dorn Smith:

The Governance Committee of the University of South Carolina Board of Trustees solicits recommendations regarding BTRU 3.01 ("Presidential Candidate Search Committee") for submittal by close of business on Wednesday, September 30, 2020.

Feel free to forward this email to others who may be interested in this topic. Chancellors, please forward this message to or otherwise engage your respective Faculty Assembly or Faculty Senate, Staff Assembly, Student Government Association, etc.

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Aiken, USC Beaufort, USC Columbia (and the Palmetto College campuses, as a part of USC Columbia's accreditation), and USC Upstate.

The Board of Trustees approved BTRU 3.01 on July 24, 2020. As the Board and its committees considered this policy—and since the policy was approved—Trustees have heard comments and objections regarding the policy, specifically in regard to the composition of the Presidential Candidate Search Committee, as mandated by BTRU 3.01 and in comparison to Board Bylaws that described the composition of the Search Committee in the past.

Interested parties may submit recommendations regarding BTRU 3.01 in the form of a one-page memo to be emailed to the Board's Governance Committee via the Secretary of the Board of Trustees at CANTEYH@mailbox.sc.edu by close of business on Wednesday, September 30, 2020. Any memo may recommend revisions to the composition of the Presidential Candidate Search Committee or may recommend retaining the composition of the Presidential Candidate Search Committee as described currently by BTRU 3.01. Any memo may make recommendations regarding facets of BTRU 3.01 other than the composition of the Presidential Candidate Search Committee.

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 - Enacting the principle of shared governance
 - Keeping the size of the Search Committee relatively small and manageable
 - Representing the diversity of persons and perspectives across the USC System
 - Recognizing the fiduciary duty of the Board of Trustees to elect the President



J. Cantey Heath, Jr.
University Secretary
Secretary of the Board of Trustees

University of South Carolina
Osborne Administration Building, Suite 206
Columbia, SC 29208
canteyh@sc.edu | 803.777.3106 | www.sc.edu

From: [BIGONY, DELPHINE](#)
To: [HEATH JR., CANTEY](#)
Cc: [GRAHAM, CARY](#)
Subject: FW: Welcome to the USC Board of Trustees
Date: Thursday, September 24, 2020 3:15:04 PM
Attachments: [Information Worksheet.pdf](#)
[BOT Bylaws Amendment - 081420 - FINAL.pdf](#)
[3rd and 4th Quarter 2020 Board Meeting Schedule.pdf](#)
[2021 Board Meeting Schedule - Without Board Prep Dates.pdf](#)
Importance: High

I meant to loop you in.

Delphine

From: BIGONY, DELPHINE
Sent: Thursday, September 24, 2020 3:15 PM
To: 'brian@lakelandsymca.org' <brian@lakelandsymca.org>
Subject: FW: Welcome to the USC Board of Trustees
Importance: High

Good afternoon, again.

Emma Morris cannot be available on October 15 for orientation. She is available on Wednesday, October 21. Are you available that day?

Thanks,
Delphine

Delphine Bigony

Board of Trustees Office
University of South Carolina
Osborne Administration Building

803-777-3106
dbigony@sc.edu
sc.edu/boardoftrustees

From: BIGONY, DELPHINE
Sent: Thursday, September 24, 2020 2:15 PM
To: ewmdraw@bellsouth.net
Cc: HEATH JR., CANTEY <CANTEYH@mailbox.sc.edu>; GRAHAM, CARY <CARYDG@mailbox.sc.edu>; MCCORMICK, CHRISTINA <MCCORMID@mailbox.sc.edu>
Subject: Welcome to the USC Board of Trustees

Good afternoon.

Welcome to the USC Board of Trustees. I wanted to introduce the Board of Trustees Office staff to you virtually and provide you with information that should be helpful.

- Board of Trustees Office Staff

-		
J. Cantey Heath, Jr., Secretary	Cary	
Graham	Delphine Bigony	Christina
McCormick		
canteyh@mailbox.sc.edu	Carydg@mailbox.sc.edu	
dbigony@sc.edu	mccormid@mailbox.sc.edu	
803-777-3106 (O)	803-777-3106 (O)	
803-777-3106 (O)		803-777-3106 (O)

- USC Website Links

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On behalf of the Office of the Board of Trustees, we look forward to working with you. Feel free to reach out if you have any questions.

Take care,
Delphine

Delphine Bigony

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University of South Carolina
Osborne Administration Building

803-777-3106

dbigony@sc.edu

sc.edu/boardoftrustees

From: [BIGONY, DELPHINE](#)
To: ewmdraw@bellsouth.net
Cc: [GRAHAM, CARY](#); [HEATH JR., CANTEY](#)
Subject: RE: Welcome to the USC Board of Trustees
Date: Thursday, September 24, 2020 3:39:53 PM

I just heard from Brian and he is available on Wednesday, October 21.

Yes, you will attend the October 9 meeting. Cantey is out of the office today. Tomorrow he will work with Cary to make sure you have all the information you need prior to October 9. They will also work to develop an orientation schedule to share with you prior to October 21.

Thanks,
Delphine

From: ewmdraw@bellsouth.net <ewmdraw@bellsouth.net>
Sent: Thursday, September 24, 2020 3:35 PM
To: BIGONY, DELPHINE <DBIGONY@sc.edu>
Subject: RE: Welcome to the USC Board of Trustees

Thank you. If not, I will make the 15th work.

Will I be attending the 10/9 board meeting?

Emmie

Emma W. Morris
Attorney at Law
Derrick, Ritter, Williams & Morris, P. A.
ewmdraw@bellsouth.net
Office-- 107 N. Fairplay Street, Seneca, SC 29678
Mail-- Post Office Box 795, Seneca, SC 29679-0795
864.882.2747 Main . 864.882.2705 Fax

TO OUR VALUED CLIENTS AND BUSINESS ASSOCIATES:
EFFECTIVE TUESDAY, JUNE 23, 2020

Due to the increasing numbers of Covid-19 cases in South Carolina, and more particularly in Oconee County, and in order to maximize the health and safety of our clients and staff, our office is currently limiting visitation only to those who have a scheduled appointment AND are physically required to be in our office (i.e., to sign documents that

require an original signature). Our attorneys and staff remain in the office and continue to undertake work for our clients. However, we ask you to send documents electronically, utilize email correspondence and phone calls, and otherwise avoid in-person visits whenever possible. We are grateful for your patience and your understanding as we continue to use our extreme best efforts to serve our clients and our community during this time. Should you have the necessity to be present in our office for any reason, please contact our firm at 864-882-2747 to schedule an appointment.

WARNING! WIRE FRAUD ADVISORY: Wire fraud and email hacking/phishing attacks are on the increase! If you have an escrow, closing, or other transaction with us and you receive an email containing Wire Transfer Instructions, DO NOT RESPOND TO THE EMAIL! Instead, call our office immediately, using previously known contact information and NOT information provided in the email, to verify the information prior to sending funds.

PRIVILEGE AND CONFIDENTIALITY NOTICE: This communication (including any attachments) is being sent by or on behalf of a lawyer or law firm and may contain confidential or legally privileged information. The sender does not intend to waive any privilege, including the attorney-client privilege, that may attach to this communication. If you are not the intended recipient, you are not authorized to intercept, read, print, retain, copy, forward or disseminate this communication. If you have received this communication in error, please notify the sender immediately by email and delete this communication and all copies.

CIRCULAR 230 DISCLOSURE: To ensure compliance with requirements imposed by the IRS, we inform you that any US Federal Tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (I) avoiding penalties under the internal revenue code or (II) promoting, marketing or recommending to another party any transaction or matter addressed herein. This advice may not be forwarded (other than within the taxpayer to which it has been sent) without our express written consent.

From: BIGONY, DELPHINE <DBIGONY@sc.edu>
Sent: Thursday, September 24, 2020 3:11 PM
To: ewmdraw@bellsouth.net
Subject: RE: Welcome to the USC Board of Trustees

Let me reach out to Brian Harlan, the other new Trustee, and see if we can make Wednesday, October 21 work.

Thanks,
Delphine

Delphine Bigony

Board of Trustees Office
University of South Carolina
Osborne Administration Building

803-777-3106

dbigony@sc.edu

sc.edu/boardoftrustees

From: ewmdraw@bellsouth.net <ewmdraw@bellsouth.net>

Sent: Thursday, September 24, 2020 3:03 PM

To: BIGONY, DELPHINE <DBIGONY@sc.edu>

Subject: RE: Welcome to the USC Board of Trustees

Thank you for all of this information. I will get back to you in more detail as soon as possible. I just wanted to see if there was a day during the next week of October (19-24) that we could schedule the orientation. I have 3 appointments/closings on the 15th that would be rather difficult to move. If not, I will adjust my schedule accordingly on the 15th.

Thank you, Emmie

Emma W. Morris

Attorney at Law

Derrick, Ritter, Williams & Morris, P. A.

ewmdraw@bellsouth.net

Office-- 107 N. Fairplay Street, Seneca, SC 29678

Mail-- Post Office Box 795, Seneca, SC 29679-0795

864.882.2747 Main . 864.882.2705 Fax

TO OUR VALUED CLIENTS AND BUSINESS ASSOCIATES:
EFFECTIVE TUESDAY, JUNE 23, 2020

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you to send documents electronically, utilize email correspondence and phone calls, and otherwise avoid in-person visits whenever possible. We are grateful for your patience and your understanding as we continue to use our extreme best efforts to serve our clients and our community during this time. Should you have the necessity to be present in our office for any reason, please contact our firm at 864-882-2747 to schedule an appointment.

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From: BIGONY, DELPHINE <DBIGONY@sc.edu>

Sent: Thursday, September 24, 2020 2:15 PM

To: ewmdraw@bellsouth.net

Cc: HEATH JR., CANTEY <CANTEYH@mailbox.sc.edu>; GRAHAM, CARY <CARYDG@mailbox.sc.edu>; MCCORMICK, CHRISTINA <MCCORMID@mailbox.sc.edu>

Subject: Welcome to the USC Board of Trustees

Good afternoon.

Welcome to the USC Board of Trustees. I wanted to introduce the Board of Trustees Office staff to you virtually and provide you with information that should be helpful.

- Board of Trustees Office Staff

-
J. Cantey Heath, Jr., Secretary

Cary

Graham
McCormick

Delphine Bigony

Christina

canteyh@mailbox.sc.edu
dbigony@sc.edu

803-777-3106 (O)

803-777-3106 (O)

Carydg@mailbox.sc.edu
mccormid@mailbox.sc.edu

803-777-3106 (O)

803-777-3106 (O)

- USC Website Links
<https://sc.edu/>
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Take care,
Delphine

Delphine Bigony

Board of Trustees Office
University of South Carolina
Osborne Administration Building

803-777-3106

dbigony@sc.edu

sc.edu/boardoftrustees

From: [BIGONY, DELPHINE](#)
To: [Brian Harlan](#)
Cc: [HEATH JR., CANTEY](#); [GRAHAM, CARY](#)
Subject: RE: Welcome to the USC Board of Trustees
Date: Thursday, September 24, 2020 3:25:07 PM

Wonderful! Gary Graham and Cantey Heath will coordinate and send you the details.

Take care,
Delphine

Delphine Bigony

Board of Trustees Office
University of South Carolina
Osborne Administration Building

803-777-3106
dbigony@sc.edu
sc.edu/boardoftrustees

From: Brian Harlan <brian@lakelandsymca.org>
Sent: Thursday, September 24, 2020 3:18 PM
To: BIGONY, DELPHINE <DBIGONY@sc.edu>
Subject: RE: Welcome to the USC Board of Trustees

I am available on October 21.
Thanks,
Brian

From: BIGONY, DELPHINE <DBIGONY@sc.edu>
Sent: Thursday, September 24, 2020 3:15 PM
To: Brian Harlan <brian@lakelandsymca.org>
Subject: FW: Welcome to the USC Board of Trustees
Importance: High

Good afternoon, again.

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Sent: Thursday, September 24, 2020 2:15 PM

To: ewmdraw@bellsouth.net

Cc: HEATH JR., CANTEY <CANTEYH@mailbox.sc.edu>; GRAHAM, CARY <CARYDG@mailbox.sc.edu>;
MCCORMICK, CHRISTINA <MCCORMID@mailbox.sc.edu>

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Graham	Delphine Bigony	Christina
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canteyh@mailbox.sc.edu	Carydg@mailbox.sc.edu	
dbigony@sc.edu	mccormid@mailbox.sc.edu	
803-777-3106 (O)	803-777-3106 (O)	
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To: ewmdraw@bellsouth.net
Cc: [HEATH JR., CANTEY](#); [GRAHAM, CARY](#); [MCCORMICK, CHRISTINA](#)
Subject: Welcome to the USC Board of Trustees
Date: Thursday, September 24, 2020 2:14:39 PM
Attachments: [Information Worksheet.pdf](#)
[BOT Bylaws Amendment - 081420 - FINAL.pdf](#)
[3rd and 4th Quarter 2020 Board Meeting Schedule.pdf](#)
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Delphine Bigony

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dbigony@sc.edu

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September 25, 2020

Dear Faculty and Staff,

The Board of Trustees, administration, faculty and staff of the University of South Carolina Columbia take great pride in the quality of our educational offerings, and we take very seriously our accreditation from the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC). As you all know, we are accredited by SACSCOC to award associate, baccalaureate, master's, and doctoral degrees; and reaffirmation of accreditation occurs every ten years. We write today to share an update and timeline for this important and rigorous review process, which began in early 2018

- **September 8, 2020** – As one of the first steps in this process, we submitted our Compliance Certification, which includes a significant amount of information and materials intended to document compliance with the SACSCOC Principles of Accreditation.
- **November 2020** – The compliance materials will be reviewed by an Off-Site Reaffirmation Committee.
- **February 2021** – A focused report will be submitted by UofSC to provide additional details and documentation of compliance.
- **March 22-25, 2021** – An On-Site Reaffirmation Committee will visit our campus. This Committee will finalize any remaining issues or questions concerning compliance with the Principles of Accreditation, as well as to conduct on-site verification of compliance with certain Federal requirements. It will also conduct an evaluation of our Quality Enhancement Plan (QEP).

Accreditation is an important process of continuous evaluation and improvement that helps to strengthen colleges and universities. Accreditation also:

- Ensures students' access to federal financial aid.
- Facilitates the transfer of course credits to other institutions.
- Promotes excellence in such areas as curriculum, faculty credentials, and student services.

- Positions our Columbia campus as a preferred choice versus non-accredited institutions.

The university also submitted to SACSCOC a special [monitoring report](#) that was requested as a result of questions stemming from the presidential search in 2019. Please note the timeline for this process:

- **January 2020** – SACSCOC requested the monitoring report.
- **September 8, 2020** – The monitoring report was submitted to SACSCOC and will be reviewed by a special committee from SACSCOC.
- **October 7-8, 2020** – This special committee will interview members of the university community by video conference.
- **December 2020** – The Executive Council of SACSCOC will determine next steps at its annual meeting.

We formed an [advisory group](#) of faculty and administration to review the monitoring report in an open, transparent and collaborative manner. We are grateful for the efforts of the advisory group, and we remain committed to shared governance.

Thanks to everyone that is directly or indirectly contributing to this process; especially Mr. Donald Miles, Ms. Sabrina Andrews and the entire team in the Office of Institutional Research, Assessment and Analytics for the months of dedicated effort to get us to this point.

Please know that our Reaffirmation is essential to the integrity, reputation and future of the university. It is a comprehensive review of nearly every aspect of the institution and is the compilation of the efforts of every single one of us, in advancing the mission and aspiring to our vision. We are confident in our position, our people and our purpose and look forward to the next steps in this process with SACSCOC and receiving their assessment.

Sincerely,



Bob Caslen, President
University of South Carolina



C. Dorn Smith III, M.D., Chairman
Board of Trustees

From: **STUDENT EMAIL PUB, CS** STUCOMM@mailbox.sc.edu
Subject: Eatin' good 🍴
Date: September 27, 2020 at 7:00 PM
To: GUDRIDGE, MAEGAN GUDRIDGE@mailbox.sc.edu

CS

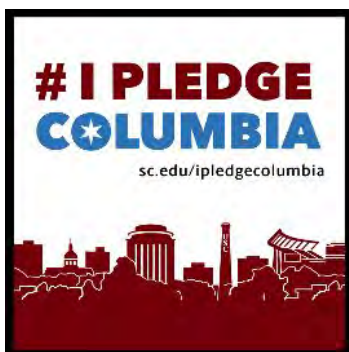
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@UofSC STUDENTS



Best eats on campus »

With over 30 restaurants on campus to choose from, there's no shortage of variety when it comes to dining at UofSC. Check out some of our favorite dining options.



Take the pledge »

Students, faculty and staff have a critical role in reducing the spread of COVID-19.

Demonstrate your commitment to keep the UofSC community in good health by being a part of #IPledgeColumbia and honoring the pledge during the semester.

State of the University Wednesday »

UofSC President Bob Caslen will share his 2020 State of the University address on Wednesday, Sept. 30. Stream the address live on **Facebook** at 10 a.m. or watch the recording later.

Top marketing professionals to share their expertise and insights during Oct. 8 Chief Marketing Officer Summit »

The fourth annual **Chief Marketing Officer Summit** will be held online Oct. 8 from 10 a.m. – 6:30 p.m. featuring more than 25 marketing professionals from some of the nation's top brands. The event is free and open to all UofSC students, faculty and staff who want to learn more about their favorite brands' marketing strategies and how to compete in today's digital world.

COVID-19 testing »

To protect the health and well-being of the campus community, students, faculty and staff are strongly encouraged to have a COVID-19 test diagnostic test. There are a variety of ways you can get tested, both on and off campus. If you're tested at a non-university location, please upload your positive test result to **MyHealthSpace**.

New UofSC accreditation and monitoring reports now available »

To keep our university community informed of accreditation, compliance and reporting activities, UofSC has established a **webpage** where annual and ad hoc reports can be viewed. These reports are necessary to maintain transparency about

reports can be viewed. These reports are necessary to maintain transparency about university activities and to meet our accreditation requirements through the Southern Association of Colleges and Schools Commission on Colleges.

Weekly Lineup



Campus Events

Sept. 29- **Corporate Career and Internship Fair** | 10 a.m.- 4 p.m. | **Handshake**
Sept. 29- **Unladylike2020- The Annual Freeman Lecture** | 6:30-8 p.m. | **Online**
Sept. 30- **Virtual Student Org Fair** | 4:30-6:30 p.m. | **Register**
Sept. 30- **Virtual Family Feud** | 9-10 p.m. | **Online**
Oct. 1- **Internship Virtual Fair** | 10 a.m.-4 p.m. | **Handshake**
Oct. 1- **Weekly LGBTQ+ Social** | 7-9 p.m. | **Register**
Oct. 1- **Musical Bingo** | 8-9 p.m. | **Register**
Oct. 2- **Recovery Yoga/Recovery Dharma** | 10-11 a.m. | C.A.L.M. Oasis
Oct. 2- **Cockadoodle Friday** | 2-4 p.m. | Greene Street
Oct. 2- **Night Hike- PeachTree Rock** | 7-10 p.m. | **Register**
Oct. 3- **Service Saturday** | 8 a.m.-2 p.m. | Davis Field



Gamecock Sports

Oct. 1- **Men's Soccer vs. Clemson** | 7 p.m. | Stone Stadium
Oct. 4- **Women's Soccer vs. Kentucky** | 1 p.m. | Stone Stadium



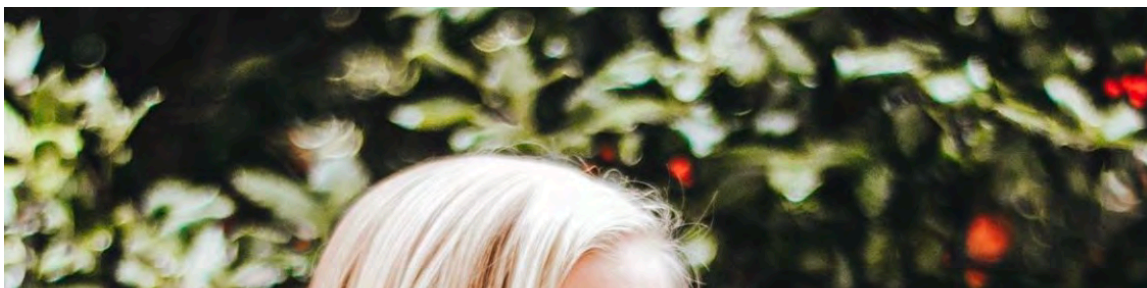
Mask up, Soda City

Oct. 3- **Soda City Market*** | 9 a.m.-1 p.m. | Main Street | *occurs weekly

Student Calendar »

Gamecocks Athletic Calendar »

Campus Conversation





“This year I have the privilege to serve the UofSC College of Pharmacy chapter of the Pediatric Pharmacy Association (PPA) as president. The impact that PPA has on the community is incredible, thanks to our members' generosity and love for kids. Within my time as a member I have been able to participate in many exciting things such as helping kids manage their asthma at Camp Breathe Easy, cook meals for families staying at the Ronald McDonald House, raise money and awareness for Sanfilippo syndrome through our annual Eliza 5K and so much more. This spring I was able to present research on pediatric acid-suppression therapy and the incidence of *Clostridioides difficile* infections (CDI) at the 29th Annual PPA Meeting and contribute to the limited data available regarding the relationship between acid-suppressing therapy and development of pediatric CDI. Even during the pandemic, we have so many events planned for PPA this year. For example, this month we are selling lapel pins to raise money for childhood cancer research in honor of September being Childhood Cancer Awareness month. I am so proud of this organization, our members and the difference we make.”

—**Kennedy Freeman**, first-year pharmacy student

Let's Get to Work!

Highlighted jobs, internships, co-ops and service opportunities from YOUR UofSC career finder, **Handshake**.

Full Time: MedSource Healthcare Account Executive –Multiple location at Eight Eleven Group

Part Time: Marketing Coordinator –Charlotte, NC at Artisanal Brewing Ventures

Internship: Outdoor Recreation Planner Intern –Las Cruces, New Mexico

[More featured jobs »](#)

#UofSCRetweet



CC Hall
@Femme_fb

A group of Karens is called a
Clemson home game.

Have a funny tweet? Mention #UofSCRetweet to be featured.

Get in the know with important dates, deadlines, news and events for students, by students. 📌



About us

Student editors: Catherine Lake and Colcath McDaniel

Student editors: Catherine Jobe and Careigh McDaniel

Staff editors: Page Ivey and Maegan Gudridge

Contact us: stucomm@mailbox.sc.edu or call 803-777-3085

To submit story ideas, events or announcements, fill out our **form**. Tag your images #UofSC and #UofSCRetweet on social media to be featured.

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The University of South Carolina sends a weekly news and events update to all USC Columbia undergraduate students.



Our mailing address is:

University of South Carolina
War Memorial
920 Sumter Street
Columbia, SC 29208

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[unsubscribe from this list](#) [update subscription preferences](#)

University of South Carolina
BOARD OF TRUSTEES

1:00 p.m. Friday, October 9, 2020
In Person – Pastides Alumni Center Ballroom
and By Microsoft Teams

Open Session

- I. Call to Order
 - A. Welcome and Introductions
 - B. Invocation
- II. Continuing Education for Trustees
 - A. Code of Conduct
 - B. Protecting the Institution from External Influence
 - C. Conflicts of Interest
- III. Approval of Minutes
 - A. Audit, Compliance and Risk Committee – August 14, 2020
 - B. Advancement, Engagement and Communications Committee – August 14, 2020
 - C. Academic Excellence and Student Experience Committee – August 14, 2020
 - D. Academic Excellence and Student Experience Committee – September 11, 2020
 - E. Board of Trustees – Called Meeting – September 11, 2020
 - F. Building and Grounds Committee – Called Meeting – March 6, 2020
 - G. Finance and Infrastructure – August 14, 2020
 - H. Health and Medical Affairs Committee – August 14, 2020
 - I. University Systems Committee – August 14, 2020
- IV. Approval of State Institution Bond Refunding

V. University Alumni Association

- A. Report
- B. Resolution

VI. Committee Consent Agendas

- A. Academic Excellence and Student Experience Committee – September 11, 2020
 - 1. Honorary Academic Titles
 - 2. New Hires with Tenure
 - 3. New Programs Approval
 - 4. Program Terminations Approvals
 - 5. Degree Programs – 100% Online
 - 6. USC Columbia Faculty Manual Revisions
- B. Contracts - Governance Committee, October 9, 2020
 - 1. USC Columbia Beverage Sales and Sponsorship Agreement - Dining and Bookstore Operations
 - 2. Prisma Health Upstate Addendum A MOU – USC School of Medicine Greenville
 - 3. Academic Partnerships Service Agreement - USC Aiken
 - 4. National University of Science & Technology Academic Collaboration – College of Engineering and Computing
 - 5. Spring Hill Suites Marriott Contract Addendum
 - 6. Aiken Cardiac Rehabilitation Agreement
 - 7. State Fleet Management Vehicle Lease Agreement – USC Systemwide

C. Voluntary Separation Program Approval - Audit, Compliance and Risk Committee, October 9, 2020

1. College of Arts and Sciences
2. College of Education
3. College of Engineering and Computing
4. College of Information and Communications
5. College of Social Work

VII. Report of the President

VIII. Approval of Vice President of Development Hire

IX. Other Matters

X. Adjournment

University of South Carolina
BOARD OF TRUSTEES

Governance Committee

11:00 a.m., Friday, October 9, 2020
In-Person, Pastides Alumni Center Ballroom
and By Microsoft Teams

Open Session

- I. Call to Order
- II. Approval of Contracts
 - A. USC Columbia Beverage Sales and Sponsorship Agreement - Dining and Bookstore Operations
 - B. Prisma Health Upstate Addendum A MOU – USC School of Medicine Greenville
 - C. Academic Partnerships Service Agreement - USC Aiken
 - D. National University of Science & Technology Academic Collaboration Agreement– College of Engineering and Computing
 - E. Spring Hill Suites Marriott Contract Addendum
 - F. Aiken Cardiac Rehabilitation Agreement
 - G. State Fleet Management Vehicle Lease Agreement – USC Systemwide
- III. Presentation of BOT Policies Revisions
- IV. Review of Committee Priorities for 2020-21
- V. Review of Committee Charters and Matrices
- VI. Streamlining Committee Meetings Discussion
- VII. Review of Enhanced Orientation for New Trustee(s)
- VIII. Review of Recommendations Received Regarding Board Policy BTRU 3.01
- IX. January 2021 Retreat of the Board of Trustees Discussion

X. Strategic Plan Update

Executive Session

— Legal Advice

Return to Open Session

XI. Other Matters

XII. Adjournment

University of South Carolina System Board of Trustees
Oath of Office
Code of Conduct and Statement of Commitment

Oath of Office

I do solemnly affirm that I am duly qualified, according to the laws and constitution of the State of South Carolina, to serve and exercise the duties of Trustee of the University of South Carolina System, and that I will, to the best of my ability, discharge the duties of Trustee with dedication and integrity, mindful of my fiduciary obligations to the institution, and consistent with the public trust placed in me.

Code of Conduct and Statement of Commitment

Serving on the governing board of the University of South Carolina System (University System) is an honor bestowed by representatives of the citizens of South Carolina. Recognizing my obligations as a board member is essential if the University System is to achieve its mission of providing educational opportunities for citizens of South Carolina and others who can benefit from the high-quality education made available throughout the institutions that make up the University System. I understand that my board colleagues and I are primarily accountable to the University System's students, faculty, staff and to the general public. As a member of the governing board of the University System, I take pride in my service and I am committed to the fiduciary principles that define my responsibilities and the scope of my authority.

By signing this Code of Conduct and Statement of Commitment, I endorse and accept the important responsibilities that define my role as a member of the University of South Carolina System Board of Trustees (System Governing Board). Accordingly, I hereby affirm and publicly commit to the following guiding principles:

1. I have a clear and ongoing commitment to the essential fiduciary responsibilities of service on the System Governing Board.
2. As a fiduciary, I recognize that the System Governing Board acts in a transparent, respectful and orderly manner in order to contribute to the mission and strategic priorities of the University System.
3. I will commit to a healthy culture of board governance, one that is committed to sustaining the trust and support for the University System's stakeholders.
4. I realize that the reputation of the University System is fundamentally related to the quality of the board's leadership and actions. I will, within the scope of my authority, ensure that the University System's reputation will be protected and I will not be part of any activities that might compromise that essential value.

5. As an elected or appointed member of the board, I will adhere to the University System's policies that protect against compromising my fiduciary responsibility to actively resist any efforts to influence my decisions or that might compromise my independent judgment.
6. I recognize that as a board member I should work to be supportive of presidential leadership and vision for the University System and its individual campuses, while also accepting my role in holding the president accountable for the effective management of the University System.
7. I realize that as a board member my authority comes in the form of adding value to board policy consideration and that no individual member of the board has authority to act on its behalf unless specifically requested to do so by the board or its leadership.
8. I commit to maintaining the highest standard of ethical behavior, including compliance with the South Carolina Ethics, Government Accountability, and Campaign Reform Act of 1991, as amended, Board of Trustees Policy BTRU 1.18 entitled "Conflict of Interest and Commitment," and Board of Trustees Policy BTRU 1.19 entitled "Protecting the Institution from External Influence." I recognize that conflict of interest – whether material or in appearance – can create uncertainty and distrust and should be avoided.
9. I will take part in periodic board education programs including ongoing reviews of fiduciary principles in order to continually improve my service on the board.
10. I recognize that as a board member I must refrain from active or indirect engagement in University System or campus operations or efforts to influence the management of staff throughout the University System. I will ask the board secretary or the president when I need information that is not readily available unless other communication is necessary in order to receive information essential to the discharge of my responsibilities as a board member or my understanding of an issue to be considered by the board.
11. I understand that as a board member I should seek to add value to the board's strategy and policy responsibilities by providing leadership as assigned and by asking relevant strategic questions, offering specific suggestions, and challenging as appropriate while avoiding being a disruptive member of the fiduciary body.
12. I will maintain in a confidential manner matters and information that are the sole province of the governing board and the president.
13. I realize the importance of preparing for and participating in all official board meetings, the meetings of the board's committees to which I have been appointed and other functions and appropriate events across the University System's campuses.
14. I respect the leadership role of the president, board chair and committee chairs to finalize meeting agendas, and I respect my board colleagues and their delegated work as members of committees on which I am not a member.

15. I understand the expectation that I should communicate promptly to the board chair and president any concerns I have related to the University System's well-being.
16. I recognize that no board member is entitled to request actions that violate written policies or that jeopardize fiduciary standards and board independence, or to request special privileges as a member of the board.
17. I will participate in periodic evaluations of the state of the University System relative to its mission, and I will participate in board self-assessment and work with the board to improve governance regularly.
18. I will respect the role of the Governance Committee and the board chair as they work to assist the board and its members in fully understanding and complying with this Code of Conduct and Statement of Commitment.
19. I acknowledge and agree that if any board member reasonably believes a colleague on the board has violated the terms of this Code of Conduct and Statement of Commitment, he/she shall inform the board chair who may refer the matter to the Governance Committee.

Signature of Board Member

Date

ADMINISTRATIVE DIVISION BTRU Board of Trustees		POLICY NUMBER BTRU 1.18
POLICY TITLE Conflicts of Interest and Commitment		
SCOPE OF POLICY USC System		DATE OF REVISION October 19, 2018
RESPONSIBLE OFFICER Secretary of the Board of Trustees		ADMINISTRATIVE OFFICE Board of Trustees

PURPOSE

This policy provides a framework for recognizing, disclosing and managing conflicts of interest and commitment as well as situations involving the appearance of a conflict of interest. All trustees, officers, faculty, administrators, and staff of the University of South Carolina, including all full-time, part-time, temporary, research grant, time-limited and contract employees, are subject to the requirements of this policy.

DEFINITIONS AND ACRONYMS

For purposes of this policy, the following terms shall have the meaning set forth herein:

Conflict of Commitment – means a situation in which an individual engages in external activities, either paid or unpaid, that may interfere with his/her primary obligation and commitment to the University.

Conflict of Interest – means a situation in which an individual has financial, professional, or personal considerations that may directly or indirectly affect, or have the appearance of affecting, an individual's professional judgment in exercising any University duty or responsibility. A conflict of interest may arise when an individual has the opportunity or appears to have the opportunity to influence the University's business, administrative, academic, research, or other decisions in ways that could lead to financial, professional, or personal gain or advantage of any kind, whether the value is readily ascertainable.

Entity – means any outside business or organization, including any public, private or non-profit entity.

Extended Family Members – means the employee's spouse/partner, children, parents, in-laws, siblings, or other individuals living in the household.

Financial Interest – means any monetary interest including, but not limited to salary, consulting fees, honoraria, gifts, dividends, paid authorship, ownership interest, stock or stock options, intellectual property rights, royalties, or paid travel (unless reimbursed by federal, state or local government, an institution of higher education, an academic medical center, research institute or professional organization affiliated with institutions of higher education). Financial interest does not include a financial interest arising solely by means of investment in a mutual, pension, or other institutional investment fund over the management and investments of which the employee or an

associated immediate family member does not exercise control; or investments in publicly traded entities as long as the value of the employee's equity interest in the entity is less than \$5,000.

Immediate Family Members – means the employee's spouse/partner or children.

Institutional Responsibilities – An individual's professional obligations carried out on behalf of the University.

Personal Relationships – means an employee's relative, friend, partner or romantic interest, or any other individual with whom the employee has a relationship which could be perceived by a reasonable person as limiting the employee's objectivity with respect to University decisions.

University Employees – means members of the University of South Carolina Board of Trustees, and University officers, faculty, staff and other individuals employed by the University regardless of classification, including all full-time, part-time, temporary, research grant, time-limited and contract employees.

POLICY STATEMENT

I. Preamble

The relationships between the University of South Carolina, its employees, private industry, federal and state governments, and the not-for-profit sector are increasingly complex. As a result, there are opportunities for professional interactions that may benefit the University and its employees, but which may also present a conflict or appearance of conflicting loyalties and responsibilities for the individuals within the University. Conflicts of interest, therefore, may arise from ordinary and appropriate activities as a part of assigned duties, so the existence of a conflict should not imply wrongdoing. When conflicts arise, however, they must be recognized, disclosed, managed or eliminated.

The specific requirements for disclosing conflicts of interest and other activities are determined by the employee's employment classification or status (e.g., faculty, staff, research faculty, etc.). Section IV of this policy directs University employees to the specific policy governing their disclosure requirements. This policy is not intended to amend any such existing University policy.

The South Carolina Ethics, Government Accountability and Campaign Reform Act, South Carolina Code of Laws Section 8-13-100 et seq. (the "Ethics Law"), makes it unlawful for public officials, public members, and public employees to use their position to obtain an economic interest or to have a financial interest in any contract or purchase connected with the University, unless otherwise authorized by the Ethics Law. The requirements of this policy are in addition to and do not supersede the provisions and restrictions set forth in the Ethics Law. (University Policy HR 1.02 <http://www.sc.edu/policies/hr102.pdf>).

This policy is not intended to prohibit approved, appropriately managed and disclosed (if necessary) economic development activities related to University generated intellectual property, including employee involvement with startup companies, Small Business Administration (SBIR/STTR) funded research and Centers of Economic Excellence Activities.

Nothing in this policy shall be construed to permit, even with disclosure, any activity that is prohibited by law.

II. Policy Provisions

- A. A perceived and/or real conflict of interest arises whenever the employee has the opportunity to influence University operations or business decisions in ways that could result in a personal financial benefit or economic gain to the employee, a member of an employee's extended family, or individuals with whom the employee has a business or personal relationship.
- B. University employees must take particular care when relationships intersect with the University's interests and have the potential or appearance to influence factors to be considered in administrative decisions including, but not limited to hiring and procurement decisions. In particular, individuals who have University duties involving (i) procurement, or sale of goods, services, or other assets, (ii) the negotiation and formation of contracts or other commitments affecting the assets or interests of the University, (iii) the handling of confidential or privileged information, (iv) the performance of patient care, (v) the conduct or handling of any research results or transfer of technology, or (vi) the presentation of professional advice to the University, must be particularly conscious of conflicts of interest or the appearance of conflicts of interest.
- C. University employees cannot accept a gift or anything of value from a person or entity given as a result of a relationship established through their employment with the University with the following exceptions:
 - 1. Gifts given because of a relationship that existed before employment with the University.
 - 2. Gifts given by the employer or co-workers.
 - 3. Promotional, informational, or educational items with a value of less than \$10.
 - 4. A personalized trophy or plaque with a value of less than \$150.
 - 5. Items given to an employee or department not otherwise excluded from this rule which are not easily returned may be donated to a charity or, if food, placed in a common area for the benefit of all employees.

III. Responsible Offices.

The following offices are responsible for administering the applicable conflict of interest and commitment disclosure processes:

- 1. Board of Trustees – Board Office
- 2. Faculty Disclosures – Office of the Provost

3. Research Disclosures – Office of the Vice President for Research
4. University Officers and Staff Members – Division of Human Resources
5. Procurement Solicitations – Purchasing Department

Employees with questions about their responsibilities should contact the appropriate office cited above.

IV. Policy Compliance

The University expects employees to be conscientious in their adherence to the provisions and policies of the University. Failure to make a complete disclosure, when necessary based on the requirements outlined in this policy and related policies below, as well as, failure to comply with actions required to mitigate or eliminate the conflict may be grounds for disciplinary action and/or sanctions pursuant to the relevant University policies.

Any member of the University Community may report a situation involving a conflict of interest or commitment, or a violation of this policy to an appropriate University official or anonymously through the USC Integrity Line at <http://www.sc.edu/uscintegrityline/>.

PROCEDURES

A. Employee Responsibilities.

1. University employees have a duty to immediately disclose, manage or eliminate any real or apparent conflicts of interest or commitment. If there is any question about whether an activity represents a conflict of interest or commitment, then the employee should disclose the activity for review.
2. University employees shall:
 - a. conduct the affairs of the University in accordance with the highest legal, ethical and moral standards.
 - b. abide by the Conflicts of Interest and Commitment Policy.
 - c. disclose conflicts of interest and those activities or interests that may have the appearance of a conflict.
 - d. not use their position to secure personal financial benefits and economic interest for themselves, any extended family member, and, any individuals with whom the employee has a personal relationship.
 - e. disclose outside professional activities as required by University Policy ACAF 1.50, *Outside Professional Activities for Faculty* or outside employment as required by University Policy HR 1.30, *Outside Employment*.

- f. comply with remedies prescribed by the University's assessment of the disclosed activities.
 - g. recuse himself/herself from the activity or decision until such a time as the conflict is eliminated if there is no reasonable way to manage the conflict of interest or commitment.
3. Employees that are required to annually complete a disclosure must do so whether or not they have anything to disclose. The specific disclosure policy governing an employee's disclosure requirements is as follows:
- a. For members of the **Board of Trustees** – University Policy BTRU 1.03, *By-Laws of the Board of Trustees*
 - b. For **Faculty** – University Policy ACAF 1.50, *Outside Professional Activities for Faculty*
 - c. For **Employees Involved in Research** – University Policy RSCH 1.06, *Disclosure of Financial Interests and Management of Conflicts of Interest Related to Sponsored Projects (Research)*
 - d. For **Staff Members** – see Section VI of this policy
 - e. For **Members Acquiring Goods and Services** – University Policy FINA 2.14, *Acquisition and Payment of Goods and Services*
 - f. For **Employees with Outside Employment** – University Policy HR 1.30, *Outside Employment*
4. University employees not subject to the annual conflict of interest and commitment disclosure process that have activities or relationships that present or have the appearance of a conflict of interest or commitment shall disclose as such using the Staff Disclosure procedures (Section VI of this policy) and the University's central reporting system prior to engaging in the activity. (Staff Conflict of Interest Disclosures)
5. University employees shall update their disclosure prior to engaging in new activities that present or have the appearance of a conflict of interest or commitment. Employees shall avoid any involvement with related University activities and decisions until such time as the disclosure has been evaluated and the disclosed activity has been resolved.
6. Employees responsible for assessing disclosed activities shall ensure they gain a full understanding of the activities and how to adequately remedy the conflict of interest or commitment.

B. Disclosure Requirements

A University employee is required to complete a disclosure for the following circumstances and activities:

1. An employee is expected to disclose businesses with which the employee or their immediate family members have financial interests or are involved as an owner, operator, or as an executive officer, that is **directly involved with activities related to the employee's area of professional expertise or institutional responsibilities**. In general, there is a possibility that a conflict of interest may arise if the business forms or has a relationship with the University.
2. In circumstances in which it is necessary and in the best interests of the University for an employee or the employee's extended family member **to conduct business with the University**, the employee shall disclose such business activities prior to forming the relationship and each year thereafter for as long as the University is conducting business with the entity. University employees may not review, approve, or administratively control contracts or business relationships when the contract or business relationship is between the University and an entity in which the individual or an extended family member has a financial interest or when the individual or an extended family member is an employee of the entity and is directly involved with the activities pertaining to the University. Generally, there will be no conflict of interest if the employee is not in a position to influence the University with respect to the entity.
3. The employee shall disclose if he/she has **a personal relationship** with an individual who has a financial interest in a business entity with which the University does or proposes to do business, and the **employee is in a decision-making role or otherwise is in a position to influence** the University's business decisions regarding the business entity.
4. Faculty with **outside professional activities** shall disclose these activities as required by University Policy ACAF 1.50, *Outside Professional Activities for Faculty*. Staff members also **employed outside the University** shall disclose this employment as required by University Policy HR 1.30, *Outside Employment*.

C. Staff Member Disclosure Procedures

The Vice President for Human Resources in consultation with University Counsel and the Chief Audit Executive will determine which employees by nature of their duties, responsibilities or other relevant criteria, must complete an annual disclosure. Staff members who are required to complete a disclosure annually will be notified by Human Resources and shall submit such disclosures through the University's central reporting system (Staff Conflict of Interest Disclosures) by the deadline specified.

1. Staff members may have other disclosure requirements based on their role and responsibilities with the University (see Section IV, Policy Provisions). Additionally, it

is the staff member's ongoing duty to update the disclosure as new roles or activities arise in the course of the staff member's responsibilities prior to engaging in the activities.

2. An authorized group of employees identified by the Vice President for Human Resources in consultation with University Counsel and the Chief Audit Executive shall review disclosures and respond accordingly. Should the review determine that the disclosure is a real or apparent conflict of interest or commitment, the authorized group of employees will advise the appropriate local and supervisory unit heads to prohibit or modify the proposed activity of the staff member so that University business is not improperly influenced or adversely affected.
3. The modification of the proposed activity will be determined by the local and supervisory unit heads in the form of a conflict management plan and documented in the University's central reporting system.
4. The Division of Human Resources will review and approve conflict management plans and investigate instances deserving additional attention.
5. A written record will be kept in the central reporting system of all steps taken leading to resolution of the issue.
6. If the staff member does not agree with the conflict determination or resolution, he/she may request in writing to the Chief Audit Executive, a review from University Counsel and Audit and Advisory Services.

RELATED UNIVERSITY, STATE AND FEDERAL POLICIES

University Policy ACAF 1.50, *Outside Professional Activities for Faculty*

University Policy BTRU 1.03, *By-Laws of the Board of Trustees* University Policy

University Policy FINA 2.14, *Acquisition and Payment of Goods and Services*

University Policy HR 1.02, *University of South Carolina Ethics Policy*

University Policy HR 1.30, *Outside Employment*

University Policy RSCH 1.06, *Disclosure of Financial Interests and Management of Conflicts of Interest Related to Sponsored Projects (Research)*

HISTORY OF REVISIONS

DATE OF REVISION	REASON FOR REVISION
August 12, 2010	New policy approval
October 12, 2017	Policy organization, content, and accuracy revised to encompass all University policies addressing conflicts of interest and commitment and for scrivener corrections.
October 19, 2018	Policy organization, content, and accuracy reviewed; titles updated; and policy reformatted into the new policy template.

ADMINISTRATIVE DIVISION BTRU Board of Trustees		POLICY NUMBER BTRU 1.19
POLICY TITLE Protecting the Institution from External Influences		
SCOPE OF POLICY USC System		DATE OF REVISION February 14, 2020 (New Policy)
RESPONSIBLE OFFICER Chairman, Board of Trustees		ADMINISTRATIVE OFFICE Board of Trustees

PURPOSE

The purpose of this policy is to demonstrate the University of South Carolina Board of Trustees' commitment and adherence to Standard 4.2.f of the *Principles of Accreditation* promulgated by the Southern Association of Colleges and Schools Commission on Colleges which requires the board to "protect the institution from undue influence by external persons or bodies."

DEFINITIONS AND ACRONYMS

External Stakeholders: Individuals other than elected or appointed members of the Board of Trustees of the University of South Carolina, or employees of the University of South Carolina, who have a valid interest in the welfare of the University of South Carolina.

SACSCOC: The Southern Association of Colleges and Schools Commission on Colleges, the University of South Carolina System's regional accrediting body.

System Governing Board or board: The Board of Trustees of the University of South Carolina.

University System: The eight-campus system comprising the University of South Carolina.

POLICY STATEMENT

The System Governing Board recognizes and supports the inherent values of institutional autonomy and freedom from external influences. The board will adhere to the following principles:

1. The System Governing Board will demonstrate board independence to govern, consistent with state law.
 - (a) The board will govern as a collective, corporate body, while taking into consideration the need for individual members to apply and express their individual consciences and judgments during the deliberative process. Individual board members whose views are not consistent with board decisions will respect the

actions of the corporate body and avoid putting their own interests before that of the institution.

- (b) Individual board members will respect the input of all stakeholders in considering specific actions and policies or overall strategic direction, while recognizing that board members and decision making processes must remain free from undue pressures from external stakeholders – from public policy makers, donors, alumni and boosters, corporate sponsors, or political interest groups – to influence their individual judgement on matters that are the province of the board.
 - (c) Individual board members will not abdicate their independent judgment to assume the role of advocate for an external, special interest in the outcome of the board's decision.
 - (d) Individual board members recognize that the standard of independent judgment is especially important in the selection or approval of institutional and campus leadership and high-level management positions.
 - (e) Individual board members will commit to the duties of care, loyalty, and obedience as essential fiduciary responsibilities which define their ethical and legal obligations to the University System.
2. The System Governing Board will preserve institutional independence and autonomy.
- (a) The board will keep the mission of the University System and its individual campuses as the focal point of all policy decisions and be mindful of statewide policy agendas as a framework for their actions.
 - (b) The board will ensure that external stakeholders – from public policy makers, donors, alumni and boosters, corporate sponsors, or political interest groups – do not inappropriately influence institutional independence and autonomy or skew academic programs or mission.
3. The System Governing Board will protect appropriately academic freedom and be the standard bearer for the due-process protection of the institution, its faculty, staff and students.
4. The System Governing Board will assure institutional accountability to the public interest.
- (a) The board will serve as a bridge to the external community.
 - (b) The board, acting through its chair and in concert with the president, will inform, advocate and communicate on behalf of the institution.
 - (c) The board and its individual members will exhibit exemplary public behavior.

PROCEDURES

Board members who believe they have been approached by an external stakeholder for the purpose of leveraging authority to influence their independent judgement shall first cite this policy to the external stakeholder, and then shall immediately inform the Board chair, who shall notify the Governance Committee of the board and the president.

HISTORY OF REVISIONS

DATE OF REVISION	REASON FOR REVISION
February 14, 2020	New policy approval

NUMBER: BTRU 3.01
SECTION: Board of Trustees
SUBJECT: Presidential Candidate Search Committee
DATE: July 24, 2020
Policy for: All campuses
Procedure for: All campuses
Authorized by: Cantey Heath
Issued by: Board of Trustees

PURPOSE

Section 59-117-40(5) of the *Code of Laws of South Carolina* gives the University of South Carolina Board of Trustees the sole power “to appoint a University president.” Section 2 of Article IV of the bylaws of the Board of Trustees stipulates that the Board will adhere to this policy (BTRU 3.01) “[w]hen there is a vacancy or notification of a forthcoming vacancy in the office of the President.”

The purpose of BTRU 3.01 is to define the composition of the Presidential Candidate Search Committee authorized by the Board and to provide guidelines regarding the conduct of the Presidential Candidate Search Committee.

DEFINITIONS AND ACRONYMS

Board of Trustees or Board: The University of South Carolina (USC) Board of Trustees, the governing board of the University System.

President: President of the University System and Chancellor of the University System’s Columbia campus, whose powers and authorities are defined by sections 2 and 3 of Article XII of the bylaws of the Board of Trustees.

Presidential Candidate Search Committee: Persons charged by the Board of Trustees with the recruitment and assessment of candidates for the position of President of the University of South Carolina. Sometimes referred to within this policy as “the Search Committee” and “the Committee,” the Presidential Candidate Search Committee is charged further with adherence to this policy (BTRU 3.01) toward presenting to the Board, through the Chair of the Search Committee, the names of not less than three fully acceptable candidates for the Presidency.

POLICY STATEMENT

State law gives the Board of Trustees the sole authority to select a President for the University of South Carolina. The bylaws of the Board of Trustees refer to this policy (BTRU 3.01) in order to

define effectively and efficiently both the composition of the Presidential Candidate Search Committee and guidelines regarding the conduct of the Presidential Candidate Search Committee.

PROCEDURES

Application of this Policy (BTRU 3.01): Should at any time an acting or interim president be required to fulfill the responsibilities of the Presidency, the process described here shall not apply but such appointment shall be made by the Board on recommendation of the Governance Committee of the Board.

Composition: When there is a vacancy or notification of a forthcoming vacancy in the office of the President, the Board will create a Presidential Candidate Search Committee, the composition of which will be as follows:

1. Eight members of the University of South Carolina Board of Trustees from among those elected by the General Assembly to be recommended by the Governance Committee to the full Board (one of whom shall be designated as Chair of the Committee);
2. Five members of the faculty of the University System, who shall serve until the conclusion of the presidential search process: (i) the incumbent Chair of the USC Aiken Faculty Assembly, (ii) the incumbent Chair of the USC Beaufort Faculty Senate, (iii) the incumbent Chair of the USC Columbia Faculty Senate, (iv) the incumbent Chair of the USC Upstate Faculty Senate, and (v) the incumbent Chair of the Palmetto College Campuses Faculty Senate;
3. The incumbent President of the USC Columbia Student Government Association, who shall continue to serve on the Committee until the conclusion of the presidential search process; and
4. The Secretary of the Board of Trustees will serve as Secretary of the Committee.

Chair of the Committee: The primary responsibilities of the Chair of the Search Committee shall be to ensure that the best qualified candidates are considered for the position of President and to do the following (with assistance from a search firm or search consultant, as applicable):

1. Guide the Committee in developing and implementing a search plan;
2. Oversee the professional and timely operation of the Committee in pursuit of an agreed-upon timeline for the search;
3. Guarantee an opportunity for all qualified candidates to receive Committee consideration, to be evaluated by consistent standards, and to be treated equally;
4. Work with executives from USC Columbia, including the General Counsel; the Vice President for Human Resources; the Vice President for Diversity, Equity, and Inclusion; and University Director of Equal Opportunity Programs to ensure that effective recruitment

mechanisms are utilized and that the Committee is provided information relevant to the recruitment of underrepresented groups;

5. With the Secretary of the Committee, ensure that complete records of meetings and action are maintained;
6. Adhere to the South Carolina Freedom of Information Act and South Carolina Ethics Act while conducting all business of the Search Committee and to communicate expectations of the same to members of the Search Committee on a regular basis;
7. Maintain the confidentiality of the Committee's proceedings, communications with candidates, and the identity of candidates, consistent with the South Carolina Freedom of Information Act and to communicate expectations of the same to members of the Search Committee on a regular basis;
8. Be the sole spokesperson regarding Committee activities and the status of the search process;
9. Provide appropriate updates regarding the status of the search to stakeholders and the public at appropriate intervals;
10. Communicate with potential candidates and candidates and inform them of the status of the search process;
11. Ensure that expenditures generated by the Search Committee (and search firm or search consultant, as applicable) are reasonable and in adherence to University policy;
12. Maintain leadership control of the search and avoid ceding unnecessary authority to any search firm or search consultant;
13. Report to the permanent Chair of the Board any attempt by any external stakeholder to leverage undue political influence on the search (per BTRU 1.19);
14. Report to the permanent Chair of the Board, at the intervals required by the permanent Chair of the Board, the status of the search throughout its progress;
15. Ensure that appropriate reference and background checks are conducted on applicants to be recommended to the Board of Trustees as finalists for the position; and
16. Report to the Board of Trustees the deliberations of the Committee, perceived strengths and weaknesses of candidates' respective interviews, and information it has compiled about recommended candidates. The Chair of the Search Committee should report immediately to the permanent Chair of the Board if any difficulties arise that threaten the Committee's successful operation. Similarly, the Chair of the Search Committee should report immediately to the permanent Chair of the Board any circumstance that may

necessitate the removal of a member of the Search Committee or that may necessitate severing business with a search firm or search consultant.

Search Committee Orientation: At the first meeting of the Presidential Candidate Search Committee, an orientation will be provided for the Chair and the Committee's members. This orientation will include, at minimum, the following four parts:

1. The permanent Chair of the Board will deliver a charge to the Presidential Candidate Search Committee, both verbally and by hard copy, such charge including a hard copy of sections 2 and 3 of Article XII of the bylaws of the Board of Trustees, a hard copy of this policy (BTRU 3.01), and a hard copy of University Policy 1.19 ("Protecting the Institution from External Influences") and such charge requiring that the Search Committee do the following:
 - a. Review the evolving role of a university system president in today's environment, along with the University System's mission and the mission of each individual university and branch campus within the University System; provide University System stakeholders with adequate opportunities to communicate opinions regarding the needs of the University System and the traits desired of a president; and develop accordingly a set of criteria that recognizes and encourages traditional academic candidates as well as non-traditional candidates;
 - b. Agree on a statement of professional qualifications and personal qualities sought in the individual to be selected as President;
 - c. Develop a broad, deep, and diverse pool of strong candidates, through a national (and international, as necessary) and proactive search, using all available means;
 - d. Deliberate and make decisions according to the best interests of the University System and without the need to make decisions in order to satisfy any subset of stakeholders—that is, act in the University System's fiduciary interests rather than in the interests of any stakeholders;
 - e. Ensure that the search is conducted demonstrably in a manner consistent with both the letter and the spirit of relevant equal opportunity and diversity policies and requirements;
 - f. Screen candidates fairly and consistently, using evaluative criteria based on the professional qualifications and personal qualities sought;
 - g. Maintain confidentiality during the entire process to protect the candidates, the integrity of the process, and the interests of the University System;
 - h. Adhere to the South Carolina Freedom of Information Act and South Carolina Ethics Act while conducting all business of the Search Committee;
 - i. Take care, if electing to employ a search firm or search consultant, to maintain leadership control of the search and to avoid ceding unnecessary authority to any search firm or search consultant;
 - j. Present to the Board, through the Chair of the Search Committee, the names of not less than three fully acceptable candidates for the Presidency;
 - k. Report any attempt by any external stakeholder to leverage undue political influence on the search (per BTRU 1.19); and
 - l. Be mindful of the standards by which the Board may remove a member of the Search Committee or its Chair.

- m. Sign a hard copy of this policy (BTRU 3.01) and present it to the Secretary of the Committee, documenting that this policy has been read and understood.
2. The General Counsel of USC Columbia will review University System, state, and federal policies relevant to the search for the President. These will include but may not be limited to the South Carolina Freedom of Information Act and South Carolina Ethics Act. Upon the invitation of the Committee's Chair, the General Counsel will offer continued assistance to the Committee.
3. Both USC Columbia's Vice President for Diversity, Equity, and Inclusion and the Director of Equal Opportunity Programs will review issues related to diversity in recruitment and hiring, affirmative action, and implicit bias. Upon the invitation of the Committee's Chair, the Vice President and the Director will offer continued assistance to the Committee.
4. USC Columbia's Vice President for Human Resources will review University System policies and standards regarding the search for and appointment of the President. The Vice President will provide other guidance regarding best practices in human resources, recruitment, and hiring. Upon the invitation of the Committee's Chair, the Vice President will offer continued assistance to the Committee.

Confidentiality: The Presidential Candidate Search Committee should maintain the confidentiality of the Committee's proceedings, communications with candidates, the identity of candidates, and all other matters related to the search, consistent with the South Carolina Freedom of Information Act. Protecting all aspects of the Presidential search with the utmost confidentiality is among the foremost duties of the Presidential Candidate Search Committee and each of its members. Strict confidentiality maintains the integrity of the search process while ensuring that potential candidates for the position of President will be comfortable applying for the position and engaging the Search Committee (and search firm or consultant, if applicable). That is, "leaks" and violations of confidentiality compromise the quality of both the search process and its results, while discouraging potentially qualified persons from considering the Presidency of the University of South Carolina.

Only the Chair of the Search Committee is permitted to speak for the Search Committee, to provide updates regarding search progress to the Board of Trustees, to coordinate search communications with University System officials, or to contact potential candidates or candidates for the position of President regarding the position. If a search firm or consultant is employed by the University System, these parties conduct business on behalf of the University System and Search Committee only as authorized by the Chair of the Search Committee.

A breach of confidentiality may be cause for removal of a member of the Search Committee, for removal of the Chair of the Search Committee, or for severing business with any search firm or consultant employed by the University System.

Undue Political Influence: As University Policy BTRU 1.19 ("Protecting the Institution from External Influences") states, the University's Board of Trustees is an independent fiduciary body that must take measures to insulate itself and the University System's universities and branch campuses from undue political influence. The need to protect the Board's work from undue

political influence extends to the Presidential Candidate Search Committee, its individual members, and its work. Search Committee members who are not Trustees and who believe that they have been approached by an external stakeholder for the purpose of leveraging authority to influence their independent judgement regarding the Presidential search shall immediately inform the Chair of the Search Committee, who shall then notify the Board chair, who shall notify the Governance Committee of the Board and the President. Search Committee members who are Trustees and who believe that they have been approached by an external stakeholder for the purpose of leveraging authority to influence their independent judgement regarding the Presidential search shall first cite this policy to the external stakeholder, and then shall immediately inform the Board chair, who shall notify the Governance Committee of the Board and the President.

Failure to report an approach by an external stakeholder for the purpose of leveraging authority to influence the Presidential search may be cause for removal of a member of the Search Committee or removal of the Chair of the Search Committee.

Removal of a Member of the Presidential Candidate Search Committee: Upon a majority vote of the Board of Trustees, the Chair of the Search Committee may remove a member of the Presidential Candidate Search Committee for breaching the confidentiality of the search, for failing to notify the Chair of the Search Committee regarding an external stakeholder's attempt to leverage authority to influence the search, for failure to adhere to the South Carolina Freedom of Information Act, for inadequate attendance at meetings of the Search Committee, or for inadequate engagement in the search itself.

Whether and how to replace any member of the Presidential Candidate Search Committee that has been removed by the Chair of the Search Committee shall be determined by the Board, after receiving a recommendation from the Governance Committee of the Board.

Removal of the Chair of the Presidential Candidate Search Committee: Upon a majority vote of the Board of Trustees, the permanent Chair of the Board may remove the Chair of the Presidential Candidate Search Committee for failure to fulfill the duties of the Chair listed in this policy (BTRU3.01), for failure to notify appropriate persons regarding an external stakeholder's attempt to leverage authority to influence the search, for failure to adhere to the South Carolina Freedom of Information Act, for inadequate attendance at meetings of the Search Committee, or for inadequate engagement in the search itself.

How to replace a Chair of the Presidential Candidate Search Committee that has been removed by the permanent Chair of the Board shall be determined by the Board, after receiving a recommendation from the Governance Committee of the Board.

Employment of a Search Firm or Search Consultant: In accordance with applicable University System procurement standards and policies, the Search Committee may elect to employ a search firm or search consultant for the purposes of administering outreach and communications, maintaining appropriate legal and employment standards, engaging potential candidates and candidates, and generally providing administrative and logistical support throughout the Presidential search, with appropriate permission from the Chair of the Search Committee.

The Search Committee should evaluate potential search firms and search consultants for employment on the basis of these criteria, along with other criteria suggested or required by University System procurement officials:

1. Names and qualifications of persons who will lead and administer the search—not merely the names and qualifications of the firm’s principals;
2. Experience with similar searches;
3. Proposed steps and timeline for the search;
4. Methods for outreach, advertising, and communication beyond standard use of the firm’s or consultant’s database of potential candidates;
5. Methods for ensuring confidentiality and for attracting potential candidates whose current employment may be endangered by public disclosure of candidacy for another position;
6. Names of potential candidates whom the firm or consultant may not engage on the basis of terms of a search executed previously by the firm or consultant; and
7. Cost and price of services.

With assistance from procurement officials and legal counsel, the University System and Board of Trustees and Search Committee will ensure terms for employment of a search firm or search consultant that are favorable to the University System and Board of Trustees and Search Committee, such that the University System may sever business with the search firm or search consultant for failure to maintain the standards outlined here, for failure to complete work of satisfactory quality with satisfactory speed, or for other reasonable claims in a manner that preserves the University System’s ownership of work products and files regarding potential candidates and candidates, so as not to jeopardize the speedy resuming of the search through the University System’s sole oversight or through employment of another firm or consultant.

The Search Committee and Chair of the Search Committee should exercise caution when executing the Presidential search, so as not to cede leadership control of the search and to avoid ceding unnecessary authority to any search firm or search consultant.

Checking References of Finalists: This policy (BTRU 3.01) lists, among the duties of the Chair of the Presidential Candidate Search Committee, the responsibility to “[e]nsure that appropriate reference and background checks are conducted on applicants to be recommended to the Board of Trustees as finalists for the position.” To the extent possible, this duty should not be deferred fully to any search firm or search consultant. Although a firm or consultant may be obligated contractually to conduct reference and background checks, the Chair of the Search Committee should oversee other, comprehensive reviews to complement any checks conducted by any firm or consultant, to confirm facts represented by candidates, to ensure candidates’ personal and professional fit for the Presidency, to understand candidates’ fitness to perform the duties required of the job, and to document that candidates possess requisite integrity. These steps should be overseen by the Chair of the Search Committee with the knowledge of any firm or consultant (if applicable) and only after proper notice to each finalist, before the names of not less than three

fully acceptable candidates for the Presidency are presented to the Board of Trustees for consideration.

RELATED UNIVERSITY, STATE, AND FEDERAL POLICIES

BTRU 1.03 Bylaws of the Board of Trustees

BTRU 1.19 Protecting the Institution from External Influences

Sections 8-13-100, *et seq.*, *Code of Laws of South Carolina* (1976), as amended

Sections 30-4-10 *et seq.*, *Code of Laws of South Carolina* (1976), as amended

Sections 59-117-10, *et seq.*, *Code of Laws of South Carolina* (1976), as amended

HISTORY OF REVISIONS

July 24, 2020: New policy approval

UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES ACADEMIC EXCELLENCE AND STUDENT EXPERIENCE COMMITTEE CHARTER

The Ad Hoc Advisory Committee on Governance of the University of South Carolina Board of Trustees proposes this draft charter for consideration by the Board, as the Board's committee structure is revised to include an Academic Excellence and Student Experience Committee.

This draft charter is intended to offer the Academic Excellence and Student Experience Committee a foundation and direction as the Committee begins its work. The Committee may elect to revise this charter. All parties should note, however, that efforts have been made to ensure consistency across committee charters and to determine lines of jurisdiction for each committee to be enacted during this 2020 restructuring of Board committees; any revisions to charters should adhere to the format of this draft charter and should take care to avoid conflicts or redundancies in committee duties.

The draft charter listed below was approved by the Academic Excellence and Student Experience Committee on INSERT DATE; and by the full Board on INSERT DATE. All Board committee charters are defined in the Board Bylaws as adopted on July 24, 2020. The Academic Excellence and Student Experience Committee Charter as defined in the proposed Board Bylaws follows this document.

Authority

The Academic Excellence and Student Experience Committee Charter is an administrative supplement to the Bylaws of the Board of Trustees of the University of South Carolina, as described in articles VII and VIII and as required by Article VII, Section 1.C. The supplement to the Bylaws describes the purpose, composition, roles, and responsibilities of the Academic Excellence and Student Experience Committee.

Purpose

This Committee is responsible for oversight of the University's academic mission. The committee has governance authority over matters concerning academic programs, faculty appointments and tenure, admissions policies and practices, extra- and co-curricular programs (including intramural and intercollegiate athletics), student wellbeing, student success, and honorary degrees.

Membership

The Governance Committee of the Board of Trustees will select not less than five nor more than eight Board members to serve on the Committee, and the members will elect a Committee Chair.

The Committee may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve with full right to participate in Committee discussion but without the right to vote.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
ACADEMIC EXCELLENCE AND STUDENT EXPERIENCE COMMITTEE
CHARTER**

Meetings

The Committee will meet not less than four times each year, once each quarter. The Committee may meet more often than required by these minimums if determined necessary by the Committee Chair.

Responsibilities

The Academic Excellence and Student Experience Committee shall:

- A. be kept informed of and consider all academic programs, including program reviews and accreditation, the size and composition of the faculty, the research activities of the faculty, and the conditions affecting recruitment and retention of faculty members;
- B. consider the proposal of new degrees, major programs or institutes; the proposal to eliminate existing degrees, major programs and institutes; and of such other matters relating to the educational policies and programs as may be brought before it or referred to it by the Board;
- C. consider the development of new programs, degrees, institutes and research for submission to the State Commission on Higher Education;
- D. be kept informed of University distance learning programs and operations and consider proposals for the expansion and development of new distance learning programs and opportunities;
- E. consider the naming of any academic units, including but not limited to colleges, schools, departments, centers, institutes, or other such programs;
- F. consider recommendations for tenure and promotion; honorary faculty titles; extensions of service; and appointments with tenure;
- G. meet from time to time with appropriate faculty committees on matters of concern to the faculty and of concern to the Board, and shall keep the Board informed of all such matters;
- H. review from time to time all recommendations for the granting of an honorary degree or the revocation of a previously awarded honorary degree in accordance with the Policy on Honorary Degree Recipients. The Committee shall recommend to the Board appropriate recipients of such degrees or the revocation of a previously awarded degree. Approval by a three-fourths vote of the members present at the Board meeting next following the meeting at which the recommendation is made shall be required to approve the granting or revocation of such honorary degrees;
- I. serve as the final forum of appeal in faculty matters pertaining to revocation of tenure and dismissal of tenured faculty members;
- J. be kept informed of and consider all matters affecting the student experience, including but not limited to student health, safety and well-being; student success; student

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
ACADEMIC EXCELLENCE AND STUDENT EXPERIENCE COMMITTEE
CHARTER**

government; and extracurricular activities and intramurals; and shall meet from time to time with student government leaders on matters of concern or interest to the students;

K. be kept informed of and consider all matters uniquely affecting the intercollegiate student-athlete experience;

L. review admissions policies and practices;

M. monitor assessment and evaluation of academic programs and student success;
and

N. monitor the University's fulfillment of its academic mission.

Charter Review and Evaluation

The Committee shall review this charter every two years, upon the election or reelection of the Chair of the Committee.

Date of Adoption/Revision: July 24, 2020

NAME

Chair, Board of Trustees

NAME

Chair, Academic Excellence and Student
Experience Committee

UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES ADVANCEMENT, ENGAGEMENT AND COMMUNICATIONS COMMITTEE CHARTER

The Ad Hoc Advisory Committee on Governance of the University of South Carolina Board of Trustees proposes this draft charter for consideration by the Board, as the Board's committee structure is revised to include an Advancement, Engagement and Communications Committee.

This draft charter is intended to offer the Advancement, Engagement and Communications Committee a foundation and direction as the Committee begins its work. The Committee may elect to revise this charter. All parties should note, however, that efforts have been made to ensure consistency across committee charters and to determine lines of jurisdiction for each committee to be enacted during this 2020 restructuring of Board committees; any revisions to charters should adhere to the format of this draft charter and should take care to avoid conflicts or redundancies in committee duties.

The draft charter listed below was approved by the Advancement, Engagement and Communications Committee on INSERT DATE; and by the full Board on INSERT DATE. All Board committee charters are defined in the Board Bylaws as adopted on July 24, 2020. The Advancement, Engagement and Communications Committee Charter as defined in the proposed Board Bylaws follows this document.

Authority

The Advancement, Engagement and Communications Committee Charter is an administrative supplement to the Bylaws of the Board of Trustees of the University of South Carolina, as described in articles VII and VIII and as required by Article VII, Section 1.C. The supplement to the Bylaws describes the purpose, composition, roles, and responsibilities of the Advancement, Engagement and Communications Committee.

Purpose

This Committee is responsible for oversight of the Universities activities and strategies regarding alumni relations, fundraising, economic development, government relations, communications to the public, and community engagement.

Membership

The Governance Committee of the Board of Trustees will select not less than five nor more than eight Board members to serve on the Committee, and the members will elect a Committee Chair.

The Committee may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve with full right to participate in Committee discussion but without the right to vote.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
ADVANCEMENT, ENGAGEMENT AND COMMUNICATIONS COMMITTEE
CHARTER**

Meetings

The Committee will meet not less than 4 times each year, once each quarter. The Committee may meet more often than required by these minimums if determined necessary by the Committee Chair.

Responsibilities

The Advancement, Engagement and Communications Committee shall be kept informed of and consider:

- A. alumni relations and the activities of the University of South Carolina Alumni Association;
- B. University fundraising activities and the initiation of capital campaigns and campaign strategy with specific attention to the alignment between fundraising goals and the University's mission;
- C. economic development activities and opportunities;
- D. federal, state and local government relations strategies and activities;
- E. communications and public relations strategies and activities; and
- F. community engagement and outreach strategies and activities.

Charter Review and Evaluation

The Committee shall review this charter every two years, upon the election or reelection of the Chair of the Committee.

Dave of Adoption/Revision: July 24, 2020

NAME
Chair, Board of Trustees

NAME
Chair, Advancement, Engagement and
Communications Committee

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
AUDIT, COMPLIANCE AND RISK COMMITTEE
CHARTER**

The Ad Hoc Advisory Committee on Governance of the University of South Carolina Board of Trustees proposes this draft charter for consideration by the Board, as the Board's committee structure is revised to include an Audit, Compliance and Risk Committee.

This draft charter is intended to offer the Audit, Compliance and Risk Committee a foundation and direction as the Committee begins its work. The Committee may elect to revise this charter. All parties should note, however, that efforts have been made to ensure consistency across committee charters and to determine lines of jurisdiction for each committee to be enacted during this 2020 restructuring of Board committees; any revisions to charters should adhere to the format of this draft charter and should take care to avoid conflicts or redundancies in committee duties.

The draft charter listed below was approved by the Audit, Compliance and Risk Committee (then known as the Audit Committee) on INSERT; and by the full Board on INSERT. The Audit Committee approved further edits on INSERT. Further edits were approved by the Ad Hoc Advisory Committee on Governance on INSERT, ensure consistency across all 2020 proposed charters (and to adhere to proposed changes to Board Bylaws). All Board committee charters are defined in the Board Bylaws as adopted on July 24, 2020. The Audit, Compliance and Risk Committee Charter as defined in the proposed Board Bylaws follows this document.

Authority

The Audit, Compliance and Risk Committee Charter is an administrative supplement to the Bylaws of the Board of Trustees of the University of South Carolina, as described in articles VII and VIII and as required by Article VII, Section 1.C. The supplement to the Bylaws describes the purpose, composition, roles, and responsibilities of the Audit, Compliance and Risk Committee.

Purpose

This Committee is principally responsible for ensuring policy and process compliance; financial statement governance; compliance with laws, rules, and regulations; internal and external audit; risk assessment and management; personnel and compensation; and ethics matters of the University of South Carolina.

Membership

The Governance Committee of the Board of Trustees will select not less than five nor more than eight Board members to serve on the Committee, and the members will elect a Committee Chair. Each Committee member must be independent of management of the University and free of any relationship that would impair such independence. Members may not receive consulting, advising, or other fees from the University or any affiliated foundation or entity related to the University.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
AUDIT, COMPLIANCE AND RISK COMMITTEE
CHARTER**

The majority of the Committee members should have working knowledge of basic financial statements, and if practicable, at least one member should be a financial expert. A financial expert is someone who has an understanding of generally accepted accounting principles (GAAP) and financial statements and experience with internal controls and procedures for financial reporting.

Staff

The University's Chief Financial Officer, Chief Audit Executive, and public accounting partner/principal are responsible for providing the Committee with educational resources related to accounting principles, internal controls, applicable policies, ethical standards, and other information that may be requested by the Committee to maintain appropriate financial and compliance literacy.

The Committee may, at its discretion, contract with attorneys, accountants, consultants, and other experts from time to time to assist in its monitoring role.

Meetings

The Committee will meet not less than four times each year, once each calendar quarter. The Committee may meet more often than required by these minimums if determined necessary by the committee chair. The Committee may meet with the President, Chief Financial Officer, Chief Audit Executive, and Public Accounting Firm Partner/Principal at its discretion and not less than annually in executive session regarding personnel matters or contractual matters appropriate for executive session. The Committee shall have unlimited access to all staff and faculty of the University, on all campuses, through the University President and/or the Chief Audit Executive, in the course of conduct of its monitoring role.

Audit Responsibilities

The University will procure external audit services as prescribed by the laws, rules, and regulations of the State of South Carolina. The external auditor will be selected by and report to the Audit, Compliance and Risk Committee. The external auditor's contract period shall not exceed five years with a base of three years and no more than two one-year extensions.

The Committee will receive and review the University's annual financial reports and forward with recommendations to the full Board of Trustees.

- Comprehensive Annual Financial Report and supplementary information prepared in accordance with Generally Accepted Accounting Principles.
- Schedule of Federal Financial Assistance prepared in accordance with the requirements of Office of Management and Budget Uniform Guidance.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
AUDIT, COMPLIANCE AND RISK COMMITTEE
CHARTER**

- Evaluate independent auditor's opinions on fairness of financial presentation and compliance with federal laws, rules, and regulations
- Review legal representations of the General Counsel in matters regarding financial reporting

The University's Chief Audit Executive will remain independent of the executive staff by reporting to the Board of Trustees through the Audit, Compliance and Risk Committee. The Committee will perform an annual evaluation of the Chief Audit Executive's performance and has approval authority of decisions regarding the appointment, removal, and remuneration of the Chief Audit Executive. The Committee will review and approve annually the Internal Audit Department's charter, budget, audit schedules, risk assessment, and long-range audit plans.

The University's Chief Financial Officer will report on other audits and reviews conducted by federal or state governments and their agents.

Personnel and Compensation

1. Serve as the human resources and compensation committee of the Board; monitor adherence to state and federal law, and tax and accounting requirements, regarding compensation practices; authorize salary studies as it deems appropriate or as referred to it by the Board; make recommendations to the Governance Committee regarding the compensation of the President.
2. Make recommendations to the Board regarding the appointments and salaries of principal officials elected by the Board as well as University officers having the rank of Vice President or Chancellor or equivalent rank.

Other Responsibilities

Management Oversight

1. Monitor compliance by management with University policies, protocols and procedures of the University of South Carolina System. Monitoring scope includes, but is not limited to the following:
 - Operating budgets of all funds
 - Capital budgets
 - All debt issued, planned, and defeased, including long-term leases
 - University policies
2. Review and forward with recommendations to the full Board of Trustees the annual University designated funds budget as well as any revisions that may be presented by the administration.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
AUDIT, COMPLIANCE AND RISK COMMITTEE
CHARTER**

3. Review and forward with recommendations to the full Board of Trustees significant management initiatives involving financial reporting matters.
4. Review annually the business expenses of the Board of Trustees, the President, and the Secretary of the Board.
5. Review annually the University policy (BTRU 1.22) that covers reporting to appropriate levels of supervision deviations from policy and established process pertaining to the institution's financial integrity. The "whistle blower" policy will be reviewed annually by the Committee and modifications will be recommended to the Full Board.
6. Review annually the University Policy (BTRU 1.24) that covers the institutional internal control objectives and policies.

Communications

The Committee will ensure open communications among management, internal auditors, external auditors, and the Committee.

- Review external audit engagement letters as presented
- Receive, review, and follow-up on external auditor's management letter and other matters presented by the auditor
- Review and approve annual plans of the internal auditor
- Receive, review, and follow-up on internal audit reports as presented
- Ensure management is engaged in the audit processes and resolution of audit findings and other relevant issues as they arise

Risk Management

1. Establish and monitor formal risk management programs for finance, compliance, IT, operational, and reputational risks.
 - Review the annual report of outstanding and resolved litigation
 - Review all reports pertaining to major financial, compliance, IT, operational, and reputational risks and the University's Enterprise Risk Management activities
 - Review reports of University compliance including, but not limited to summaries of conflicts of interest, human subjects research, animal use in research, and controlled substances
2. Require that management assess risks contained in all capital investments, including the following:
 - Environmental and Regulatory Risk – identify possible threats to the success of a capital project posed by uncertain changes in the legal, economic, and/or regulatory environment.
 - Default Risk – assess the likelihood that counterparties to financial arrangements may default on their obligations.
 - Estimation Risk – all projections are based on uncertain parameters such as expected periodic cash flows, expected initial outlays, timing, and even risk measures themselves.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
AUDIT, COMPLIANCE AND RISK COMMITTEE
CHARTER**

The Committee through its risk management function will review risk assessments to ensure that management has adequately accounted for uncertainty surrounding its projections.

3. Establish and maintain whistleblower policies and practices, the purpose of which is to define the rights, responsibilities, and protections afforded to those who report any wrongdoing by an organization or individual that results in substantial abuse, misuse, destruction, or loss of substantial public funds or public resources, or is an intentional violation of federal or state law, University policies, or State ethics guidelines, which is not merely a technical or minimal violation.
4. Receive whistleblower complaints directly from external whistleblower hotline managers. Review quarterly reports of the disposition of whistleblower actions prepared by the Chief Audit Executive. Confer with counsel and law enforcement regarding criminal allegations contained in the reports.

Ethics

1. Ensure that a firm and unambiguous tone for compliance and ethics is established at the uppermost echelons and throughout the University and reinforced through programs subject to review by the Committee. Review annually the reports of conflict of interest disclosures for faculty, staff, and member of the Board of Trustees.
2. Review the University ethics and conflict of interest policies on an annual basis and make recommendations to the Board of Trustees for changes as appropriate.
3. Review and make recommendations, as appropriate, regarding ethics disclosures by the president and University employees.
4. Monitor the performance of the Chief Audit Executive in the role of supporting the compliance and ethics oversight functions of the Committee. This includes annual review of a risk assessment, action plans, and other steps taken to assess the effectiveness of compliance functions.

Annual Charter Review and Evaluation

Every two years, upon the election or reelection of the Chair of the Committee, the Committee shall assess its activities with respect to the responsibilities outlined in this Committee Charter and shall take action as needed in response to this assessment. The Committee will work with the Chief Financial Officer and Chief Audit Executive to develop goals for the committee, staff work, and continuing education of the members. Recommended revisions to the Committee Charter shall be submitted to the Governance Committee and then to the Board of Trustees for approval.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
AUDIT, COMPLIANCE AND RISK COMMITTEE
CHARTER**

Date of Revision: July 24, 2020

NAME

Chair, Board of Trustees

NAME

Chair, Audit, Compliance and Risk
Committee

UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES FINANCE AND INFRASTRUCTURE COMMITTEE CHARTER

The Ad Hoc Advisory Committee on Governance of the University of South Carolina Board of Trustees proposes this draft charter for consideration by the Board, as the Board's committee structure is revised to include a Finance and Infrastructure Committee.

This draft charter is intended to offer the Finance and Infrastructure Committee a foundation and direction as the Committee begins its work. The Committee may elect to revise this charter. All parties should note, however, that efforts have been made to ensure consistency across committee charters and to determine lines of jurisdiction for each committee to be enacted during this 2020 restructuring of Board committees; any revisions to charters should adhere to the format of this draft charter and should take care to avoid conflicts or redundancies in committee duties.

The draft charter listed below was approved by the Finance and Infrastructure Committee on INSERT DATE; and by the full Board on INSERT DATE. All Board committee charters are defined in the Board Bylaws as adopted on July 24, 2020. The Finance and Infrastructure Committee Charter as defined in the proposed Board Bylaws follows this document.

Authority

The Finance and Infrastructure Committee Charter is an administrative supplement to the Bylaws of the Board of Trustees of the University of South Carolina, as described in articles VII and VIII and as required by Article VII, Section 1.C. The supplement to the Bylaws describes the purpose, composition, roles, and responsibilities of the Finance and Infrastructure Committee.

Purpose

This Committee is responsible for oversight of the Board's fiduciary duties relative to University finances, budget, auxiliaries, real estate, the physical plant, information technology, and general infrastructure.

Membership

The Governance Committee of the Board of Trustees will select not less than five nor more than eight Board members to serve on the Committee, and the members will elect a Committee Chair.

The Committee may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve with full right to participate in Committee discussion but without the right to vote.

Meetings

The Committee will meet not less than four times each year, once each quarter. The Committee may meet more often than required by these minimums if determined necessary by the Committee Chair.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
FINANCE AND INFRASTRUCTURE COMMITTEE
CHARTER**

Responsibilities

The Finance and Infrastructure Committee shall:

A. serve as the financial committee of the Board, exercising general supervision of the finances of the University; shall review in advance the proposed budget for the succeeding year; and shall review in advance the proposed application for appropriation for the succeeding year in the light of overall University plans;

B. provide for appropriate fidelity surety bonds covering all officers, agents, and employees of the University who at any time shall hold any property or funds of the University, and for appropriate officers and directors insurance to insure the officers and members of the Board against liability arising by virtue of the acts of such officers or Board members in their official capacity with the University;

C. monitor and consider auxiliary enterprises and operations on University System campuses;

D. provide for a Design Review Committee to perform such functions as may be determined by the Board;

E. be kept informed of and make recommendations regarding information technology issues, practices and operations;

F. be charged with the consideration of all Board matters relating to the buildings and the grounds of the University System; the design and location of new buildings and maintenance, improvement or remodeling of older buildings; the landscaping of the grounds; and all other matters having to do with the physical care and preservation of the University's physical plant, furniture, and equipment;

G. consider all contracts relating to new construction, to improvement and repairs to existing buildings, and to improvements and maintenance of the grounds of the University;

H. review in advance all recommendations relating to the naming of buildings and other facilities and outdoor areas under the management control of the University or operated by the University or any single purpose support organization created to support the activities of the University and shall make recommendations to the Board regarding same. In this regard, it shall be the general policy of the Board, and, therefore, of this Committee, that no building, part of a building, outdoor space, or facility shall be designated by the name of any particular person or entity except:

1. in cases where a gift, either *inter vivos* or testamentary, has been accepted by the Board for (i) the construction or naming of a building, part of a building, or other facility, or (ii) the creation or naming of an outdoor space, or other facility, and the terms of the gift require or request that a particular name be used; or

2. in cases where it is desired to honor a past President of the University, a past Chancellor of a component Comprehensive University within the University System, or a past

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
FINANCE AND INFRASTRUCTURE COMMITTEE
CHARTER**

Campus Dean of a component Regional Palmetto College within the University System, for conspicuous services to the University; or

3. in cases where it is desired to acknowledge conspicuous services of an individual (other than a past President, past Chancellor or past Campus Dean) employed by the University for not less than fifteen years whose exceptional leadership and unique successes on behalf of the University in his or her field of endeavor have been recognized nationally and have enhanced significantly the reputation and good-will of the University in the local community, the state, and the nation; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered while the individual remains employed in the position for which he or she is to be recognized, and (ii) shall require approval by a two-thirds vote of the members present at the Board meeting at which the recommendation is made; or

4. in cases where it is desired to acknowledge conspicuous services of an individual (other than a past President, past Chancellor or past Campus Dean) to the University; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered until one year after the death of the individual involved, and (ii) shall require approval by a three-fourths vote of the members present at the Board meeting at which the recommendation is made.

Buildings and other naming opportunities shall only bear the name of individuals or entities that exemplify attributes of integrity, character and leadership consistent with the highest values of the University. In the event the Committee determines that those attributes have been violated, it shall recommend to the Board that the individual's or entity's name be removed.

Charter Review and Evaluation

The Committee shall review this charter every two years, upon the election or reelection of the Chair of the Committee.

Dave of Adoption/Revision: July 24, 2020

NAME
Chair, Board of Trustees

NAME
Chair, Finance and Infrastructure
Committee

UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES GOVERNANCE COMMITTEE CHARTER

The Ad Hoc Advisory Committee on Governance of the University of South Carolina Board of Trustees proposes this draft charter for consideration by the Board, as the Board's committee structure is revised to include a Governance Committee.

This draft charter is intended to offer the Governance Committee a foundation and direction as the Committee begins its work. The Committee may elect to revise this charter. All parties should note, however, that efforts have been made to ensure consistency across committee charters and to determine lines of jurisdiction for each committee to be enacted during this 2020 restructuring of Board committees; any revisions to charters should adhere to the format of this draft charter and should take care to avoid conflicts or redundancies in committee duties.

The draft charter listed below was approved by the full Board on INSERT DATE. All Board committee charters are defined in the Board Bylaws as adopted on July 24, 2020. The Governance Committee Charter as defined in the proposed Board Bylaws follows this document.

Authority

The Governance Committee Charter is an administrative supplement to the Bylaws of the Board of Trustees of the University of South Carolina, as described in articles VII and VIII and as required by Article VII, Section 1.C. The supplement to the Bylaws describes the purpose, composition, roles, and responsibilities of the Governance Committee.

Purpose

This Committee is responsible for oversight of the Board's governance functions and fiduciary role. In addition, the Board oversees issues of primary interest to the entire University System—including strategic planning and diversity.

Membership

The Governance Committee shall consist of the permanent Chairman, Vice Chairman, and the duly elected chairman of each standing committee of the Board. The Vice Chairman shall serve as the chairman of the Governance Committee of the Board. Additionally, each member of the Board elected to serve on the Executive and Governance Committee at the August 2018 meeting of the Board, excluding any member serving on such Committee in an ex officio capacity, shall serve as an ex officio member of the Governance Committee until the August 2022 meeting of the Board with the full right to participate in committee discussion and with the full right to vote.

The Committee may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve with full right to participate in Committee discussion but without the right to vote.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
CHARTER**

Meetings

The Committee will meet not less than four times each year, once each quarter. The Committee may meet more often than required by these minimums if determined necessary by the Committee Chair.

Responsibilities

The Governance Committee shall:

- A. be charged with the consideration of all matters pertaining to the governance function of the Board;
- B. address issues related to Board member conduct and compliance with Board policies, institutional responsibilities and fiduciary duties; oversee the Board Conflicts of Interest Policy set forth in Article XVI of these Bylaws;
- C. function as the continuous strategic planning committee of the Board;
- D. oversee the annual evaluation of the President and make recommendations to the Board regarding the compensation of the President with appropriate input from the Audit, Compliance and Risk Committee;
- E. periodically review and recommend, as appropriate, amendments to the Bylaws of the Board and Board policies;
- F. periodically review and consider, as appropriate, modifications to the mission statements of all University System campuses; and
- G. be charged with the consideration of matters pertaining to diversity, equity and inclusion on University System campuses, including but not limited to education, training, and efforts to enhance the diversity of faculty, staff and students.

Charter Review and Evaluation

The Committee shall review this charter every two years, upon the election or reelection of the Chair of the Committee.

Date of Adoption/Revision: July 24, 2020

NAME
Chair, Board of Trustees

NAME
Chair, Governance Committee

UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES HEALTH AND MEDICAL AFFAIRS COMMITTEE CHARTER

The Ad Hoc Advisory Committee on Governance of the University of South Carolina Board of Trustees proposes this draft charter for consideration by the Board, as the Board's committee structure is revised to include a Health and Medical Affairs Committee.

This draft charter is intended to offer the Health and Medical Affairs Committee a foundation and direction as the Committee begins its work. The Committee may elect to revise this charter. All parties should note, however, that efforts have been made to ensure consistency across committee charters and to determine lines of jurisdiction for each committee to be enacted during this 2020 restructuring of Board committees; any revisions to charters should adhere to the format of this draft charter and should take care to avoid conflicts or redundancies in committee duties.

The draft charter listed below was approved by the Health and Medical Affairs Committee on INSERT DATE; and by the full Board on INSERT DATE. All Board committee charters are defined in the Board Bylaws as adopted on July 24, 2020. The Health and Medical Affairs Committee Charter as defined in the proposed Board Bylaws follows this document.

Authority

The Health and Medical Affairs Committee Charter is an administrative supplement to the Bylaws of the Board of Trustees of the University of South Carolina, as described in articles VII and VIII and as required by Article VII, Section 1.C. The supplement to the Bylaws describes the purpose, composition, roles, and responsibilities of the Health and Medical Affairs Committee.

Purpose

This Committee is principally responsible for matters that span the University regarding health and medicine, related academic programs, and related professional programs, which are not delegated by Bylaws to other Board committees.

Membership

The Health and Medical Affairs Committee of the Board of Trustees will select not less than five nor more than eight Board members to serve on the Committee, and the members will elect a Committee Chair.

The Committee may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve with full right to participate in Committee discussion but without the right to vote.

Meetings

The Committee will meet not less than four times each year. The Committee may meet more often than required by these minimums if determined necessary by the Committee Chair.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
HEALTH AND MEDICAL AFFAIRS COMMITTEE
CHARTER**

Responsibilities

The Health and Medical Affairs Committee shall:

A. be charged with the consideration, formulation, review and approval of all matters affecting the activities or policies of the Schools of Medicine, the College of Pharmacy, the College of Nursing, the College of Social Work, and the Arnold School of Public Health on the Columbia campus, and the health sciences units on each University System campus, and shall be kept informed of all matters affecting these activities or policies in order that it may make recommendations and reports to the Board;

B. be responsible for overseeing the administration's efforts to coordinate and integrate the heretofore listed schools and colleges into an efficient health sciences academic enterprise, and for the presentation of the results of such efforts to the University community and the public at large.

All matters relating to the various schools and colleges heretofore mentioned but also pertaining to financial affairs, academic affairs, student affairs, or facilities affairs of these schools and colleges shall continue to be the primary responsibility of the respective standing committee with primary jurisdiction over such matters as expressly delegated by these Bylaws, with the Health and Medical Affairs Committee having concurrent but subordinate jurisdiction.

Charter Review and Evaluation

The Committee shall review this charter every two years, upon the election or reelection of the Chair of the Committee.

Date of Adoption/Revision: July 24, 2020

NAME
Chair, Board of Trustees

NAME
Chair, Health and Medical Affairs
Committee

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
UNIVERSITY SYSTEM COMMITTEE
CHARTER**

The Ad Hoc Advisory Committee on Governance of the University of South Carolina Board of Trustees proposes this draft charter for consideration by the Board, as the Board's committee structure is revised to include a University System Committee.

This draft charter is intended to offer the University System Committee a foundation and direction as the Committee begins its work. The Committee may elect to revise this charter. All parties should note, however, that efforts have been made to ensure consistency across committee charters and to determine lines of jurisdiction for each committee to be enacted during this 2020 restructuring of Board committees; any revisions to charters should adhere to the format of this draft charter and should take care to avoid conflicts or redundancies in committee duties.

The draft charter listed below was approved by the University System Committee on INSERT DATE; and by the full Board on INSERT DATE. All Board committee charters are defined in the Board Bylaws as adopted on July 24, 2020. The University System Committee Charter as defined in the proposed Board Bylaws follows this document.

Authority

The University System Committee Charter is an administrative supplement to the Bylaws of the Board of Trustees of the University of South Carolina, as described in articles VII and VIII and as required by Article VII, Section 1.C. The supplement to the Bylaws describes the purpose, composition, roles, and responsibilities of the University System Committee.

Purpose

This Committee is principally responsible for matters that span the University System that are not delegated by Bylaws to other Board committees, for efficient management and operation of the System, for review of System-wide online programs and Palmetto College, and for matters of concern or interest to the President and Chancellors.

Membership

The University System Committee of the Board of Trustees will select not less than five nor more than eight Board members to serve on the Committee, and the members will elect a Committee Chair.

The Committee may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve with full right to participate in Committee discussion but without the right to vote.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
UNIVERSITY SYSTEM COMMITTEE
CHARTER**

Meetings

The Committee will meet not less than four times each year. The Committee may meet more often than required by these minimums if determined necessary by the Committee Chair.

Responsibilities

The University System Committee shall:

A. function as the University System committee of the Board and shall be charged with the consideration of issues of System-wide application not otherwise expressly delegated by these Bylaws to another standing committee of the Board, including such matters as System administrative services, governance and coordination, and student transfer programs;

B. maintain attention to the integrity and independent accreditation status of the Comprehensive Universities while promoting collaboration, cooperation and appreciation for the spectrum of programs and capacities that span the University System;

C. be kept informed of all matters affecting the efficient management and operation of the System;

D. be charged with the responsibility for reviewing the activities of Palmetto College, and the coordination of University System on-line programs;

E. monitor matters of strategic importance that span the University System when doing so does not replicate work of any Board committee charged with strategic planning; and

F. meet from time to time with the President and Chancellors on matters of concern or interest.

Charter Review and Evaluation

The Committee shall review this charter every two years, upon the election or reelection of the Chair of the Committee.

Date of Adoption/Revision: July 24, 2020

NAME
Chair, Board of Trustees

NAME
Chair, University System Committee

PLAN FOR USC BOT CONTINUING EDUCATION

The University of South Carolina Board of Trustees has not enacted a consistent plan for continuing education for Trustees in recent memory. Through the reflection necessitated in the work undertaken to respond to feedback from AGB and to questions from SACSCOC, the Board has accepted that there is a need for continuing education of its members, just as continuing education is necessary in any professional organization or pursuit. Within the domain of continuing education for the USC Board of Trustees, professional continuing education and specific learning activities should both broaden and deepen the knowledge of the Board with the goal of assisting in the discharge of Trustees' duties. Continuing education should provide updates to deepen the Board's understanding of the rapidly changing landscape of higher education, too. Contemporary governing boards of public systems of colleges and universities must, therefore, commit to a "continuing learning" philosophy that enhances effectiveness, provides the right knowledge base for addressing problems, and develops a board management style that is in harmony with standards and best practices.

To accustom Trustees to a new practice regarding continuing education, the Ad Hoc Advisory Committee on Governance scheduled two continuing-education opportunities to coincide with meetings of the full Board that had already been scheduled for 2020. These two education opportunities, which took place in June and August, initiated a necessary and needed practice.

Nevertheless, the June and August opportunities were arguably more passive and less probing than optimal for a program of continuing education that will ensure improvements in Trustees' understanding of issues and principles. As such, this plan proposes learning goals for continuing education for Trustees, overall. In addition, this plan assumes an evolution of practice, beginning with the January 2021 retreat of the Board of Trustees and building thereafter.

Continuing education opportunities will evolve to be more active and more deep, rather than cursory. Programs will invite Trustees' participation in discussion, and content will be engaged by Trustees rather than merely delivered to Trustees by a speaker.

The Board Office will ask Trustees to assess each education module, using a survey instrument that may be completed in hard copy or through an online interface. Survey results will inform the Governance Committee's improvements of continuing education for Trustees.

To be assessed through survey instruments is the efficacy of each education module to meet the following over-arching learning goals:

- 1) *Increase each Trustee's understanding of his or her fiduciary duties.* Fiduciary duties are the most basic principles of Board service. Command of this topic is essential and should be the foundation of any Trustee's work as a member of the Board.

PLAN FOR USC BOT CONTINUING EDUCATION

2) *Increase each new Trustee's understanding of the University of South Carolina System.* Board members should focus on the entire USC System and not USC Columbia alone. As such, education programs should demonstrate this intent and address Board work with a wide scope of awareness.

3) *Increase each Trustee's understanding of specific, relevant Bylaws, policies, procedures, standards, and requirements.* A large number of Bylaws, policies, procedures, and requirements apply to Trustees. To build understanding of these, to provide opportunities for Trustees to ask questions, and to offer introductory information that might contribute to Board efforts to revise governance policies and procedures, the opportunities within this learning goal merit regular attention.

4) *Increase each Trustee's understanding of principles important to the governance of higher education.* Principles such as shared governance and academic freedom are among the important topics for consideration relative to this goal.

5) *Increase each Trustee's understanding of trends in higher education.* Trustees will benefit from better understanding of the higher-education landscape and the USC System's place within that landscape. Factors that affect the marketplace for students, faculty, and staff; financial trends regarding costs and prices; demographic projections regarding students completing high school; pedagogical innovations; risk mitigation; and new governance practices are some of the topics that might be explored relative to this goal.

In addition to these over-arching learning goals, each educational module will develop and assess specific learning outcomes. The assessment of the program segments and the entire program will aid the Governance Committee in efforts to keep the program relevant and timely.

AGB has suggested that a continuing education module should coincide with each full meeting of the USC Board of Trustees. This suggestion should be considered in light of AGB's parallel suggestion that the Board should adopt a meeting schedule that features a smaller number of meetings, each of which would be longer in duration and more thorough in depth than permitted by current practice. This would entail a smaller number of meetings, a manageable number of continuing-education modules, and an ability to explore the content for each module in depth.

Scheduling a continuing-education module to coincide with each of the scheduled meetings of the full Board, outlined below, therefore may be in keeping literally but not substantively with AGB's advice. Nevertheless, as of this writing, the Governance Committee is considering a continuing-education module to coincide with each of the dates below. As is described here, modules delivered during and after the January 2021 retreat will entail an evolving depth and interactivity.

PLAN FOR USC BOT CONTINUING EDUCATION

The Governance Committee will consider revisions to the 2021 meeting schedule for the Board and its committees, per the Governance Committee's work plan. If the Governance Committee recommends to the Board that the 2021 meeting schedule should be altered, the plan for continuing education for 2021 will change accordingly.

This plan includes at least one requirement for completion of an online, asynchronous education module by each Trustee:

COMPLETE: Friday, June 19, 2020

Meeting of the Board of Trustees

Belle Wheelan, Ph.D

President

SACSCOC

Accreditation Topics: SACSCOC and Required Monitoring Report

COMPLETE: Friday, August 14, 2020

Meeting of the Board of Trustees

J. Puckett

Managing Director and Senior Partner

Boston Consulting Group

Topic: Fiduciary Duties of Trustees

- Friday, October 9, 2020

Meeting of the Board of Trustees

Terry Parham

General Counsel

Topic: Board Policy Review: Code of Conduct; Protecting the Institution from External Influences; Conflicts of Interest

- Tuesday, December 15, 2020

Meeting of the Board of Trustees

Speaker(s) TBD

Topic: Federal and State Legislative Update; SACCSCOC Accreditation and Compliance Update

- Friday-Saturday, January 15-16, 2021 RETREAT

Annual Board Retreat

- Friday, February 19, 2020

Meeting of the Board of Trustees

Speaker(s) TBD

Topic(s) TBD

PLAN FOR USC BOT CONTINUING EDUCATION

- Friday, April 16, 2020

Meeting of the Board of Trustees

Speaker(s) TBD

Topic(s) TBD

- Friday, June 18, 2020

Meeting of the Board of Trustees

Speaker(s) TBD

Topic(s) TBD

- Online, Asynchronous Education Module

Topic: Processes for Evaluating the President

(Each Trustee will be required to complete this module before participating in evaluation of President Caslen.)

- Friday, August 20, 2020

Meeting of the Board of Trustees

Speaker(s) TBD

Topic(s) TBD

- Friday, October 15, 2020

Meeting of the Board of Trustees

Speaker(s) TBD

Topic(s) TBD

- Tuesday, December 14, 2020

Meeting of the Board of Trustees

Speaker(s)

TBD Topic(s) TBD

The following topics for continuing education have been suggested and will be considered in light of established outcomes as the Governance Committee plans education modules:

- University/Campus Mission Statements and System Mission Statement Overview
- Trustee Role and Responsibilities:
 - Financial Responsibilities
 - Strategic Planning
- Board Governance: University Shared Governance
- University Administrative Roles and Responsibilities Versus Board Roles and Responsibilities
- Review of Board Self-Evaluation Results
- Governance of Intercollegiate Athletics and NCAA Relations: The Board's Role



September 24, 2020

The Honorable C. Dorn Smith, III, Chairman
University of South Carolina Board of Trustees -
Governance Committee
Columbia, South Carolina 29201

Dear Chairman Smith,

On behalf of the University of South Carolina Educational Foundation and University of South Carolina Development Foundation (USC Foundations), thank you for giving us the opportunity to comment on the composition of the Presidential Candidate Search Committee (the Search Committee) for the University of South Carolina (University). As you are aware, our two foundations have played an important role in the life of the University since 1965 in managing the endowment that has supported thousands of students, faculty and staff in the form of scholarships, other financial support, and acquisition and development of real estate to support the growth of the University. While both foundations are separate and independent of the University, our ultimate mission is to support the ongoing and future operations of our great University.

The USC Foundations respectfully requests that the Governance Committee of the University of South Carolina Board of Trustees allow one representative from the Foundation boards to continue to serve on the Search Committee. The Educational Foundation plays multiple roles related to the University. For example, in the budget for FY 20/21, we will provide \$7 million in support to the University. This includes \$4 million in undergraduate and graduate scholarships. We also will provide \$3 million in additional support to the University to include: \$810,000 to support the University's Advancement team, \$535,000 for provost faculty recruitment and retention, \$500,000 for capital improvements to University property, and other funds to support regional campuses and research. In addition, we have budgeted \$340,000 for the salary supplement for the President of the University. We also provide an automobile to the President. The Educational Foundation also pays for the search firm for the search of the University President which typically ranges from \$125,000 - \$140,000. The Development Foundation plays the important role in securing property for the future use by the University and owns and operates a number of properties for the benefit of the students, faculty, and staff. The use of this Foundation saves the

University significant time and dollars as it relates to property acquisitions, development and maintenance.

The benefits of the Foundations occupying one seat on the Search Committee are important because of the significant role the Foundations play in the life of the University and its faculty, staff, and students. Additionally, the Foundations bring a different but vital perspective in support of the University. It is very important that the governance structures of the Foundations and the University are in alignment to provide the ultimate support needed for the University's constituents. The University has one Board representative on each of the Foundation boards to assist with that endeavor. We understand the importance of the size of the Search Committee and feel that our request for one committee member is minimal in relation to the overall support the Foundations provide to the University. The Foundations' boards represent a wide array of people and perspectives in terms of race, gender, and overall professional backgrounds and which offers an additional benefit to the Search Committee. The Foundations play an important fiduciary role in managing assets for the benefit of the University and would represent that fiduciary perspective in serving on the Search Committee. It would also give us a great opportunity to introduce the new President when selected to our Foundations and the role the Foundations play at the University.

In conclusion, it is important that the goals and objectives of the Foundations are in alignment with those of the University and its President. Our involvement in the Search Committee provides that opportunity on the front end in selecting the presidential candidate best suited to align those goals and objectives. We appreciate your consideration of our request.

Sincerely,



R. Jason Caskey, CEO
University Foundations



To: J. Cantey Heath, Jr., University Secretary
USC Board of Trustees

From: Dr. Susan Elkins, Chancellor
USC Palmetto College

A handwritten signature in black ink, appearing to read "Susan Elkins".

Re: Presidential Candidate Search Committee

Date: September 30, 2020

Thank you for the opportunity to comment on BTRU 3.01, specifically on the composition of the Presidential Candidate Search Committee.

We appreciate our inclusion in the search process and recommend retaining the composition of the Presidential Candidate Search Committee as presented. While it would be wonderful to include a representative from each of the Palmetto College campuses, we recognize the desire to keep the committee to a manageable size. Palmetto College now serves over 6,000 students throughout the state, many of whom will never attend the Columbia campus. The opportunity to have a search committee member who represents the faculty, staff, and students of Palmetto College in this search process is a clear sign that the Board of Trustees and the President of UofSC serve the entire UofSC system. We are grateful for that recognition and our inclusion in the search process.

Thanks again for including Palmetto College in the composition of the Presidential Candidate Search Committee and for the opportunity to comment on BTRU 3.01.



M. Ron Cox, Jr., Ph.D., Dean
USC Palmetto College Columbia

To: J. Cantey Heath, Jr., Secretary
University of South Carolina Board of Trustees

From: M. Ron Cox, Jr., Dean *M. Ron Cox, Jr.*
USC Palmetto College Columbia

Re: Presidential Candidate Search Committee Policy (BRTU 3.01)

Date: 30 September 2020

The University of South Carolina is a broad and diverse entity which serves the entire state of South Carolina (and beyond), and the President of this university is, indeed, President for the system. It is therefore with great pleasure that I received the August 14 revision to BRTU 3.01, specifically in regard to the composition of Presidential search committees.

In my twenty-eight-year history of service to the University, I have seen much change within the USC system. I have worked with Presidents who showed their understanding of, and appreciation for, the value (and the diversity) that the Palmetto College campuses bring to the University. At times, there have been those who either did not understand that value, or who chose not to acknowledge it.

This change sends a clear signal from the Board of Trustees that the President of UofSC is truly the President for all of its campuses, and the inclusion of a search committee member representing the Palmetto College campuses is a welcomed addition, so that our campuses, who serve over 6,000 students across this State, have a voice in the future direction of its leadership.

On behalf of the faculty and staff of the Palmetto College Columbia "campus," I express my full and enthusiastic support, and my most sincere gratitude.

Forever to thee. Pax.

Date: September 23, 2020

To: Governance Committee of the University of South Carolina Board of Trustees

Via: Cantey Heath, Secretary of the Board of Trustees

From: Angela Wright, Staff Senate
Leena Holt, Staff Senate

Re: Recommendation Regarding the Composition of the Presidential Search Committee according to BTRU 3.01

Stakeholders: The Staff Senate is a newly formed entity that represents all classified and unclassified FTE, temporary, temporary grant and time-limited staff employees at the University of South Carolina-Columbia. The Staff Senate serves in an advisory capacity to the President of the University and his or her designee(s).

Recommendation: Staff make up over 5000 employees at the University of South Carolina-Columbia Campus and should have representation on the Presidential Candidate Search Committee.

- The Staff Senate is elected into their roles by their peers and provide staff representation on the search committee.
- The Staff Senate is able to advocate for the needs of the entire staff body.
- The Staff Senate President or other designee would represent the staff on the search committee.

Memorandum

To: Dr. Dorn Smith, Chair, University of South Carolina Board of Trustees
From: Faculty Senate Steering Committee, University of South Carolina, Columbia
Date: September 23, 2020
Re: BTRU 3.01 Presidential Search Policy

The Faculty Senate Steering Committee is the executive committee of Faculty Senate at the University of South Carolina, Columbia. As indicated in the Faculty Manual, it comprises the officers of the Senate as well as chairs of key faculty committees.

Recommendations

- 1) To represent the diversity of persons and perspectives across the USC System more adequately and to enact the principle of shared governance, increase faculty representation from the Columbia campus. Columbia employs approximately 70% of the system's full-time faculty and as the R1 flagship encompasses greater field diversity than any other system campus, not least in the important biomedical areas. Adding an at-large member from Columbia would help to ensure that important perspectives are heard and provide an opportunity to increase the diversity of persons on the committee. Modify item (2) in "Composition," under "Procedures," to include (vi) "a faculty member from USC Columbia elected by the USC Columbia Faculty Senate, which will be provided at least two weeks to organize the election."
- 2) To ensure a diverse membership add an item (5) to "Composition" under "Procedures": "The Board recognizes that the Committee should reflect the diversity of the State of South Carolina, particularly in regard to its ethnic and gender composition. The Board may appoint up to four non-voting members to increase diversity."
- 3) Confidentiality provisions (p. 5) are important to protect the integrity of the search, but they may have the unintended consequence of thwarting shared governance and may work against the ability of members of the search committee to represent a diversity of perspectives. To ameliorate this concern, allow the committee chair to authorize communications of faculty representatives with their campuses. Revise the paragraph beginning "Only the Chair of the Search Committee is permitted to speak" to read "The Chair of the Search Committee is the primary spokesperson for the Search Committee and must authorize all communications regarding the search, including updates regarding search progress to the Board of Trustees, coordination with University System officials, and contact with potential candidates or candidates for the position of President."
- 4) Relatedly, under Search Committee Orientation (1) add a provision (n): "Discuss the circumstances in which it will be appropriate for faculty committee members to solicit nominations, participate in recruitment of candidates, and communicate about the status of the search with their campus communities."
- 5) To enact the principle of shared governance and represent the diversity of perspectives and persons across the University of South Carolina System, while recognizing the fiduciary duty of the Board of Trustees to elect the President, include in the section on "Employment of a Search Consultant" (p. 6-7) a requirement to review: "Methods for soliciting stakeholder perspectives on finalists for the position."



ALUMNI

900 Senate Street | Columbia, SC 29201

Memorandum

To: The Honorable Thad Westbrook, Vice Chairman, Board of Trustees and Chair of the Governance Committee

From: Board of Governors, University of South Carolina Alumni Association

CC: Cantey Heath, Secretary, Board of Trustees

Wes Hickman, CEO, Alumni Association

Date: September 30, 2020

Re: BTRU 3.01

In response to Chairman Smith's request for comments on BTRU 3.01, the University of South Carolina Alumni Association's (the Association) Board of Governors requests that the President of the Association, who, by state statute, sits as a full voting member of the Board of Trustees, should be restored to permanent membership on the Presidential Candidate Search Committee (PCSC).

The Association is an independent, non-profit University affiliate with historic roots dating to 1846 and incorporated on July 15, 1920.

As stated in our by-laws:

The Association is organized to weld the Alumni of the University into a working association of like-minded University Alumni, students and friends to accomplish the following purposes, to wit:

A. To promote the general educational interests of the State in the confident belief that the development of educated citizenship is one of the high aims and noble missions of the State.

B. To promote the development of the University to meet the needs of the State for an institution of higher education, and to encourage the maintenance of its scholarship and high tradition.

(803) 777-4111
uofscalumni.org
connect@uofscalumni.org



C. To ensure that the Alumni body is informed, actively engaged and committed to the University.

D. To promote good fellowship among the members of the Association and to foster understanding and engagement among the Alumni and the student body.

Active engagement in the search and selection of the university's president is a key component of fulfilling our mission.

The Association President's service on the PCSC brings the following benefits:

- A voice to 330,000+ UofSC System alumni, the University's largest constituency group and largest group of potential donors;
- The only voice for nearly one-third of University alumni who reside outside the state of South Carolina, from where all other Trustees are selected; and,
- An independent voice, free from the possibility of accusation of undue political influence, since the President is elected by the general membership of the Association, not the General Assembly nor appointed by the Governor.

With the addition of one seat on the PCSC, you receive the benefit of input from hundreds of thousands of diverse persons and perspectives, rather than shutting them out of the process altogether.

The Board of Governors unanimously approved this request on Sept. 29, 2020 and looks forward to working with you to bring it to fruition.



Office of the Dean

To: J. Cantey Heath, Jr., Board Secretary

From: Dr. Walter P. Collins, III, Campus Dean
USC Lancaster

Re: Presidential Candidate Search Committee

Date: September 30, 2020

Walter P. Collins, III

Thank you for the opportunity to comment on BTRU 3.01, specifically on the composition of the Presidential Candidate Search Committee.

We appreciate our inclusion in the search process and support the retention of the composition of the Presidential Candidate Search Committee as presented. While it would be wonderful to include a representative from USC Lancaster, we recognize the desire to keep the committee to a manageable size. USC Lancaster will serve close to 1800 students this semester, many of whom will never attend the Columbia campus. The opportunity to have a search committee member who represents the faculty, staff, and students of Palmetto College in a search process is a clear sign that the Board of Trustees and the President of UofSC serve the entire UofSC system. We are grateful for that recognition and our inclusion in the search process.

Thanks again for including Palmetto College in the composition of the Presidential Candidate Search Committee and for the opportunity to comment on BTRU 3.01.



To: J. Cantey Heath, Jr., Board Secretary

From: Dr. Chris Nesmith, Dean
USC Salkehatchie

Re: Presidential Candidate Search Committee

Date: September 30, 2020

Thank you for the opportunity to comment on BTRU 3.01, specifically on the composition of the Presidential Candidate Search Committee.

We support the inclusion of the incumbent Chair of the Palmetto College Campuses Faculty Senate in the make-up of the Presidential Search Committee. As an elected representative, the chair is an appropriate spokesperson for each Palmetto College campus in this process. This modification of the search process is a clear sign that the Board of Trustees and the President of UofSC serve the entire UofSC system. We are grateful for that recognition and our inclusion in the search process.

Thanks again for including Palmetto College in the composition of the Presidential Candidate Search Committee and for the opportunity to comment on BTRU 3.01.



OFFICE OF THE
DEAN

MEMORANDUM

TO: J. Cantey Heath, Jr., Board Secretary

FROM: Dr. Michael Sonntag, Campus Dean 
UofSC Sumter

RE: Presidential Search Committee Policy

DATE: September 30, 2020

Thank you for the opportunity to comment on BTRU 3.01, specifically on the composition of the Presidential Candidate Search Committee.

We appreciate our inclusion in the search process and recommend retaining the composition of the Presidential Candidate Search Committee as presented. While it would be wonderful to include a representative from each of the Palmetto College campuses, we recognize the desire to keep the committee to a manageable size. UofSC Sumter now serves over 1360 students from across the state, nation, and world, and Palmetto College now serves over 6,000 students, many of whom will never attend the Columbia campus. The opportunity to have a search committee member who represents the faculty, staff, and students of UofSC Sumter and Palmetto College in this search process is a clear sign that the Board of Trustees and the President of UofSC serve the entire UofSC system. We are grateful for that recognition and our inclusion in the search process.

Thanks again for including us in the composition of the Presidential Candidate Search Committee and for the opportunity to comment on BTRU 3.01.



A Regional Palmetto College

To: J. Cantey Heath, Jr., Board Secretary

From: Dr. Randy Lowell, Interim Campus Dean
USC Union

Re: Presidential Candidate Search Committee

Date: September 30, 2020

A handwritten signature in blue ink that reads "Randy Lowell".

Regarding BTRU 3.01, we would like to express our appreciation for the inclusion of Palmetto College representation on the Presidential Candidate Search Committee, and recommend retaining the composition of the Presidential Candidate Search Committee as presented.

It would be great to have representatives from each of the Palmetto College campuses on the committee, given the unique communities in which each of our campuses are situated, but we fully understand the need to balance that representation with the need to maintain a reasonably sized group. Having a designated member of the committee there to represent the faculty, staff, and students of Palmetto College in the search process is an honor and a clear acknowledgment of the intent of the Board of Trustees and the President of the University of South Carolina to continue to serve the entire system.

Thank you for recognizing Palmetto College's role in the UofSC system by including Palmetto College in the composition of the Presidential Candidate Search Committee and for the opportunity to comment on BTRU 3.01.

PROPOSAL REVISIONS TO USC BOT ORIENTATION FOR NEW TRUSTEES

Attached is evidence from 2019 and 2020 of orientation programs for new members of the University of South Carolina Board of Trustees. While the existing program is strong, there is always room for continual improvement and assessment to make certain, when partnered with new ongoing educational development for Trustees, that the orientation program is continuing to meet outcomes.

The orientation program has focused on a one-day visit to Columbia for new Trustees. While on campus, new Trustees meet with appropriate executives in increments of approximately 30 minutes. Executives provide overviews of the intersections of their respective portfolios with the work of the Board, describe current and strategic institutional and System goals, and answer questions from Trustees. During the orientation, new Trustees are provided with documentation that requires signatures, along with resources intended to inform Trustees' fiduciary roles (e.g., Bylaws and relevant policies). In some cases, materials are sent to new Trustees in advance of their visits to Columbia, so that Trustees might have the opportunity to digest complex information (e.g., the University's annual budget) before face-to-face meetings and opportunities to ask clarifying questions.

The Board has embraced a spirit of continual improvement – which, while central to reaffirmation of accreditation from SACSCOC, is more fundamentally central to the fiduciary duties of the Board and its members. All things benefit from additional improvements, however incremental, especially if those improvements are informed by assessment and data.

Similarly, the Board recognizes the importance of simplicity and practical expectations. Orientation programs for new Trustees should not be so complicated and overwhelming as to confuse and frustrate new members of the Board before their service to the Board and the USC System even begins.

As such, this document proposes modest revisions to the existing orientation program for new Trustees, to be enacted in October of 2020, after at least one new Trustee is elected to the Board on September 23. The revised orientation program builds on the strengths of the previous, long-standing program and hinges on a day of face-to-face meetings with institutional and System executives in Columbia. The revised program introduces some innovations in an effort to maximize opportunities for Trustees to absorb information before, during, and after orientation:

- 1) New Trustees will complete AGB's online, 10-step seminar for trustees of public institutions of higher education, before visiting Columbia for face-to-face meetings. (See attached.)

PROPOSAL

REVISIONS TO USC BOT ORIENTATION FOR NEW TRUSTEES

- 2) New Trustees will meet with USC Columbia's SACSCOC liaison to learn more about the expectations of the Board as these expectations relate to the U.S. Department of Education and SACSCOC standards and best practices.
- 3) New Trustees will review AGB's *Higher Education Governing Boards: An Introductory Guide for Members of College, University, and System Boards* before or after visiting Columbia. (See attached.)
- 4) Before departing Columbia, after conducting face-to-face visits with USC System executives, new Trustees will complete an assessment of the orientation program. These assessments will inform further revisions to orientation programs for new Trustees. (See attached survey instrument, to be administered in paper form or via an online platform.)
- 5) Each new Trustee will be assigned a Trustee mentor with experience serving the Board of Trustees. Along with the Secretary of the Board and Chair of the Board, the Trustee mentor will be available to answer questions regarding the USC System and the Board during the new Trustee's service. Furthermore, the Trustee mentor will be expected to contact the new Trustee before each meeting of the full Board of Trustees, to discuss items on the Board's agenda, for the duration of the new Trustee's first year of service.

The orientation program will meet the following learning goals:

- 1) *Increase each new Trustee's understanding of his or her fiduciary duties.* Fiduciary duties are the most basic principles of Board service. Command of this topic is essential and should be the foundation of any Trustee's service as a member of the Board.
- 2) *Increase each new Trustee's understanding of the University of South Carolina System.* Board members should focus on the entire USC System and not USC Columbia alone. As such, the orientation programs will demonstrate this intent and begin Board work with a wide scope of awareness.
- 3) *Increase each new Trustee's understanding of resources available to inform/improve the Trustee's work.* It is impractical for a new Trustee to master all Bylaws, policies, procedures, and requirements immediately upon beginning service as a Trustee. Measuring a Trustee's initial command of each Bylaw, policy, procedures, and requirement therefore would be fruitless. More practical is the expectation that Trustees learn how and where to locate items of importance.

PROPOSAL

REVISIONS TO USC BOT ORIENTATION FOR NEW TRUSTEES

Note that the agenda for 2019 orientation included a meeting with President Pastides and USC System Chancellors. Orientation programs should include a meeting/meal with the President and Chancellors, even if such an opportunity must be scheduled for a date other than the on-site visit to Columbia. Also included in this event might be the Chair and Vice Chair of the Board. The Chair of the Board's University System Committee would be another valuable participant. (The number of Board participants requires attention in regard to constituting a quorum of the Board.)

A related opportunity worth considering would be a meeting/meal with the Provost, Chair of the Academic Excellence and Student Experience Committee, and a representative from each of the faculties of USC Aiken, USC Beaufort, USC Columbia, USC Upstate, and the Palmetto College campuses.

The Board's Governance Committee discussed this proposal at its August 27, 2020 meeting.

The Governance Committee will revisit the orientation program for new Trustees after implementation in October, on the basis of new evaluation data.

EVALUATION INSTRUMENT (SURVEY)
USC BOT ORIENTATION FOR NEW TRUSTEES

(To be administered in paper form or through an online platform)

- 1) Before beginning this orientation program (before receiving and reviewing orientation materials in advance of today's visit to Columbia; before today's visit to Columbia), my understanding of my fiduciary duties as a member of the University of South Carolina Board of Trustees was

1 2 3 4 5 6 7 8 9 10

Please select one of the numbers above along the scale of 1 (extremely limited) to 10 (extremely strong).

- 2) Before beginning this orientation program (before receiving and reviewing orientation materials in advance of today's visit to Columbia; before today's visit to Columbia), my understanding of the University of South Carolina System was

1 2 3 4 5 6 7 8 9 10

Please select one of the numbers above along the scale of 1 (extremely limited) to 10 (extremely strong).

- 3) Before beginning this orientation program (before receiving and reviewing orientation materials in advance of today's visit to Columbia; before today's visit to Columbia), my understanding of resources available to me to inform my work as a Trustee was

1 2 3 4 5 6 7 8 9 10

Please select one of the numbers above along the scale of 1 (extremely limited) to 10 (extremely strong).

- 4) Please describe your opinions of the online, 10-step seminar for trustees of public institutions of higher education (hosted by the Association of Governing Boards of Universities and Colleges), if you were able to complete any portion of it before today's visit to Columbia:

EVALUATION INSTRUMENT (SURVEY)
USC BOT ORIENTATION FOR NEW TRUSTEES

(To be administered in paper form or through an online platform)

- 5) Please describe your opinions of *Higher Education Governing Boards: An Introductory Guide for Members of College, University, and System Boards* (a publication of the Association of Governing Boards of Universities and Colleges), if you were able to review any portion of it before today's visit to Columbia:
- 6) What other resources provided to you in advance of today's visit to Columbia were especially useful? Why?
- 7) What other resources provided to you in advance of today's visit to Columbia were not useful? Why?
- 8) Please describe any contact and communication to-date with the Trustee mentor assigned to you:
- 9) ~~After~~ receiving and reviewing orientation materials in advance of today's visit to Columbia and completing today's visit to Columbia, my understanding of my fiduciary duties as a member of the University of South Carolina Board of Trustees is

1 2 3 4 5 6 7 8 9 10

Please select one of the numbers above along the scale of 1 (extremely limited) to 10 (extremely strong).

- 10) ~~After~~ receiving and reviewing materials in advance of today's visit to Columbia and completing today's visit to Columbia, my understanding of the University of South Carolina System is

1 2 3 4 5 6 7 8 9 10

Please select one of the numbers above along the scale of 1 (extremely limited) to 10 (extremely strong).

EVALUATION INSTRUMENT (SURVEY)
USC BOT ORIENTATION FOR NEW TRUSTEES

(To be administered in paper form or through an online platform)

- 11) After receiving and reviewing materials in advance of today's visit to Columbia and completing today's visit to Columbia, my understanding of resources available to me to inform my work as a Trustee is

1 2 3 4 5 6 7 8 9 10

Please select one of the numbers above along the scale of 1 (extremely limited) to 10 (extremely strong).

- 12) What data/information/resources were not provided to you before or during today's meetings that you wish had been provided to you?

- 13) What data/information/resources might the Board Office send to you for your continued study?

- 14) What suggestions for improvement of this orientation program for new Trustees would you like to offer?

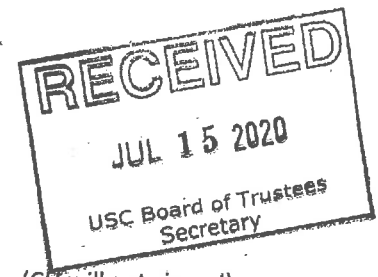
Thank you for participating in today's orientation program and for offering your insights through this survey. Your responses will inform the Board's efforts to improve orientation programs regularly.

Board of Trustee Orientation
Alex English and Robin Roberts

Friday, July 10, 2020
Osborne Administration Building, Suite 206B
915 Bull Street, Columbia

<u>Meeting Time</u>	<u>Personnel/Topics</u>
8:30 a.m.	Cantey Heath , University and Board Secretary – Welcome and overview of the day <ul style="list-style-type: none">• Escort to McKissick Building for photo shoot (Kim Truett, Photographer)
9:00 a.m.	Pam Dunleavy , Chief Audit Executive <ul style="list-style-type: none">• University Audit & Advisory Services Functions• BOT Audit, Compliance & Risk Committee Overview
9:30 a.m.	Terry Parham , General Counsel <ul style="list-style-type: none">• FOI Policy, Litigation Report, Ethics, Insurance Overview
10:00 a.m.	Ed Walton , EVP for Administration & Finance
10:30 a.m.	James Smith , Special Assistant to the President
11:15 a.m.	Bob Caslen , President
12:00 p.m.	Cantey Heath , University and Board Secretary – Boxed Lunch Meeting Documents requiring signature: <ul style="list-style-type: none">• Orientation Handout• Reimbursement Declaration Form (Jan. 2020)• New Member Annual Statement re: Conflict of Interest and Ethics• BOT Oath of Office and the Code of Conduct and Statement of Commitment
12:30 p.m.	Bill Tate , EVP for Academic Affairs and Provost; and Tayloe Harding
1:00 p.m.	Larry Thomas , VP of Communications – Dealing with the Media
1:30 p.m.	Ray Tanner , Athletics Director
2:00 p.m.	Julian Williams , VP for Diversity, Equity, & Inclusion
2:30 p.m.	Dennis Pruitt , VP for Student Affairs & Vice Provost, Dean of Students <ul style="list-style-type: none">• Overview of Student Affairs Division
3:00 p.m.	Terri Saxon , BOT Office Staff <ul style="list-style-type: none">• Trustee Attendance at Athletic Events (Special Seating /NCAA Rules Summary)
3:10 p.m.	Delphine Bigony , BOT Office Staff <ul style="list-style-type: none">• BOT Contact Information Worksheet and Biographical Form
3:30 p.m.	Debra Allen – Diligent Board Books
4:00 p.m.	Cantey Heath , University and Board Secretary – Questions and Wrap Up

New Board of Trustee Orientation Packet
Alex English and Robin Roberts
July 10, 2020



Documents Requiring Signature

BOT Orientation Handout	In Packet	(CH will get signed)
BOT Reimbursement Declaration Form (Jan. 2020)	In Packet	(CH will get signed)
New Member Annual Statement re: COI and Ethics Includes: Bylaws XVI, BTRU 1.18, COI reporting form	In Packet	(CH will get signed)
BOT Oath of Office and the Code of Conduct and Statement of commitment	In Packet	
BOT Contact Information Worksheet	In Packet	(DB)
BOT Biographical Form	In Packet	(DB)
CarolinaCard Cardholder Agreement	In Packet	TS will send signed w/ pic

Information Documents

Orientation Schedule	In Packet	
Orientation Meetings' List of Administrators with Bios	In Packet	
USC Mission (Adopted 10/11/19)	In Packet	
BOT Bylaws	In Packet	
President Caslen's Strategic Plan - Executive Summary	In Packet	
2020 BOT Meeting Schedule	In Packet	
2018-2020 BOT Committee List	In Packet	
BOT Confidential Contact Information	In Packet	
Current Trustees with Photos	In Packet	
List of USC BTRU Policies	In Packet	
SC Statement of Economic Interests (from State website)	In Packet	
BOT 2020 Briefing Book	In Packet	
Scholarship Info Sheet	In Packet	
Carolina Trustee Professorship		
Thomas L. Stepp – Board of Visitors Scholarship		
Trustees Endowed Scholars Award		
NCAA Rules Summary	In Packet	(Terri)
BOT Special Seating	In Packet	(Terri)
Trusteeship Magazine (May/June 2020)	In Packet	(FYI Info)
USC Summary Organizational Chart	In Packet	
BOV Membership with Terms	In Packet	

5:03 p.m. July 8, 2020

University of South Carolina Board of Trustees
New Board Member Orientation

COPY

I. Each new Board member is provided a copy of the following documents at their orientation:

- The University of South Carolina Board of Trustees Bylaws
- The University of South Carolina Ethics Policy
- The Board of Trustees Conflict of Interest Policy
- The current Board of Trustees meeting schedule
- A current Board of Trustees Committee list
- Board of Trustees contact information

II. Topics covered by the Secretary of the Board of Trustees in the Orientation session:

- The role and responsibilities of a Board of Trustee member
- Review of the State Ethics Rules of Conduct
- Summary of on-going initiatives and major projects
- Other topics as appropriate

III. The following links are also provided:

Topic	e-Location
<u>University of South Carolina Website</u> <ul style="list-style-type: none"> • <u>Board of Trustees Website</u> Includes the following links: Biographical Summaries Bylaws & Policies Board of Trustee Meetings, Agendas, Minutes, and Schedules University Mission Statement University Board of Visitors • <u>Gamecocks Athletics Website</u> • <u>The Daily Gamecock Website</u> 	https://sc.edu/ https://sc.edu/about/offices_and_divisions/board_of_trustees/ https://gamecocksonline.com/ https://www.dailygamecock.com/
<u>South Carolina State Government Website</u> <ul style="list-style-type: none"> • SC State Legislature • State Ethics Commission • SC Commission on Higher Education (CHE) 	https://sc.gov/ https://www.scstatehouse.gov/ https://ethics.sc.gov/ https://www.che.sc.gov/

New Board of Trustee Member: 

Date of Orientation: 7/10/20

Dan Adams and Dick Jones**Tuesday, January 22, 2019**

Time:	Meeting:
9:00 a.m.	Leah Kososki (BOT staff) Owens Field pick up
9:30 a.m., Osborne 206B	Debra Allen and Terri Saxon (BOT Staff)
10:15 a.m., Osborne 207	Paula Harper Bethea, Chief Advancement Officer
10:30 a.m., Osborne 206D	Cantey Heath, Jr., Secretary
11:00 a.m., Osborne 206D	Pam Doran, Chief Audit Executive
11:30 a.m., 206B	Chancellors and President Harris Pastides
Noon, Osborne 206B	Lunch with President Pastides
1:00 p.m., Osborne 206B	Terry Parham, General Counsel
1:30 p.m., Osborne 206B	Wes Hickman, Chief Communications Officer
2:00 p.m., Osborne 206B	Joan Gabel, Executive V.P. and Provost
2:30 p.m., Osborne 206B	Ed Walton, Senior V.P. and COO
3:00 p.m., Osborne 206B	Dennis Pruitt, V.P. for Student Affairs
3:30 p.m., Osborne 208	Ray Tanner, Athletics Director
4:00 p.m., War Memorial	Photos with Kim Truett, Photographer
4:15 p.m.	Leah Kososki - Owens Field drop-off

Board of Trustee Orientation
A. King Dixon II
Tuesday, January 14, 2020

<u>Meeting Time</u>	<u>Room</u>	<u>Personnel/Topics</u>	
10:00 a.m.	206B	Cantey Heath , University and Board Secretary Welcome Mr. Dixon	
10:00 a.m.	206B	Terry Parham , General Counsel FOI Policy Litigation Report Ethics Insurance Overview	(30 minutes)
10:30 a.m.	206B	Ed Walton , Senior VP and COO	(30 minutes)
11:00 a.m.	206B	Jeff Stensland , Interim Chief Communications Officer Dealing with the Media (JS provided BOT Briefing Book) Will Elliott , University Advancement	(30 minutes)
11:30 a.m.	206B	Ray Tanner , Athletics Director	(15 minutes)
11:45 a.m.	206D	Lunch and informational session with Cantey Heath Cantey's Office – Box lunch (Lori to order)	(45 minutes)
<i>(206B Reserved beginning at 12:30 for 1p JBLC meeting: Heath, Parham, Walton, Harding, Stensland)</i>			
12:30 p.m.	206D	Pam Doran , Chief Audit Executive • University Audit & Advisory Services Functions • BOT Audit & Compliance Committee Overview	(30 minutes)
1:00 p.m.	206D	Dennis Pruitt , VP for Student Affairs • Overview of Student Affairs Division	(15 minutes)
1:15 p.m.	206D	Terri Saxon , BOT Office Staff • Trustee Attendance at Athletic Events Docs: Special Seating/NCAA Rules Summary	(30 minutes)
		Debra Allen , BOT Office Staff • Diligent Board Books • Documents Requiring Signature: Orientation Handout Reimbursement Declaration Form (Jan. 2020) New Member Annual Statement re: COI and Ethics	
1:45 p.m.	Take to War Memorial Building – for photos with Kim Truett, Photographer		
2:30 p.m.	102	Tayloe Harding , Interim Executive VP and Provost	(15 minutes)
2:45 p.m.	Wrap-up with Cantey Heath in his office		

Lori – Reserved parking in front of Osborne 1/2
Debra – Will a schedule session with President Caslen during the BOT Retreat

1/7/20

University of South Carolina Board of Trustees

New Board Member Orientation

I. Each new Board member is provided a copy of the following documents at their orientation:

- The University of South Carolina Board of Trustees Bylaws
- The University of South Carolina Ethics Policy
- The Board of Trustees Conflict of Interest Policy
- The current Board of Trustees meeting schedule
- A current Board of Trustees Committee list
- Board of Trustees contact information

II. Topics covered by the Secretary of the Board of Trustees in the Orientation session:

- The role and responsibilities of a Board of Trustee member
- Review of the State Ethics Rules of Conduct
- Summary of on-going initiatives and major projects
- Other topics as appropriate

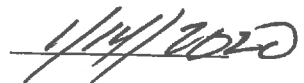
III. The following links are also provided:


Topic	e-Location
<u>University of South Carolina Website</u> <ul style="list-style-type: none">• <u>Board of Trustees Website</u> Includes the following links: Biographical Summaries Bylaws & Policies Board of Trustee Meetings, Agendas, Minutes, and Schedules University Mission Statement University Board of Visitors• <u>Gamecocks Athletics Website</u>• <u>The Daily Gamecock Website</u>	https://sc.edu/ https://sc.edu/about/offices_and_divisions/board_of_trustees/ https://gamecocksonline.com/ https://www.dailygamecock.com/
<u>South Carolina State Government Website</u> <ul style="list-style-type: none">• SC State Legislature• State Ethics Commission• SC Commission on Higher Education (CHE)	https://sc.gov/ https://www.scstatehouse.gov/ https://ethics.sc.gov/ https://www.che.sc.gov/

New Board of Trustee Member:



Date of Orientation:





The Principles of Accreditation: Foundations for Quality Enhancement

Adopted by the College Delegate Assembly
December 2017



The Principles of Accreditation: Foundations for Quality Enhancement



Southern Association of Colleges and Schools
Commission on Colleges

Sixth Edition: First Printing

Adopted by the College Delegate Assembly:
December 2017

Approved by College Delegate Assembly:
December 2001

Revised by the College Delegate Assembly:
December 2006, 2007, 2009, 2011

Mission

The Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) is the regional body for the accreditation of degree-granting higher education institutions in the Southern states. The Commission's mission is the enhancement of education quality throughout the region and the improvement of the effectiveness of institutions by ensuring that they meet standards established by the higher education community that address the needs of society and students. It serves as the common denominator of shared values and practices among the diverse institutions in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia, Latin America, and other international sites approved by SACSCOC that award associate, baccalaureate, master's, or doctoral degrees. SACSCOC also accepts applications from other international institutions of higher education.

Accreditation by SACSCOC signifies that the institution (1) has a mission appropriate to higher education, (2) has resources, programs, and services sufficient to accomplish and sustain that mission, and (3) maintains clearly specified educational objectives that are consistent with its mission and appropriate to the degrees it offers, and that indicate whether it is successful in achieving its stated objectives.

Philosophy of Accreditation

Self-regulation through accreditation embodies a philosophy that a free people can and ought to govern themselves through a representative, flexible, and responsive system. Decentralization of authority honors the rich diversity of educational institutions in our pluralistic society and serves to protect both institutional autonomy and the broader culture of academic freedom in our global society. The empowerment flowing from self-regulation promotes both innovation and accountability in achieving the goals of educating and training citizens in a representative democracy. Consistent with these overarching values, accreditation is best accomplished through a voluntary association of educational institutions. Both a process and a product, accreditation relies on integrity; thoughtful and principled professional judgment; rigorous application of requirements; and a context of trust. The process provides an assessment of an institution's effectiveness in the fulfillment of its self-defined mission; its compliance with the requirements of its accrediting association; and its continuing efforts to enhance the quality of student learning and its programs and services. Based on rigorous analysis and reasoned judgment, the process stimulates evaluation and improvement, while providing a means of continuing accountability to the institutions' stakeholders and to the public.

The culmination of the accreditation process is a public statement of an institution's continuing capacity to provide effective programs and services based on agreed-upon requirements. The statement of an institution's accreditation status with SACSCOC also represents an affirmation of an institution's continuing commitment to the Commission's principles and philosophy of accreditation.

The membership expects its peers to dedicate themselves to enhancing the quality of their programs and services within the context of their respective resources and capacities and to create an environment in which teaching and learning, research, and public service occur, as appropriate to the institution's self-defined mission.

At the heart of SACSCOC's philosophy of accreditation, the concept of quality enhancement assumes that each member institution is engaged in ongoing improvement of its programs and services and can demonstrate how well it fulfills its stated mission. Although evaluation of an institution's educational quality and effectiveness in achieving its mission is a difficult task requiring careful analysis and professional judgment, an institution is expected to document the quality and effectiveness of all its programs and services.

SACSCOC supports the right of an institution to pursue its own educational mission as inherent in fundamental values of institutional autonomy; the right of faculty members to teach, investigate, and publish freely; and the right of students to access opportunities for learning and for the open expression and exchange of ideas. However, exercising these rights should not substantially interfere with the overriding obligation of an institution to offer a sound educational experience that optimizes student achievement outcomes.

The Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) adheres to the following fundamental characteristics of accreditation:

- Participation in the accreditation process is voluntary and is an earned and renewable status.
- Member institutions develop, amend, and approve accreditation requirements.
- The process of accreditation is representative, responsive, and appropriate to the types of institutions accredited.
- Accreditation is a form of self-regulation.
- Accreditation requires institutional commitment and engagement.
- Accreditation is based upon a peer review process.
- Accreditation requires an institutional commitment to student learning and achievement.
- Accreditation acknowledges an institution's prerogative to articulate its mission, including a religious mission, within the recognized context of higher education and its responsibility to show that it is accomplishing its mission.
- Accreditation requires institutional commitment to the concept of quality enhancement through continuous assessment and improvement.
- Accreditation expects an institution to develop a balanced governing structure designed to promote institutional integrity, autonomy and flexibility of operation.
- Accreditation expects an institution to ensure that its programs are complemented by support structures and resources that allow for the total growth and development of its students.

Organization Of The Southern Association Of Colleges And Schools Commission On Colleges

The Southern Association of Colleges and Schools (SACS) is a private, nonprofit, voluntary organization founded in 1895 in Atlanta, Georgia. The Association currently comprises the Commission on Colleges (SACSCOC) and the Council on Accreditation and School Improvement (SACSCASI), the K-12 arm of the Association. The two commissions carry out their missions with considerable autonomy; they develop their own standards and procedures, and govern themselves by a delegate assembly.

The College Delegate Assembly (CDA) of SACSCOC includes one voting representative (the chief executive officer or the officer's designee) from each member institution. Its responsibilities include electing the 77-member SACSCOC Board of Trustees to guide the organization's work; to approve all revisions in accrediting standards as recommended by the Board; to approve the dues of candidate and member institutions as recommended by the Board; and to elect an Appeals Committee to hear appeals of adverse accreditation decisions, and electing representatives to the Association's Board of Trustees.

The SACSCOC Board of Trustees is responsible for recommending to the College Delegate Assembly standards for candidacy and membership, authorizing special visits, taking final action on the accreditation status of institutions, nominating to the College Delegate Assembly individuals for election to succeed outgoing members of the Board, electing an Executive Council that will act for the Board while it is not in session, appointing *ad hoc* study committees as needed, and approving SACSCOC policies and procedures.

The thirteen-member Executive Council is the executive arm of the SACSCOC Board and functions on behalf of the Commission's Board and the College Delegate Assembly between sessions. However, the actions of the Council are subject to the review and approval by the Board. The Council interprets Commission policies and procedures, develops procedures for and supervises the work of *ad hoc* and standing committees of the Commission, approves goals and objectives of the Commission, reviews and approves the Commission's budget, oversees and annually evaluates the work of its president and initiates new programs, projects, and policy proposals.

The Council receives and acts on reports from all *ad hoc* and standing committees and submits them to the Commission's Board of Trustees. In the case of institutions applying for candidacy, membership, or reaffirmation of accreditation, the Executive Council receives recommendations from the Committees on Compliance and Reports

(C&R), which are the standing evaluation committees of the Commission, and, in turn, submits its recommendations to the full SACSCOC Board of Trustees.

The Process Of Accreditation

The process for initial and continued accreditation involves a collective analysis and judgment by the institution's internal constituencies, an informed review by peers external to the institution, and a reasoned decision by the elected members of the SACSCOC Board of Trustees. Accredited institutions periodically conduct internal reviews involving their administrative officers, staffs, faculties, students, trustees, and others appropriate to the process. The internal review allows an institution to consider its effectiveness in achieving its stated mission, its compliance with *The Principles of Accreditation: Foundations for Quality Enhancement*, its efforts in enhancing the quality of student learning and the quality of programs and services offered to its constituencies, and its successes in accomplishing its mission. At the culmination of the internal review, peer evaluators representing the Board apply their professional judgment through a preliminary assessment of the institution; elected SACSCOC Board members make the final determination of an institution's compliance with the accreditation requirements.

Application of the Requirements

SACSCOC accredits degree-granting higher education institutions and entities based on requirements in *The Principles of Accreditation: Foundations for Quality Enhancement*. These requirements apply to all institutional programs and services, wherever located or however delivered. This includes programs offered through distance and correspondence education, off-campus sites, and branch campuses. Consequently, when preparing documents for the Commission demonstrating compliance with the *Principles of Accreditation*, an institution must include these programs in its "Institutional Summary Form Prepared for Commission Reviews" and address these programs in its analysis and documentation of compliance (See *Commission policy [Distance and Correspondence Education](#)*). SACSCOC applies the requirements of its *Principles* to all applicant, candidate, and member institutions, regardless of the type of institution: private, for-profit, private not-for-profit, or public.

The SACSCOC Board of Trustees evaluates an institution and makes accreditation decisions based on the current edition of the *Principles of Accreditation*. The Commission's philosophy of accreditation precludes denial of membership to a degree-granting institution of higher education on any ground other than an

institution's failure to meet the above requirements in the professional judgment of peer reviewers, or failure to comply with the policies and procedures of SACSCOC.

Components Of The Review Process

The SACSCOC Board of Trustees conducts several types of institutional reviews: (1) Candidate Committee reviews of institutions seeking candidacy, (2) Accreditation Committee reviews of candidate institutions seeking initial membership, (3) Reaffirmation Committee reviews of member institutions seeking continued accreditation following a comprehensive review, (4) Special Committee reviews of member institutions seeking continued accreditation following evaluation of institutional circumstances that are accreditation related, and (5) Substantive Change Committee reviews of member institutions seeking approval and continued accreditation following the review of a change of a significant modification or expansion to the institution's nature and scope. Each of the above types of reviews has its own evaluation documents and peer review procedures and can be found on the SACSCOC web site at www.sacscoc.org.

The process described below is specific to a member institution seeking reaffirmation of accreditation.

Preparation by the Institution

As part of the reaffirmation process, the institution will provide two (2) separate documents:

1. Compliance Certification

The Compliance Certification, submitted fifteen (15) months in advance of an institution's scheduled reaffirmation, is a document completed by the institution that demonstrates its judgment of the extent of its compliance with each of the Core Requirements and Standards. The signatures of the institution's chief executive officer and accreditation liaison are required. By signing the document, these individuals certify that the process of institutional self-assessment has been thorough, honest, and forthright, and that the information contained in the document is truthful, accurate, and complete.

2. Quality Enhancement Plan

The Quality Enhancement Plan (QEP), submitted six weeks in advance of the On-Site Reaffirmation Review Committee, is (1) a topic identified through ongoing, comprehensive and evaluation processes, (2) has a broad-based support of institutional constituencies, (3) focuses on improving specific student learning outcomes and/or student successes, (4) commits resources to initiate, implement

and complete the QEP, and (5) includes a plan to assess achievement. The plan should be focused and succinct (no more than 75 pages of narrative text and no more than 25 pages of support documentation or charts, graphs, and tables).

Review by the Commission on Colleges

1. The Off-Site Reaffirmation Review

The Off-Site Reaffirmation Committee, composed of a chair and normally eight to ten peer evaluators, serves as an evaluative committee in the reaffirmation process. The committee meets in Atlanta, Georgia, and reviews Compliance Certifications of a group of institutions to determine whether each institution is in compliance with all Core Requirements and Standards (except 7.2). The group of institutions, called “a cluster,” normally will consist of no more than three institutions similar in governance and degrees offered. At the conclusion of the review, the Off-Site Reaffirmation Committee will prepare a separate report for each institution, recording and explaining its preliminary findings about compliance. The report is forwarded to the respective institution’s On-Site Reaffirmation Committee.

2. The On-Site Reaffirmation Review

The On-Site Reaffirmation Committee consists of peers and serves as an evaluative committee in the reaffirmation process. Following review by the Off-Site Reaffirmation Committee, an On-Site Reaffirmation Committee will conduct a focused evaluation at the campus to finalize issues of compliance with the Core Requirements and Standards, evaluate the QEP, and provide consultation regarding the issues addressed in the QEP. At the conclusion of its visit, the On-Site Committee will finalize the Report of the Reaffirmation Committee, a written report of its findings noting areas of noncompliance. The Report of the Reaffirmation Committee, along with the institution’s response to areas of noncompliance, is forwarded to the SACSCOC Board of Trustees for review and action on reaffirmation of accreditation.

3. Review by the SACSCOC Board of Trustees

The Committees on Compliance and Reports (C&R), standing committees of the SACSCOC Board of Trustees, review reports prepared by evaluation committees and the institutional responses to those reports. A C&R Committee’s recommendation regarding an institution’s reaffirmation of accreditation is forwarded to the Executive Council for review. The Executive Council recommends action to the full Board of Trustees, which makes the final decision on reaffirmation and any monitoring activities that it may require of an institution. The full Board of Trustees convenes twice a year.

Institutional Responsibility For Reporting Substantive Change

SACSCOC accredits the entire institution and all programs and services, wherever located or however delivered. Accreditation is specific to an institution, is based on conditions at the time of the most recent evaluation, and is not transferable. When an accredited institution significantly modifies or expands its scope, or changes its affiliation, governance, or ownership, a substantive change review is required. The Commission is responsible for evaluating all substantive changes occurring between an institution's decennial reviews to ensure the quality of the total institution and to ensure the public that all aspects of the institution meet defined standards.

A member institution is responsible for following the [Substantive Change for SACSCOC Accredited Institutions](#) policy and procedures by notifying or securing approval from SACSCOC, as required, prior to implementation. If an institution is noncompliant with the policy, its accreditation may be in jeopardy. Refer to "Procedure One," "Procedure Two," and "Procedure Three" in the substantive change policy outlining the types of substantive change, their respective notification and approval requirements, and their reporting timelines. If an institution is unclear as to whether a change is substantive, it should contact SACSCOC staff for consultation.

An applicant or candidate institution may not undergo substantive change prior to membership.

SECTION 1: The Principle of Integrity

Institutional integrity is essential to the purpose of higher education. Integrity functions as the basic covenant defining the relationship between the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) and its member and candidate institutions. The principle serves as the foundation of a relationship in which all parties agree to deal honestly and openly with their constituencies and with one another.

1. The institution operates with integrity in all matters.

(Integrity) [CR]

(Note: While this principle is not addressed by the institution in its Compliance Certification or its application for accreditation, failure to adhere to this principle will lead to the imposition of a sanction, adverse action, or denial of authorization of a candidate committee.)

SECTION 2: Mission

A clearly defined and comprehensive mission guides the public's perception of the institution. It conveys a sense of the institution's uniqueness and identifies the qualities, characteristics, and values that define its role and distinctiveness within the diverse higher education community. Fundamental to the structure of an institution's effectiveness, the mission reflects a clear understanding of the institution by its governing board, administration, faculty, students, staff, and all constituents.

1. The institution has a clearly defined, comprehensive, and published mission specific to the institution and appropriate for higher education. The mission addresses teaching and learning and, where applicable, research and public service.

(Institutional mission) [CR]

SECTION 3: Basic Eligibility Standard

SACSCOC accredits degree-granting institutions in the southern region of the United States and those operating in select international locations. To gain or maintain accreditation with SACSCOC, an institution is a continuously functioning organization legally authorized to grant degrees and other academic credentials, and able to demonstrate compliance with SACSCOC standards and policies.

- 1. An institution seeking to gain or maintain accredited status**
 - a. has degree-granting authority from the appropriate government agency or agencies.** (*Degree-granting authority*) [CR]
 - b. offers all coursework required for at least one degree program at each level at which it awards degrees.** (For exceptions, see SACSCOC policy [Documenting an Alternative Approach.](#)) (*Coursework for degrees*) [CR]
 - c. is in operation and has students enrolled in degree programs.** (*Continuous operation*) [CR]

SECTION 4: Governing Board

The institution's governing board holds in trust the fundamental autonomy and ultimate well-being of the institution. As the corporate body, the board ensures both the presence of viable leadership and strong financial resources to fulfill the institutional mission. Integral to strong governance is the absence of undue influence from external sources.

- 1. The institution has a governing board of at least five members that:**
 - (a) is the legal body with specific authority over the institution.**
 - (b) exercises fiduciary oversight of the institution.**
 - (c) ensures that both the presiding officer of the board and a majority of other voting members of the board are free of any contractual, employment, personal, or familial financial interest in the institution.**
 - (d) is not controlled by a minority of board members or by organizations or institutions separate from it.**
 - (e) is not presided over by the chief executive officer of the institution.**

(Governing board characteristics) [CR]

- 2. The governing board**
 - a. ensures the regular review of the institution's mission.
(Mission review)
 - b. ensures a clear and appropriate distinction between the policy-making function of the board and the responsibility of the administration and faculty to administer and implement policy.
(Board/administrative distinction)
 - c. selects and regularly evaluates the institution's chief executive officer. *(CEO evaluation/selection)*

- d. defines and addresses potential conflict of interest for its members. (*Conflict of interest*)
 - e. has appropriate and fair processes for the dismissal of a board member. (*Board dismissal*)
 - f. protects the institution from undue influence by external persons or bodies. (*External influence*)
 - g. defines and regularly evaluates its responsibilities and expectations. (*Board self-evaluation*)
3. If an institution's governing board does not retain sole legal authority and operating control in a multiple-level governance system, then the institution clearly defines that authority and control for the following areas within its governance structure:
- (a) institution's mission, (b) fiscal stability of the institution, and
 - (c) institutional policy. (*Multi-level governance*)

SECTION 5: Administration and Organization

The institution's chief executive officer has ultimate responsibility for priorities and initiatives that advance its board-approved mission, goals, and priorities. The chief executive officer oversees an organizational structure that includes key academic and administrative officers and decision makers with credentials appropriate to their respective responsibilities.

1. **The institution has a chief executive officer whose primary responsibility is to the institution.** (*Chief executive officer*) [CR]
2. The chief executive officer has ultimate responsibility for, and exercises appropriate control over, the following:
 - a. The institution's educational, administrative, and fiscal programs and services. (*CEO control*)
 - b. The institution's intercollegiate athletics program.
(*Control of intercollegiate athletics*)
 - c. The institution's fund-raising activities.
(*Control of fund-raising activities*)
3. For any entity organized separately from the institution and formed primarily for the purpose of supporting the institution or its programs:
 - (a) The legal authority and operating control of the institution is clearly defined with respect to that entity.
 - (b) The relationship of that entity to the institution and the extent of any liability arising from that relationship are clearly described in a formal, written manner.
 - (c) The institution demonstrates that (1) the chief executive officer controls any fund-raising activities of that entity or (2) the fund-raising activities of that entity are defined in a formal, written manner that assures those activities further the mission of the institution.

(*Institution-related entities*)

4. The institution employs and regularly evaluates administrative and academic officers with appropriate experience and qualifications to lead the institution. (*Qualified administrative/academic officers*)
5. The institution publishes and implements policies regarding the appointment, employment, and regular evaluation of non-faculty personnel. (*Personnel appointment and evaluation*)

SECTION 6: Faculty

Qualified, effective faculty members are essential to carrying out the mission of the institution and ensuring the quality and integrity of its academic programs. The tradition of shared governance within American higher education recognizes the importance of both faculty and administrative involvement in the approval of educational programs. Because student learning is central to the institution's mission and educational degrees, the faculty is responsible for directing the learning enterprise, including overseeing and coordinating educational programs to ensure that each contains essential curricular components, has appropriate content and pedagogy, and maintains discipline currency.

Achievement of the institution's mission with respect to teaching, research, and service requires a critical mass of qualified full-time faculty to provide direction and oversight of the academic programs. Due to this significant role, it is imperative that an effective system of evaluation be in place for all faculty members that addresses the institution's obligations to foster intellectual freedom of faculty to teach, serve, research, and publish.

- 1. The institution employs an adequate number of full-time faculty members to support the mission and goals of the institution.**
(Full-time faculty) [CR]
2. For each of its educational programs, the institution
 - a. Justifies and documents the qualifications of its faculty members.
(Faculty qualifications)
 - b. Employs a sufficient number of full-time faculty members to ensure curriculum and program quality, integrity, and review.
(Program faculty)
 - c. Assigns appropriate responsibility for program coordination.
(Program coordination)
3. The institution publishes and implements policies regarding the appointment, employment, and regular evaluation of faculty members, regardless of contract or tenure status.
(Faculty appointment and evaluation)

4. The institution publishes and implements appropriate policies and procedures for preserving and protecting academic freedom.
(Academic freedom)
5. The institution provides ongoing professional development opportunities for faculty members as teachers, scholars, and practitioners, consistent with the institutional mission.
(Faculty development)

SECTION 7: Institutional Planning and Effectiveness

Effective institutions demonstrate a commitment to principles of continuous improvement, based on a systematic and documented process of assessing institutional performance with respect to mission in all aspects of the institution. An institutional planning and effectiveness process involves all programs, services, and constituencies; is linked to the decision-making process at all levels; and provides a sound basis for budgetary decisions and resource allocations.

The Quality Enhancement Plan (QEP) is an integral component of the reaffirmation of accreditation process and is derived from an institution's ongoing comprehensive planning and evaluation processes. It reflects and affirms a commitment to enhance overall institutional quality and effectiveness by focusing on an issue the institution considers important to improving student learning outcomes and/or student success.

- 1. The institution engages in ongoing, comprehensive, and integrated research-based planning and evaluation processes that (a) focus on institutional quality and effectiveness and (b) incorporate a systematic review of institutional goals and outcomes consistent with its mission.** (*Institutional Planning*) [CR]
2. The institution has a QEP that (a) has a topic identified through its ongoing, comprehensive planning and evaluation processes; (b) has broad-based support of institutional constituencies; (c) focuses on improving specific student learning outcomes and/or student success; (d) commits resources to initiate, implement, and complete the QEP; and (e) includes a plan to assess achievement.
(*Quality Enhancement Plan*)
3. The institution identifies expected outcomes of its administrative support services and demonstrates the extent to which the outcomes are achieved. (*Administrative effectiveness*)

SECTION 8: Student Achievement

Student learning and student success are at the core of the mission of all institutions of higher learning. Effective institutions focus on the design and improvement of educational experiences to enhance student learning and support student learning outcomes for its educational programs. To meet the goals of educational programs, an institution provides appropriate academic and student services to support student success.

1. **The institution identifies, evaluates, and publishes goals and outcomes for student achievement appropriate to the institution's mission, the nature of the students it serves, and the kinds of programs offered. The institution uses multiple measures to document student success.** (*Student achievement*) [CR]
2. The institution identifies expected outcomes, assesses the extent to which it achieves these outcomes, and provides evidence of seeking improvement based on analysis of the results in the areas below:
 - a. Student learning outcomes for each of its educational programs.
(*Student outcomes: educational programs*)
 - b. Student learning outcomes for collegiate-level general education competencies of its undergraduate degree programs.
(*Student outcomes: general education*)
 - c. Academic and student services that support student success.
(*Student outcomes: academic and student services*)

SECTION 9: Educational Program Structure and Content

Collegiate-level educational programs emphasize both breadth and depth of student learning. The structure and content of a program challenges students to integrate knowledge and develop skills of analysis and inquiry.

General education is an integral component of an undergraduate degree program through which students encounter the basic content and methodology of the principal areas of knowledge. Undergraduate and graduate degrees develop advanced expertise in an integrated understanding of one or more academic disciplines or concentrations.

The institution is responsible for delivering an appropriate portion of the academic experiences applicable to the degrees or credentials awarded.

- 1. Educational programs (a) embody a coherent course of study, (b) are compatible with the stated mission and goals of the institution, and (c) are based on fields of study appropriate to higher education. (*Program content*) [CR]**
- 2. The institution offers one or more degree programs based on at least 60 semester credit hours or the equivalent at the associate level; at least 120 semester credit hours or the equivalent at the baccalaureate level; or at least 30 semester credit hours or the equivalent at the post-baccalaureate, graduate, or professional level. The institution provides an explanation of equivalencies when using units other than semester credit hours. The institution provides an appropriate justification for all degree programs and combined degree programs that include fewer than the required number of semester credit hours or its equivalent unit. (*Program length*) [CR]**
- 3. The institution requires the successful completion of a general education component at the undergraduate level that:**
 - (a) is based on a coherent rationale.**

- (b) is a substantial component of each undergraduate degree program. For degree completion in associate programs, the component constitutes a minimum of 15 semester hours or the equivalent; for baccalaureate programs, a minimum of 30 semester hours or the equivalent.**
- (c) ensures breadth of knowledge. These credit hours include at least one course from each of the following areas: humanities/ fine arts, social/behavioral sciences, and natural science/ mathematics. These courses do not narrowly focus on those skills, techniques, and procedures specific to a particular occupation or profession.**

(General education requirements) [CR]

- 4. At least 25 percent of the credit hours required for an undergraduate degree are earned through instruction offered by the institution awarding the degree. *(Institutional credits for an undergraduate degree)*
- 5. At least one-third of the credit hours required for a graduate or a post-baccalaureate professional degree are earned through instruction offered by the institution awarding the degree. *(Institutional credits for a graduate/professional degree)*
- 6. Post-baccalaureate professional degree programs and graduate degree programs are progressively more advanced in academic content than undergraduate programs, and are structured (a) to include knowledge of the literature of the discipline and (b) to ensure engagement in research and/or appropriate professional practice and training. *(Post-baccalaureate rigor and curriculum)*
- 7. The institution publishes requirements for its undergraduate, graduate, and post-baccalaureate professional programs, as applicable. The requirements conform to commonly accepted standards and practices for degree programs. *(Program requirements)*

SECTION 10: Educational Policies, Procedures, and Practices

Effective academic policies related to an institution's educational programs are developed in concert with appropriate input and participation of the constituencies affected by the policies, conform to commonly accepted practices and policies in higher education, accurately portray the institution's programs and services, and are disseminated to those benefiting from such practices. These academic policies lead to a teaching and learning environment that enhances the achievement of student outcomes and success.

To advance learning, all coursework taken for academic credit has rigor, substance, and standards connected to established learning outcomes. To protect the integrity of degrees offered, the institution is responsible for the quality of all coursework transcribed as if it were credit earned from the institution.

1. The institution publishes, implements, and disseminates academic policies that adhere to principles of good educational practice and that accurately represent the programs and services of the institution. (*Academic policies*)
2. The institution makes available to students and the public current academic calendars, grading policies, cost of attendance, and refund policies. (*Public information*)
3. The institution ensures the availability of archived official catalogs (digital or print) with relevant information for course and degree requirements sufficient to serve former and returning students. (*Archived information*)
4. The institution (a) publishes and implements policies on the authority of faculty in academic and governance matters, (b) demonstrates that educational programs for which academic credit is awarded are approved consistent with institutional policy, and (c) places primary responsibility for the content, quality, and effectiveness of the curriculum with its faculty. (*Academic governance*)

5. The institution publishes admissions policies consistent with its mission. Recruitment materials and presentations accurately represent the practices, policies, and accreditation status of the institution. The institution also ensures that independent contractors or agents used for recruiting purposes and for admission activities are governed by the same principles and policies as institutional employees. (*Admissions policies and practices*)
6. An institution that offers distance or correspondence education:
- (a) ensures that the student who registers in a distance or correspondence education course or program is the same student who participates in and completes the course or program and receives the credit.
 - (b) has a written procedure for protecting the privacy of students enrolled in distance and correspondence education courses or programs.
 - (c) ensures that students are notified, in writing at the time of registration or enrollment, of any projected additional student charges associated with verification of student identity.
- (*Distance and correspondence education*)
7. The institution publishes and implements policies for determining the amount and level of credit awarded for its courses, regardless of format or mode of delivery. These policies require oversight by persons academically qualified to make the necessary judgments. In educational programs not based on credit hours (e.g., direct assessment programs), the institution has a sound means for determining credit equivalencies. (*Policies for awarding credit*)
8. The institution publishes policies for evaluating, awarding, and accepting credit not originating from the institution. The institution ensures (a) the academic quality of any credit or coursework recorded on its transcript, (b) an approval process with oversight by persons academically qualified to make the necessary judgments,

and (c) the credit awarded is comparable to a designated credit experience and is consistent with the institution's mission.
(Evaluating and awarding academic credit)

9. The institution ensures the quality and integrity of the work recorded when an institution transcribes courses or credits as its own when offered through a cooperative academic arrangement. The institution maintains formal agreements between the parties involved, and the institution regularly evaluates such agreements.
(Cooperative academic arrangements)

SECTION 11: Library and Learning/Information Resources

To provide adequate support for the institution's curriculum and mission, an institution's students, faculty, and staff have access to appropriate collections, services, and other library-related resources that support all educational, research, and public service programs wherever they are offered and at the appropriate degree level. The levels and types of educational programs offered determine the nature and extent of library and learning resources needed to support the full range of the institution's academic programs. Qualified, effective staff are essential to carrying out the goals of a library/learning resource center and the mission of the institution, and to contributing to the quality and integrity of academic programs.

1. **The institution provides adequate and appropriate library and learning/information resources, services, and support for its mission.** (*Library and learning/information resources*) [CR]
2. The institution ensures an adequate number of professional and other staff with appropriate education or experiences in library and/or other learning/information resources to accomplish the mission of the institution. (*Library and learning/information staff*)
3. The institution provides (a) student and faculty access and user privileges to its library services and (b) access to regular and timely instruction in the use of the library and other learning/information resources. (*Library and learning/information access*)

SECTION 12: Academic and Student Support Services

Student success is significantly affected by the learning environment. An effective institution provides appropriate academic and student support programs and services, consistent with the institution's mission, that enhance the educational and personal development experience(s) of students at all levels; contribute to the achievement of teaching and learning outcomes; ensure student success in meeting the goals of the educational programs; and provide an appropriate range of support services and programs to students at all locations. Qualified and effective faculty and staff are essential to implementing the institution's goals and mission and to ensuring the quality and integrity of its academic and student support programs and services. An effective institution has policies and procedures that support a stimulating and safe learning environment.

- 1. The institution provides appropriate academic and student support programs, services, and activities consistent with its mission.** *(Student support services)* [CR]
2. The institution ensures an adequate number of academic and student support services staff with appropriate education or experience in student support service areas to accomplish the mission of the institution. *(Student support services staff)*
3. The institution publishes clear and appropriate statement(s) of student rights and responsibilities and disseminates the statement(s) to the campus community. *(Student rights)*
4. The institution (a) publishes appropriate and clear procedures for addressing written student complaints, (b) demonstrates that it follows the procedures when resolving them, and (c) maintains a record of student complaints that can be accessed upon request by SACSCOC. *(Student complaints)*

5. The institution protects the security, confidentiality, and integrity of its student records and maintains security measures to protect and back up data. (*Student records*)
6. The institution provides information and guidance to help student borrowers understand how to manage their debt and repay their loans. (*Student debt*)

Section 13: Financial and Physical Resources

Although missions vary among institutions, both a sound financial base and a pattern of financial stability provide the foundation for accomplishing an institution's mission. Adequate financial resources allow for deliberate consideration of the effective use of institutional resources to fulfill that mission. Adequate physical resources are essential to the educational environment and include facilities that are safe and appropriate for the scope of the institution's programs and services. It is reasonable that the general public, governmental entities, and current and prospective students expect sufficient financial and physical resources necessary to sustain and fulfill the institution's mission.

- 1. The institution has sound financial resources and a demonstrated, stable financial base to support the mission of the institution and the scope of its programs and services. (*Financial resources*) [CR]**
- 2. The member institution provides the following financial statements:**
 - (a) an institutional audit (or Standard Review Report issued in accordance with *Statements on Standards for Accounting and Review Services* issued by the AICPA for those institutions audited as part of a system-wide or statewide audit) for the most recent fiscal year prepared by an independent certified public accountant and/or an appropriate governmental auditing agency employing the appropriate audit (or Standard Review Report) guide.**
 - (b) a statement of financial position of unrestricted net assets, exclusive of plant assets and plant-related debt, which represents the change in unrestricted net assets attributable to operations for the most recent year.**

- (c) **an annual budget that is preceded by sound planning, is subject to sound fiscal procedures, and is approved by the governing board.**

For applicant and candidate institutions, including an applicant seeking separate accreditation from a current SACSCOC accredited institution, the institution provides the financial information, including audit requirements, specified in the SACSCOC policy entitled [Accreditation Procedures for Applicant Institutions](#).

(Financial documents) [CR]

3. The institution manages its financial resources in a responsible manner. *(Financial responsibility)*
4. The institution exercises appropriate control over all its financial resources. *(Control of finances)*
5. The institution maintains financial control over externally funded or sponsored research and programs.
(Control of sponsored research/external funds)
6. The institution (a) is in compliance with its program responsibilities under Title IV of the most recent Higher Education Act as amended and (b) audits financial aid programs as required by federal and state regulations. In reviewing the institution's compliance with these program responsibilities under Title IV, SACSCOC relies on documentation forwarded to it by the U.S. Department of Education. *(Federal and state responsibilities)*
7. The institution ensures adequate physical facilities and resources, both on and off campus, that appropriately serve the needs of the institution's educational programs, support services, and other mission-related activities. *(Physical resources)*

8. The institution takes reasonable steps to provide a healthy, safe, and secure environment for all members of the campus community.
(Institutional environment)

SECTION 14: Transparency and Institutional Representation

An institution is responsible for representing accurately to the public its status and relationship with SACSCOC; reporting accurately to the public its status with state or the federal government, if receiving funding from either or both; maintaining openness in all accreditation-related activities; ensuring the availability of institutional policies to students and the public; and publishing appropriate information with respect to student achievement. SACSCOC's philosophy of accreditation precludes removal from or denial of membership or candidacy to a degree-granting institution of higher education on any ground other than an institution's failure to meet the standards of the membership as determined by the professional judgment of peer reviewers, or failure to comply with SACSCOC policies and procedures.

1. The institution (a) accurately represents its accreditation status and publishes the name, address, and telephone number of SACSCOC in accordance with SACSCOC's requirements and federal policy; and (b) ensures all its branch campuses include the name of that institution and make it clear that their accreditation depends on the continued accreditation of the parent campus.
(Publication of accreditation status)
2. The institution has a policy and procedure to ensure that all substantive changes are reported in accordance with SACSCOC policy. *(Substantive change)*
3. The institution applies all appropriate standards and policies to its distance learning programs, branch campuses, and off-campus instructional sites. *(Comprehensive institutional reviews)*
4. The institution (a) represents itself accurately to all U.S. Department of Education recognized accrediting agencies with which it holds accreditation and (b) informs those agencies of any change of accreditation status, including the imposition of public sanctions.

(See SACSCOC policy [Accrediting Decisions of Other Agencies](#).)
(*Representation to other agencies*)

5. The institution complies with SACSCOC's policy statements that pertain to new or additional institutional obligations that may arise that are not part of the standards in the current *Principles of Accreditation*. (*Policy compliance*)

(Note: For applicable policies, institutions should refer to the SACSCOC website: www.sacscoc.org)

Commission Policies

Definition: A policy is a required course of action to be followed by the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) or its member or candidate institutions. SACSCOC policies may also include procedures, which are likewise a required course of action to be followed by SACSCOC or its member or candidate institutions. The *Principles of Accreditation* require that an institution comply with the policies and procedures of SACSCOC. Policies are approved by vote of the SACSCOC Board of Trustees. At its discretion, the Board may choose to forward a policy to the College Delegate Assembly for approval.

Examples of policy topics include substantive changes, standing rules, procedures for applicant institutions, special committee procedures, sanctions and adverse actions, or appeals procedures. All policies are available on the SACSCOC website (www.sacscoc.org). SACSCOC maintains currency on the website and reserves the right to add, modify, or delete any of the policies listed.

Commission Guidelines

Definition: A guideline is an advisory statement designed to assist institutions in fulfilling accreditation requirements. As such, guidelines describe recommended educational practices for documenting requirements of the *Principles of Accreditation* and are approved by the Executive Council of the SACSCOC Board of Trustees. The guidelines are examples of commonly accepted practices that constitute compliance with the standard. Depending on the nature and mission of the institution, however, other approaches may be more appropriate and also provide evidence of compliance.

Examples of guideline topics include advertising, student recruitment, contractual relationships, travel and committee visits, or faculty credentials. All guidelines are available on the SACSCOC website (www.sacscoc.org). SACSCOC maintains currency on the website and reserves the right to add, modify, or delete any of the guidelines listed.

Commission Good Practices

Definition: Good practices are commonly-accepted practices within the higher education community which enhance institutional quality. Good practices may be formulated by outside agencies and organizations and endorsed by the Executive Council of the SACSCOC Board of Trustees or the Board itself. Good practice documents are available on the SACSCOC website (www.sacscoc.org). SACSCOC

maintains currency on the website and reserves the right to add, modify, or delete any of the good practices listed.

Commission Position Statements

Definition: A position statement examines an issue facing the SACSCOC membership, describes appropriate approaches, and states the SACSCOC stance on the issue. It is endorsed by the Executive Council of the SACSCOC Board of Trustees or the SACSCOC Board of Trustees. Position statements are available on the SACSCOC website (www.sacscoc.org). SACSCOC maintains currency on the website and reserves the right to add, modify, or delete any of the position statements listed.



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Effective board governance is not solely about stepping up after a crisis, but rather is about consistently fulfilling the board's fiduciary responsibilities. Whether it entails monitoring a risk register or being comfortable asking uncomfortable questions, boards have a duty—indeed, a legal obligation—to know what is going on and to determine for themselves what they need to know.

Protecting the reputation of the institution is perhaps a board's most essential responsibility. Institutional leadership that does not attend to the big issues and ask the most meaningful questions can fall into the trap of being led, rather than leading, and can miss important challenges and strategic opportunity. It is difficult to regain trust and restore a reputation once they are lost.

~Richard Legon

Transforming Board Governance for the University of South Carolina System

By AGB Senior Consultants Richard Legon
and Ellen Chaffee, Ph.D. (January 24, 2020)

Executive Summary

Board governance at the University of South Carolina System (UofSC) made the news in 2019, experiencing a series of breakdowns that led to, among other things, a lawsuit brought by one trustee against the full board, an investigation by the institutions' regional accreditor, two legislative bills to restructure the board, and a number of embarrassing media reports.

To their credit, the board and the new president engaged governance experts in August to advise them on how to begin restoring the credibility of system governance. The consultants were impressed by board members' commitment to the university. Board service is a volunteer role requiring professional-level engagement. UofSC trustees have invested many years in service despite the inevitable impact on their professional and personal lives.

Clearly the trustees' intention is to add value, yet collectively the board demonstrates limited understanding of how best to do so, likely built over decades of following past practice with little self-examination. The consultants found a fundamentally misguided governance culture – one that is a consistent threat to the university system board's ability to address strategic issues in an effective manner and to its reputation. As a result, the board is limited in its strategic focus and fiduciary awareness, inappropriately permits staff control of board responsibilities, and focuses primarily on only one of the eight institutions for which it is accountable. The board displays limited attention to shared governance and focuses too much attention on managerial matters at the expense of strategic and generative issues that will determine the future of higher education in South Carolina.

Legislators elect most trustees in a competitive political process, and the board acts according to a political model. Being politically elected sets up a two-way assumption that board members are responsible to the legislature, confirmed in the board's bylaws, and they have a similar culture including, for example: allegiance to a party, reciprocal-benefit bargaining, personal influence based on longevity and power, multiple loyalties, and appeals to another's self-interest. Predictably, the board also has factions and internal conflicts that do not advance effective governance.

All of these malfunctions are in sharp contrast to fiduciary governance, which is the board's legal obligation and the expected culture of highly effective university and system governing boards everywhere. The problem is less in the board's legal foundation (the bylaws call for trustees to honor their fiduciary responsibility, delegate to management, and recognize that authority exists only in the full board, not individual trustees) and more in its origins and the culture that has arisen, unexamined, over many years.

System and political leaders are at a highly consequential crossroads. What's needed now is a proactive, planned transition from a political culture to a fiduciary governance culture, likely requiring months or years to complete. In a fiduciary culture, the best interests of the institutions are the standard that drives governance, based on legal expectations for loyalty, care, and obedience. Becoming a fiduciary board will require time, leadership, persistence, education, accountability and a willingness to accept some risk factors. It will require new assumptions, skills, perspectives, and behaviors. Changing board culture will not be easy, but it is essential. Changing the number of trustees without also changing the board's culture would have no impact.

Today's report focuses on committing to a substantial transition over time and on more immediate changes that align with best practices and will help remind participants that they are on a new path. Frequent, ongoing board education in the next one to two years is essential as well.

Our recommendations are to:

- Create and follow a planned transition to fiduciary governance, with adequate support and accountability;
- Diversify board membership and input to board decision-making;
- Govern the system and all of its institutions; and
- Change how the board's work gets done – including meetings, committees, agendas, governance education, board-president relationships, bylaws, and governance policies.

Effective board governance demonstrates appropriate accountability. The anticipated 2020 visit from the system's regional accreditor will be the first in what we recommend will be a series of accountability checkpoints. Progress will be expected.

The board is reviewing this report with the consultants at a January 24-25, 2020 board retreat. The board will decide whether, how, and when to follow up on any of the recommendations. One goal of the retreat is to ensure board members understand the recommendations; another is to encourage them to commit to them and start planning for implementation.

Transforming Board Governance for the University of South Carolina System

A report submitted by AGB Senior Consultants Richard Legon and Ellen Chaffee, Ph.D. (January 24, 2020)

Introduction

All governing boards can and should engage in proactive continuous improvement of their governance practices while ensuring that fundamental policies focusing on an institution's academic and reputational standing are current and periodically reviewed. So often, institutions that are compromised by a high-profile issue recognize that board governance has not been optimally effective. Some governing boards, especially those whose action (or inaction) have created risk for their institution or its reputation, have a greater need to improve their governance practices than others. The summer of 2019 was a difficult time for the University of South Carolina System Board of Trustees, and therefore for the system it leads. To its credit, the board leaders and the president recognized that they had no options other than committing to a comprehensive governance review.

In July 2019, the President and the Board of Trustees of the University of South Carolina System asked the Association of Governing Boards of Universities and Colleges (AGB) to facilitate a comprehensive review of board governance, including board structure and engagement, establishing a mutually supportive relationship with the new system president, addressing shared governance, and revisiting the staff/board working relationship. The review addressed multiple areas, however its overall emphasis focused on the following:

- Clarifying the fiduciary responsibilities of the board and its individual members;
- Improving institutional and system governance;
- Building more effective board governance practices with an emphasis on full transparency and integrity;
- Continuing to build strong and ethical board leadership; and
- Developing a comprehensive orientation for new board members and annual education programs for all board members.

AGB consultants Richard Legon and Ellen Chaffee prepared this report based on:

1. Five days on site and additional days on the phone, interviewing trustees, legislators, administrators, students, and faculty.
2. Regular interactions with the board chair and president—in person and by telephone regarding a review by the system's regional accrediting agency and other issues emanating from the recent presidential search and an unexpected intercollegiate athletics issue.
3. Reviewing the bylaws, agendas and minutes of board and committee meetings, and other university governance documents.
4. At the request of the university board and the chair of the Senate Education Subcommittee on S798, testifying before that legislative committee about good governance (see appendix A) in October 2019 as the legislature considered a restructuring of the System governing board.
5. Advising and conferring with university and board leaders as events and this assignment progressed during the fall and early winter.

The governance review revealed a very real need for the board to rethink the nature of its responsibilities, its engagement and its focus—most especially in light of the regional accreditor's expressed concerns about the risk to board member independence. The board, while recognizing the uncertainty of its standing as the legislature continues to consider a legislative restructuring, must recognize the need to change. A number of good-governance practices, if adopted, would substantially increase the board's productivity, reduce risk, and better enable the board to add value to the system and its campuses. In the end, only the board can commit to change and then implement those changes. Clark Kerr's sage admonition that "ultimately an institution can be only as good as the quality of its governing body" is an appropriate consideration for the board of the University of South Carolina System.

Background

The University of South Carolina System Board of Trustees governs a system that enrolls about 50,000 students at eight campuses with 19 locations around the state, including one research university, three regional comprehensive universities, and four associate degree-granting institutions, with a coordinating online college. The president of the University of South Carolina System is also the president of the University of South Carolina-Columbia.

The board consists of 16 members elected by the legislature from each of the state's judicial districts, plus the governor, the state education superintendent, and the president of the alumni association as ex officio voting members. The governor also has an appointee to the board and may designate an individual to fill the governor's seat on the board. As is often the case where governors hold ex officio seats on a governing board, the current governor does not attend board meetings.

In summer of 2019, following the board's selection of a new president, a series of incidents prompted the system's accrediting body (Southern Association of Colleges and Schools Commission on College or SACS) to request information in response to its concern about compliance with one of its primary accreditation standards: the governing board "protects the institution from undue influence by external persons or bodies." While responding to SACS' request, the board also asked AGB for a comprehensive board governance review. Leaving the assessment of accreditation issues to SACS, the AGB consultants were to focus on advancing the board's effectiveness for the future.

The new president immediately launched a proactive effort to meet people on campuses and communities throughout the state, fill key vacancies, share his vision, and lead a more formal strategic visioning process. Nevertheless, additional difficulties continued to arise during the fall semester. Faculty, staff, and students had been expressing concerns about shared governance since the spring, and on October 2nd the research university's Faculty Senate adopted a resolution of no confidence in the Board of Trustees. State legislators proposed a major restructuring of board membership and are now considering a second restructuring bill. An embarrassing series of communication gaffes regarding support for the football coach and AD hit the media. This did not start as, nor did it become, a smooth presidential transition.

After a series of written exchanges throughout the fall, SACS informed the president and the board that the accreditor would monitor its progress on governance improvement and conduct a site visit in 2020. SACS spared the system another hit on its reputation but gave itself every opportunity to explore further whether the board and others are working together to ensure a model of independent fiduciary governance that supports institutional autonomy. So, while the university was not sanctioned by its regional accrediting body, the board should not view the lack of action as indicating support for its governance behavior or vindication of the precipitating events.

What We Found

Colleagues at the University of South Carolina System, as well as external leaders with whom we met, were largely consistent about the specific issues that need to be addressed by a governing board that seemed to lose its bearings in meeting its fiduciary responsibilities. In interviews, through our own observations, and in our policy review, several consistent themes became clear. Together they revealed a governance model that is a consistent threat to the university system's ability to address strategic issues in an effective manner and to its reputation. They pointed to a set of important recommendations that follow in this report.

Specifically, we found the following concerns:

- A university system in which the governing board had become "the story," resulting in a diminution of the system's overall reputation.

- A board structure and level of engagement that consistently limits strategic focus and appropriate fiduciary awareness; based on meeting agendas and the quality of observed conversation and engagement during meetings, the work of the board rarely adds value.
- A board that allows staff to set meeting content and agendas with limited board and committee leadership input, and to control information and meeting proceedings of the board, rather than assuming its own leadership responsibility.
- A governing board that seems to focus much of its sense of accountability on the expectations of external influences (the legislature and the governor) thereby putting its independence, autonomy and appropriate accountability at risk (attracting the interest of its regional accrediting body is no small matter).
- Limited respect for shared governance.
- A lack of requisite governance for the system it serves and all of its institutions.

Colleges and universities are fragile organizations, especially in an environment of public concern about the value proposition of higher education. A more discerning and concerned public is asking whether a degree is worth the price, worth the debt risk, and worth the uncertainty of a job market for college graduates. The story of a higher education institution needs to focus on system achievement and vitality. So, when the most high-profile story of an institution is about the failure of board governance—allowing the intrusion of politics into a system that is designed to resist external influence—the reputation of an institution is negatively affected. Institution reputations are fragile; once damaged it takes years of work to restore—if possible—a more positive perception. Too many public institutions with outstanding and historic academic reputations have been compromised by failures in board governance. It takes those who are in the bullseye of that story to step up, recognize their shortfall and fix it. What we found was a system that was increasingly viewed as a place where governance was failing, which is not how a state system with a highly reputable research institution and accessible, quality institutions throughout the state, can afford to be viewed.

As so often happens, recent incidents had their origins not in individuals, but in a culture and practice with fundamental board governance weaknesses. These governance issues must be recognized and corrected in order to reduce the risk of further threats that could undermine the effectiveness of the UofSC System and its institutions. The good news is that the board now has a significant opportunity to change course for the better, recognizing that good governance is not optional and that it takes work.

POLITICAL versus FIDUCIARY GOVERNANCE

The common denominator, or root cause, of board governance concerns for the UofSC System is that participants seem to engage in their roles with a predilection for political governance rather than fiduciary governance in mind. Although a political approach may have allowed the university system to function for over two centuries, it is not adequate to the demands of today nor is it consistent with the accepted standards for a state agency serving higher education. Each trustee campaigns for the position with legislators who, in turn, elect the trustees. Being elected sets up a two-way assumption that board members are responsible to the legislature

and have a similar culture including, for example: allegiance to a party, reciprocal-benefit bargaining, personal influence based on longevity and power, and appeals to another's self-interest.

Predictably, we met people—board members and others—who believe that the UofSC System trustees report to and are directly accountable to the state legislature, that a trustee owes special responsiveness and loyalty to legislators, and that some legislators expect trustees to respond to their requests for favors. The culture is entrenched as trustees have no term limits, to the point that one-third of the board members have served more than 12 years, some more than 30. The election process further handicaps the board's overall composition because it does not allow for selecting trustees primarily on the basis of needed expertise or the diverse perspectives they can offer to board deliberations.

The requisite fiduciary culture, on the other hand, drives attention and decisions solely toward the best interests of the institution—the who and what for which a board is accountable—just as a trust officer must place the best interests of the trust owner ahead of any other interests. Fiduciary responsibility is a legal obligation defined by loyalty, obedience, and care; it applies to every trustee and to the board itself as an agency of the state (or a corporate body). A core purpose is to fulfill the fundamental expectation of institutional autonomy. Otherwise, institutions of higher learning are at risk of falling captive to ideas or interests that prevent them from fulfilling their mission.

By state law and board bylaws, the UofSC board of trustees is accountable to internal and external stakeholders and to the people of South Carolina for exercising independent judgment on matters such as developing a first-rate higher education system, ensuring compliance with state law, and overseeing the human, financial, capital, intellectual, reputational, and other assets of the institutions and the system. Public officials and accrediting agencies who have official concerns may seek to hold the board accountable on behalf of the people if the board fails to meet its fiduciary responsibilities. Legislators may pass laws, auditors may issue findings, and accreditors may investigate compliance with their requirements, each in accordance with its legal authority. However, no one is entitled to political favors.

Fiduciary decisions are therefore independent decisions that come from each trustee's thoughtful consideration of what will advance the best interests of the institution. Disagreements among trustees can exist and should be aired, but the discussion should focus on the benefit or harm to the institution—to its human, financial and physical assets, to its students, faculty, and staff, and to its reputation and public service mission. It must not be about personal preference, public opinion, the external influence of others, or the desire to be re-elected as a trustee. South Carolina's own policies are clear about fiduciary responsibilities. So, while board members take their seats under a political selection process, they must recognize that the voluntary job they assume is defined by the state's fiduciary standards; the several duties of obedience, loyalty, and care; all of which clarify the board's accountability, limit the authority of individual board members, and protect against conflict of interest.

From a political perspective, a governor or legislator calling any board member to advocate for a specific action could be seen as standard procedure – the caller is a voting member of the board sharing his views with his colleagues, while the other is, in essence, an elector who expects a certain level of loyalty. However, from a board governance fiduciary perspective, the call creates a conflict of interest for the other trustees as well as for the governor or legislator. Best practice in fiduciary organizations is to avoid even the appearance of impropriety. Perhaps the most precious asset of a university or college is board and trustee independence, both real and perceived. Trustees who cannot or will not put the best interests of the institutions and their missions ahead of all other considerations must recuse themselves or resign.

BECOMING A FIDUCIARY BOARD

Boards of trustees are responsible for two organizations - the institution or system they govern and the board itself. The UofSC System Board of Trustees does not seem to have paid sufficient informed attention to its own operations and structure for years, if ever. That must change now. The best interests of the University of South Carolina System require that its board of trustees transform itself into a fiduciary governing board as quickly and thoroughly as possible. Doing so will be a test of trustees' willingness to learn, change, and devote time to a whole new mindset and operating system. The results will include dramatic reduction in risk of damage to the university's reputation, more efficient and effective board and committee meetings, greater opportunity to add value to the campuses and the state, and greater personal satisfaction from one's investment of time and effort into board work. And, it will allow the board to take more control of its own priorities and work. The UofSC board should develop a Code of Conduct that commits all members of the board to a set of specific expectations related to their fiduciary responsibilities. Some 73% of public institution governing bodies adhere to a formal code—an element that is also favored by regional accreditors.

That said, administrators, faculty, staff, students, alumni, legislators, and other constituencies all have roles to play in transforming board governance. This board must devote itself systematically to understanding and making the changes required for effective fiduciary governance. As for other constituencies, we recommend proactive, two-way communication throughout the transformation process. This will facilitate development of essential shared governance, appropriate administrative support for the board's efforts to change, and greater understanding of changes the board makes not only in itself but also in how it makes decisions and interacts with others.

Board Development Plan

The recommendations that follow are challenging and will take time to shape and implement. All of them are important, many of them are interdependent; they may seem overwhelming at first. To help the board and executive officers understand the recommendations, set priorities, and become committed and confident about implementing them, we recommend starting with a

participatory process for developing a 12- to 18-month board development plan—regardless of the disposition of the proposed governance legislation. An outline of a sample plan that tracks with these recommendations is provided in Appendix B.

1. Diversify Board Membership and Input

The UofSC System board experiences very little turnover, which limits the opportunity for fresh perspectives. Excluding the governor and secretary of education as ex officio members, one-third of the 19 current trustees have served more than 12 years. Four have served more than 20 years, two more than 30. Boards that have term limits, and most do, seldom allow service beyond 12 years without at least an interim year off the board.

The board has extremely limited access among its members to expertise and experience in a wide range of issues required to oversee a higher education system. Of the 19 board members other than the governor and education secretary, over half (10) are attorneys, five are in the financial industry, three in health care, and one in real estate. With respect, their collective experience is likely extremely limited in areas such as strategic leadership and management of large organizations, communications, technology, academic affairs, and the higher education sector. With the pace of change occurring and demanded by the public related to higher education, it is incumbent for all governing bodies to remain current and to be seen by their many stakeholders as sufficiently curious and aware of a rapidly changing 21st century sector. The current board does not embody such currency or diversity of backgrounds.

Even more concerning, of the 19 members other than the governor and education secretary, 17 are men and 18 are white. To represent the state's population, board members would include at least five times as many women and minorities as is currently the case. We cannot overstate the significant real and perceived losses that lack of diversity represents to the board, system, and state. Diverse boards and leaders make better decisions, bring broader experiences to the table, affirm institutional commitment to serving all people, provide young people with role models, and are seen as more trustworthy by their many internal and external stakeholders.

The opportunities for rebalancing board membership in the short term are limited to the governor's two appointees and the 16 members who are elected by the legislative assembly, whose terms are equally divided to expire in either 2020 or 2022. Given the long tradition of incumbents seeking and gaining reappointment by the legislature, change is likely to be slow, even if the latest legislation becomes law, albeit with a reduction in the number of overall board members. In these rapidly changing times, the board cannot serve the best interests of the campuses without taking steps to diversify its membership and solicit diverse input through other means.

Recommendations: Diversify Board Membership and Input

1. In order to help diversify board membership, consider the following:

1. Make a formal request urging the governor and the legislature for greater diversity in appointments or approval of candidates for election, including needed demographics and experience.
2. Encourage long-serving board members voluntarily to consider retiring from the board on a phased schedule, perhaps assisting someone else who would be a good trustee in seeking the position.
3. Adopt a policy encouraging trustees to voluntarily resign or decline to pursue another term after serving two terms.
2. In order to bring diverse points of view into board understandings and decisions:
 1. Add selected non-trustees to standing committees to fill gaps in experience.
 2. Add a section on board diversity to the university's new "Equity and Inclusion Plan" and use board monitoring of the plan as an opportunity to learn more about related issues and dynamics. Establish and regularly monitor a comprehensive equity and inclusion dashboard based on the plan.
 3. Support and encourage the president's commitment to increase diversity including hiring women and minorities for executive positions that work with the board and to lead portfolios that are related to the core mission of the System. Consider supporting a high-value program of professional development and hiring practices to increase diverse leadership on the board and campuses.
3. Recommendations to the governor and legislature
 1. Although governors are often ex officio board members, we are unaware of any other state that designates the governor as the public university board chair when present. Governors serving as an ex officio board member who rarely attend board meetings are unable to make decisions with full information. To help ensure governing board independence, best practice is not to have an ex officio position for the governor. Legislation currently being proposed eliminates the seat on the board for the governor; this board might want to signal its support for that part of the legislation.
 2. Study the various methods of naming new trustees for public institutions across the country with the goal of identifying a less political method for South Carolina that will better enable them to perform their fiduciary responsibility.

2. Governing the System and All of its Institutions

Like too many public system governing bodies the UofSC System board focuses most of its attention on the research university; they seem not sufficiently informed (or concerned) about the other universities and colleges for which they are accountable. They rarely address the other institutions' strategic issues at the board level. Those institutions have local advisory commissions that appear to provide a degree of support and advocacy. Commission members are appointed by the governor, but they do not have institutional governance authority. They are important assets to their campuses and the system as a whole, but the Board of Trustees is the fiduciary for all the campuses and must give each of them adequate attention.

Recommendations: Governing the System and All of its Institutions

1. Ensure that trustees are knowledgeable about each institution, its mission, its sustainability, its strengths, and its challenges. Board members who have a geographic loyalty must not appear to favor a regional institution within the system. For example, introducing board members, at the start of board meetings, with name and represented district sends exactly the wrong message about “system-ness.” Among actions that can begin to signal the board’s recognition of its overall responsibilities to the system, the board should rotate its meetings among the campuses, ask the host chancellor for a campus tour and report during the meeting, and meet campus and community leaders. In cooperation with the president, the board chair could meet periodically with the chancellors.
2. Clarify the organization chart of institutions and CEO titles to help trustees and everyone else have a clear concept of the system’s elements and how they relate to one another. Specifically, the relationship of Palmetto College and its chancellor is unclear, going both up and down the chain of command.
3. Recognize that engaging the system as a whole has very significant strategic potential for both the institutions and the state. Consider asking the president for a system strategic planning process as well as one for Columbia.

3. Revise Board Meetings and Committees

Board members will gain a great deal of benefit from redesigning how the board does its business. Their voluntary investment of time and thought in the university system will be much more productive, and they will have the opportunity to help shape the long-term future of the system and its institutions. AGB’s 2014 report from its Commission on the Future of Board Governance challenged governing bodies to become “Consequential Governing Boards” that add value and are appropriately engaged in the new work of boards for a changing environment. More and more boards have developed their own approach to meeting this objective, but most are realizing that doing new work in the old way does not serve the needs of the state or its students. Some two-thirds of all boards have been restructuring their operations, including frequency of meetings, committees and agendas. As the work of boards is changing, so must the manner in which boards do their work.

Recommendations: Revise Agendas, Materials, and Processes

UofSC board time and attention do not focus sufficiently on governance-level matters, governance itself, and board education. The board recently took a positive step by adopting consent agendas for decisions that are not expected to require discussion. If not already done, we suggest a review to determine whether the board could also delegate more decisions to the administration.

A review of recent agendas and minutes indicates that nearly all of the board’s business consists of informational reports by staff and transactional decisions. Granted that our time and access were limited, however we did not see evidence in most documents of substantive

discussions of matters like the opportunities and challenges facing the institutions and the state, a shared vision of the UofSC system's future, or balanced attention to all of the system institutions.

There are some bright spots. In November 2019, the Ad Hoc Committee on Strategic Planning reviewed a Strategic Plan update and the Student and System Affairs Committee considered a white paper organizational assessment of the UofSC System. Minutes of the August breakfast meeting to hear from the new president reflect lively discussion of mostly strategic topics. These and other significant future-oriented issues are prime for board and executive development.

Committee chairs and the executive staff need a strong partnership based on the understanding that the chair's role is to lead the committee and the staff role is to support it. Of course, senior staff members, often representing the president's agenda and play an important role in shaping the board's agendas, however staff must respect board input to the strategic issues that are to appear on agendas and the board must facilitate its own conversations. The board must not cede its rightful and essential leadership responsibilities.

1. Assess each topic on board and committee meeting agendas to determine whether they are about high-level policy issues, decisions that impact the long-range future of the campuses and system, or assurances that key functions are operating effectively with integrity. Boards hire presidents to lead and manage; the job of the board is to support, advise, and even challenge executive leadership, not to second-guess or advise on management's job.
2. Restore leadership for creating agendas to the committee and board chairs, with advice and support from liaison executive leaders. Executives are welcome to make suggestions and provide information, and they should ensure trustees are aware when board attention is required. However, final decisions about board agendas belong to trustees. Committee reports to the full board should be presented by committee chairs.
3. Include all meeting materials with agendas and distribute them at least a week in advance. Expect trustees to have read all materials before the meeting. At the meeting, provide just a few minutes of overview introduction, not the full report. Clearly identify and focus on where decisions or recommendations are required. Identify relevant issues, pros/cons, and topics meriting discussion among trustees.
4. Limit oral staff reports during the committee and board meetings to information trustees request that is not in the written materials. Ensure that the board meeting doesn't appear to be overly scripted—for example having motions and seconds settled in advance of the board consideration of each issue requiring action adds to the sense that the board delegates much of its responsibilities to staff and that board action is foreordained.
5. Include time on every board or committee agenda for board education on governance, higher education, and the UofSC System and its institutions.

Recommendations: Reschedule Committee and Board Meetings

Currently, the UofSC Board meets 10 times per year, alternating between five one-day periods for about half the committees to meet and five one-day periods for the full board and remaining committees to meet. The schedule sets aside 64 hours per year for meetings. Over time,

common practice has become for all trustees to attend all meetings, whether they are voting members or not.

Admirable as universal attendance is in terms of commitment, it is not the best use of trustees' time. There are better and more efficient ways to ensure all trustees have all the information they need or want.

Many trustees travel and some require overnight stays as well as time on the road. Reducing the number of meetings would have many benefits in cost and time. In addition, having fewer meetings allows trustees to spend periodic concentrated time on UofSC System business, away from their other roles, rather than having short meetings much more often. Staff time preparing for and following up on board meetings is also significant and can be put to more productive use with fewer meetings. Our recommendation is to cut from an estimated 64 hours per year on 10 non-consecutive days to 48-60 hours per year on four or five 1.5-day meetings.

1. Hold four to five meetings per year, plus an annual retreat.
2. Increase from about six working hours per meeting to 12 working hours over 1.5 days - for example, all day Friday and Saturday morning.
3. Hold committee meetings the first day, scheduling two at a time if necessary, to allow at least two hours per committee, with committee assignments divided so that no trustee needs to be in two places at once. Limit staff reports during board and committee meetings. Prevalence of staff presentations to the board implies that a board is largely disconnected to issues coming before them. The business of the board and its committees should be the board's business.
4. Whenever possible, round out the meeting with board education or constituent relations events. Bring in experts, key constituents, and the like to inform and discuss major issues. Visit a renovated facility, attend a campus performance.
5. Conclude with a full board meeting on the second morning. Focus committee reports on major current or impending issues/decisions and on recommendations for board action. There is no need to replay the committee meeting for the full board.
6. Incorporate social time among trustees, with executive leadership, and with campus and community constituencies.
7. Plan annual retreats to engage trustees with fundamental challenges, issues, and opportunities, as well as further board governance development.

Recommendations: Revise Board Committees and Charters

The purpose for committees is to engage groups of trustees around core fiduciary and strategic issues so that the board can benefit from their closer consideration and developing insights in those areas. Their recommendations for board action should be well-informed and respected.

1. The UofSC Board's eight existing committees are:
 - Academic Affairs and Faculty Liaison Committee
 - Audit and Compliance
 - Buildings and Grounds
 - Executive and Governance

- Health Affairs
- Intercollegiate Athletics
- Student and System Affairs
- Ad Hoc Strategic Planning

We recommend discontinuing the following committees:

1. Buildings and Grounds does not require a standing committee; essential issues may be addressed in other ways.
 2. Most governing boards maintain an Executive Committee, but they limit its portfolio and role to crisis situations or extremely urgent decisions. Fiduciary responsibility lies in the full board, and today's communications systems make it possible to gather a quorum of the full board in short order. The downside of an Executive Committee is the potential for a handful of trustees, with all good intent, to gradually take on responsibilities that belong to the full board. Board members not serving on an active Executive Committee can feel marginalized.
 3. Health Affairs is another institutional department reporting to the president. If special circumstances, such as major construction, require special attention from the board, an ad hoc committee should suffice.
 4. Intercollegiate Athletics addresses issues that cut across a number of committees of the board. The trend is to eliminate athletics committees as they too often default to becoming a booster club within the board's structure.
 5. Strategic planning is the responsibility of the president. The board's role is to ensure that it happens, advise along the way, and provide final approval. As context for institutional strategic planning, president-led discussions of the long-term future of the university are increasingly important in these changing times. They should be placed periodically on the agenda of the full board or as major retreat topics, and they should include opportunity for trustees to raise and assess alternative futures.
 6. Eliminate the committee that addresses system issues. System issues cut across all committees.
2. We recommend considering fewer standing committees, each of them focused on a core fiduciary responsibility of the board. When a small group is needed to undertake relatively short-term work on behalf of the board, ad hoc task forces with clear charters and end dates work very well. One option for a sensible set of committees follows:
1. Governance - ensure that the board continuously improves in its performance of best board governance practices, including regular board self-assessments and a comprehensive self-assessment with retreat-based discussion of results with follow-up plans every three or four years.
 2. Student Success - ensure that the institutions are fulfilling and improving on their core responsibility
 3. Audit and Compliance--oversee and provide systems that assure the board and executive leaders monitor key indicators of integrity and safety and are prepared to address any emergencies in these areas
 4. Financial Affairs - oversee and provide systems that enable the board and executive leaders to make sound decisions when committing financial resources

5. Risk Assessment—ensure that the board regularly considers the array of risks (upside and downside) that might drive policy and strategy decisions by the board and administration.
6. Executive Committee—board officers and committee chairs, available between meetings of the board as special needs/crises arise.

Adopt through Board action a thoughtfully designed charter for each committee, specifying its purpose, expectations for its performance, authority for decisions or recommendations, membership, and self-evaluation. Each committee should use its charter to guide agenda planning and should review and possibly recommend revisions in its charter every year.

A Special Word about Intercollegiate Athletics and Board Governance

College sports, especially football and basketball, are a focal point at UofSC-Columbia. And football has long been a priority of members of the Board of Trustees, as is true to some extent elsewhere. However, board engagement in college sports requires a clearer understanding of fiduciary responsibility than this board demonstrates. A board that acts more as a fan than a fiduciary can actually cause challenges for the athletics program and the institution.

Clearly the recent publicity surrounding the future of the UofSC-Columbia football coach and the ready press availability of board members demonstrates a misunderstanding of fiduciary responsibilities. While the athletics program involves a substantial financial investment, trustees and boards that overly engage in the management of athletics are clearly operating outside their appropriate scope of accountability.

The governing board must demonstrate appropriate accountability at the governance level; it must focus on mission over management. Selecting coaches, setting salary ranges for coaches and athletics personnel (except for approving unique or significant contract details, as specified in board policy), and commenting on personnel—especially based on wins and losses—are outside the lane of board engagement.

Instead, boards should expect to see data on such issues as student-athlete safety and academic progress, graduation rates of student athletes, risks related to changing NCAA policies related to cost-of-attendance policies, and the behavior of student athletes. It's not about a board weighing in on the next coach, but rather ensuring that the university is running an athletics program that is financially sound and focused on the welfare of student athletes.

The future of this board's Committee on Intercollegiate Athletics is relevant. Over the years, we have witnessed substantial movement among Division I institutions away from a standing committee on athletics; currently only about 10 percent of boards have such a committee. Athletics committees run a high risk of being more booster than fiduciary; and if the institution views athletics programs as integral to the overall mission of the university then the issues attended to by such a committee should be spread among the other related committees of the board such as finance or academic and student affairs.

Board governance at the UofSC System is now a high-profile issue—it has gained the attention of the university’s accrediting agency, the media and policy leaders. It is important that this board recalibrate its engagement with athletics to reflect a fuller awareness of fiduciary engagement and restraint.

4. Provide Board Orientation and Governance Education

All board and trustee work must come from a solid understanding of their fiduciary duty – a simple philosophy, but applying the philosophy requires considerable thought and discussion. Higher education governance is unlike any other role most trustees have ever taken on, and it involves not just learning one’s individual roles, but also helping shape the board’s culture and operations appropriately. With the privilege of near-ultimate authority comes extraordinary responsibility. This recommendation deals with helping trustees more deeply and fully understand to whom they are accountable and the behavior that enhances or undermines their work from their first day of service.

For the foreseeable future, all trustees – not just new ones – need extensive board orientation and governance education. Individual trustees must come to understand and respect the boundaries beyond which their behavior fails the fiduciary test and creates risk for the system and institutions. Some examples of unacceptable behavior include communicating about university or board business with campus personnel other than the president or the president’s designee, acceding to special requests from public officials, getting involved in hiring or firing anyone but the president, failing to know and follow the board’s bylaws and policies, communicating to the public about university or board business unless authorized by the board, and creating cliques within the board that lead to fragmentation and mistrust.

A governing body or individual board member who intentionally or inadvertently intrudes into the management of the institution is creating a fiduciary risk and is clearly disrupting the operations of the institution. Other than essential staff support for board committees and their chairs, the board should limit its interactions to its sole employee—the president. Going beyond that focused reporting line creates disruption and uncertainty for the men and women who report to management of the institution.

A common denominator in many such situations is that non-trustees, even including institutional employees, do not realize the very real limits of authority granted to individual trustees. When non-trustees bring their issues to individual trustees, they typically go away thinking that the trustee will make something happen on their behalf. But the board’s power resides only in the full board. Each trustee is entitled only to a voice and a vote. Not only must trustees get board approval before something can happen on a large scale, but they also have no direct authority as individuals over any system employee – even the president, who reports to the full board, not each trustee.

On a substantive level, trustees must address the issues and decisions that have the greatest impact on the institutions and the future. By design, trustees have limited awareness of the higher education enterprise, institutional challenges and opportunities, and specific issues as they come before the board. Board business is not just transactional - approving or disapproving proposals. Board business is assuring the present and creating the future. This strategic and generative work requires learning, discussion, and time.

Recommendations: Provide Board Orientation and Governance Education

1. Create and pursue a proactive, intensive one- to two-year governance development program that focuses on the areas identified in this report, including one or more additional retreats during 2020, after trustees have had an opportunity to more fully consider these recommendations but before they forget the harm that governance failure can cause.
2. Hire an experienced governance professional to support the board in pursuing exemplary governance.
3. Establish a board Governance Committee, that among other responsibilities should develop a comprehensive orientation program to help new members get off to a strong start. Planning ongoing education for all is absolutely necessary as well, especially during the next couple of years as the board transforms into a fiduciary board.
4. Include planned board education as an agenda item at every board and committee meeting. Focus could rotate among becoming a better board, better understanding the institutions, and better understanding the higher education landscape.
5. Adopt a Code of Conduct for board members and have each member review and sign it annually.
6. Conduct a board self-assessment annually. Engage a consultant to conduct a comprehensive board self-assessment every three to five years.

5. The President and the Board: Ensuring Mutual Objectives

The relationship between the system CEO and the board is fundamental to the overall standing, progress and direction of the University System. The new president has moved appropriately and aggressively to establish a new tone and his own brand of leadership. And, while he continues to learn about system leadership, his approach is one that merits support, most especially by the governing board.

Traditionally, the job of the president is to set the direction of the system and the Columbia campus, while looking to the board for strategic and policy leadership. And, the president looks to the board for support. Boards should feel comfortable engaging on the issues that matter most, asking questions and depending on a transparent level of communications with the president. Boards rely on current data and dashboards that clarify how the system and its institutions are progressing, where problems exist, and addressing risk.

It is particularly important for the current board to be advocates in support of the university system's new leadership, in part due to the controversy surrounding his selection. Ongoing focus on the vote that resulted in his selection is neither appropriate nor helpful. These are challenging times for public higher education and the University of South Carolina System is a media magnet. Board and presidential partnership should be clearly consistent with the collaborative model of advancing the campuses that is essential for the system and state.

As essential as is the board's support of the president, so must be the president's respect and engagement with the board and its members on strategic issues and risks. Presidents who are not sufficiently engaged in a partnership with their board are likely to ultimately come up short in their success or tenure.

Establishing a formal written set of mutual expectations between the board and the president provides a stable but flexible platform that defines what the board expects from the president and what the president should expect from the board. This exercise and compendium should be developed with patience and care and thoughtfully revised as needed. It should be framed directly by the president and board leadership, taken seriously, and periodically reviewed together.

Recommendations: The President and the Board: Ensuring Mutual Expectations

1. Ensure that the board and president are establishing a relationship built on trust, candor and transparency.
2. Develop a meaningful written set of mutual expectations between the president and the board.
3. Urge the president to participate in national meetings that focus on presidential leadership and board governance; likewise encourage board members to attend annual meetings on effective board governance and relationships with the CEO.
4. Establish a Transition Committee in support of the new president—notwithstanding the delayed implementation of such a committee, it can still facilitate connections and demonstrate to a wider audience that the governance partnership is thriving at the University of South Carolina.
5. Ensure an annual assessment process for the president based on expectations, leadership, strategic direction, fundraising and policy advocacy.
 - a. Likewise, the board should establish a periodic assessment process for all members of the board regardless of how they were selected to serve.

Conclusion

The events of last summer arose from a fundamental misconception of the role of the board of trustees, compounded by a focus on the research university to the detriment of attention to the other system institutions and to assessing and improving the board itself. In order to engage in

fiduciary governance instead of political governance, trustees and all who work with them need to learn a new game and play by new rules. Little wonder then, that our recommendations are numerous and wide-ranging.

In summary, our overarching recommendation is to begin with a board development plan (consider the suggestions in Appendix B) that addresses these sets of recommendations:

1. Diversify board membership and input
2. Govern the system and all of its institutions
3. Revise board meetings and committees
4. Provide board orientation and governance education
5. The president and the board: ensure mutual expectations

At the board's January 24-25, 2020 retreat, we will engage trustees in a healthy dialogue about these recommendations and support their efforts to begin shaping a multi-year board development plan.

Appendices:

- A. Testimony before the Senate Education Subcommittee on S798
- B. Sample Board Development Plan
- C. Suggested Bylaws Revisions

Appendix A: Testimony before the Senate Education Subcommittee on S798

Testimony Before the South Carolina Senate Education Subcommittee on S.798
Columbia, South Carolina
October 31, 2019

Richard Legon
Ellen Chaffee, Ph.D.
Association of Governing Boards of Universities and Colleges

Mr. Chairman and distinguished members of the Subcommittee:

I am Richard Legon, immediate past president of the Association of Governing Boards of Universities and Colleges (AGB); I'm joined by my colleague, Dr. Ellen Chaffee who is an AGB senior fellow and former public university president. In addition to advising higher education governing boards, we have each served on institution governing bodies. We welcome the invitation to participate in your deliberations about higher education governance.

The board and president of the University of South Carolina engaged AGB to help guide forward momentum after the governance challenges associated with the recent presidential search process, and they encouraged us to accept your invitation today. Ellen and I are focused on developing and improving the university's board governance, while three other AGB colleagues focus—in concert with institution administrative and academic leadership-- on the overall strategic direction of the University. We bring many (**many**) years of institution leadership and governance expertise to the assignment. Approaching its 100th anniversary, AGB has an exceptional track record of supporting better governance for higher education systems and institutions in every state, and in a number of foreign countries. While AGB may be headquartered in Washington, DC, its roots and commitment are focused on the institutions and students we impact across the country.

We are here this morning to share our thoughts about university governance as you wrestle with important questions about how to ensure a vibrant mission-focused university; we have been invited to share some thoughts about effective board governance at your invitation. We are not here to either defend or indict the governing body of the University for any of its recent actions, nor are we here to take a position on S.798. Board governance can always be improved; the UofSC board's recognition that it must do better and its willingness to embrace continuous improvement are commendable.

Members of the UofSC governing body appear to be dedicated individuals who are somewhat constrained in meeting their fundamental fiduciary responsibilities, as we will describe.

However, it is never helpful for a board's performance, itself, to become the "story"—too many recent high-profile higher education crises are related to board governance failures. This board seems to recognize that it can—must—meet its responsibilities more effectively going forward and it has reached out for assistance to do so.

Of course, this state's legislature plays a significant role in higher education board governance – much more directly in South Carolina, perhaps, than in any other state--and not just with regard to UofSC. Some of the constraints on UofSC's governing board have to do with how its members are selected. We have views and recommendations for your consideration, and we will be happy to respond to your questions.

Context

The days of a higher education governing board that merely rubber-stamps the university administration at one end or micromanages the institution at the other end are long gone. Today's governance focuses on high-level "upstream" engagement, strategic issues, securing the institution's future, effective shared governance, and advocating on behalf of higher education's value proposition. Presidents and governing boards have come to grips with the fact that the 21st century higher education sector is quite literally under siege--with urgings for disruption, change and transformation informing most institution plans. Universities with highly effective board members working together and in partnership with bold and visionary presidents have tremendous strategic advantages over those that do not. Research and experience confirm that boards that understand good governance and have members who bring diverse expertise and perspectives make better decisions than others, especially when working as partners with the president. Board governance today requires a level of engagement that is a careful balancing act—supporting the president but recognizing that the board has a different job that is serious and often complex. It is no longer the honorary position it once was when board governance was a lot about social functions, football tickets, and perks. It's neither about board passivity nor intrusion. It is a responsibility that requires a professional commitment to a voluntary role; it is about being an effective fiduciary.

Let's take a minute to see what universities are facing today. Since the Great Recession (2008-2009), higher education has witnessed a dramatic drop in state financial support for higher education across the country (including here in South Carolina, where state support for universities and colleges relative to the state general fund has declined by about one-third in 10 years[i] and now totals about 10% of UofSC's annual revenues). Many higher ed leaders across the country now refer to their "state" institutions as being "state-located" --rather than state supported. Even where institutions have made significant cost reductions, other costs have continued to increase, and students have had to cover more of the bill. However, the price students are paying today has much to do with the cost shift from the public to the customer.

Faced with the prospect of increased debt, the value proposition of higher education has shifted for many. Parents and prospective students are actually asking whether a higher education degree is worth the price or if it's even needed at all. Much of today's debate is about higher

education's value proposition and how great academic institutions, even flagships such as the University of South Carolina, and the campuses that constitute the system will continue to achieve their missions and meet their public purpose. Many governing boards today are correctly focused on the sustainability of their institutions' business model.

No wonder the pressure for high performing governing boards and institution leadership is heightened throughout higher education. Most of the nation's 50,000 men and women who serve over 20 million postsecondary students are being asked to own and address these strategic challenges. Board members are typically highly successful women and men in their own fields and professions; yet often they do not realize that governing a college or university carries distinct responsibilities most never experience in their day job. As with our colleges and universities themselves, it is incumbent that governing bodies recognize their own obligation to improve how they meet their responsibilities.

Being a member of a highly effective higher education fiduciary body is not only a high honor; it is also a commitment to be accountable to students (perhaps any board's primary responsibility), to other internal stakeholders, to the public, to those who look to the University for its applied research initiatives, and to a state's strategic goals relative to the university's mission, including its role as an economic driver. The future of a state's culture, civic life, economy, and workforce depend on successful universities. And it is the fiduciary body—the governing board—that bears the responsibility under the law to hold the institution, the state's assets, in trust and to ensure that it effectively fulfills its mission and can do so well into the future. While higher education success depends on collaborative leadership, ultimate authority rests with the governing board.

Fiduciary Responsibility and Independence: The Gold Standard

We realize that members of this body hold important responsibilities. You are directly responsible to the citizens in the district you represent. Yours is by definition a political position and structure. Elected officials and trustees who serve on higher education governing bodies have mutually important expectations, yet a very different scope of accountability – you to the people, and trustees to the university and its assets—human, financial and capital—that the state has entrusted to their care.

Trustees hold a university in trust, similar to trust officers in financial institutions. Fiduciary principles, including the duties of Obedience, Loyalty, and Care (reinforced in South Carolina State Code), are the gold standard of voluntary service on a governing body. Trustees are obligated to put the best interests of the institution ahead of everything else. They can meet those obligations best only if they are independent, both individually and as a board. When they are obligated to any other entity, their service to the university's best interests is compromised. Trustees who seek a second (or more) term should be evaluated on their demonstrated commitment to the institution and their effectiveness as a board member, not their service to or agreement with an appointing authority—be it through gubernatorial selection or legislative election.

The process of electing and appointing nearly all public-institution trustees in South Carolina gives the appearance (and perhaps the reality) of a conflict of interest for all board members. We heard diverse answers to the question, “To whom is the board accountable?” Typically, the reply was either “the General Assembly” or “the people of South Carolina.” This discrepancy, which we witnessed in perception and in action, is the primary basis for concern from the university’s accrediting body, the Southern Association of Colleges and Schools Commission on Colleges (SACS-COC).

Independence and fiduciary principles are the essential ingredients of effective board leadership and accountability. The U.S. Supreme Court in 1819 affirmed the primacy of independent governing bodies in the Dartmouth Case. The potential for legislative or gubernatorial intrusion, beginning with the process of board member selection for many South Carolina institutions, compromises the independence of the board members. We infer that trustees feel beholden to those who select them. While some legislators might not intend to hinder or influence governing board members, others have a clear expectation of loyalty and expectation from trustees in the form of who the board is accountable to. This flies in the face of independence and fiduciary responsibility. And, on a practical level it puts the university in the cross hairs of SACS-COC accreditation review--jeopardizing the university’s federal financial support (student assistance and federally supported research grants), now totaling some \$1/2 billion annually, which would clearly harm the university’s reputation and its appeal to stellar faculty, and raise concerns with students and parents who may see the institution as unstable. While few love their accrediting body, its judgment is the key to accessing federal funding and to institutional reputation. If an accreditor is concerned about board independence, then we urge you to likewise be concerned.

Both Ellen and I have traveled widely, likely to every state as well as to countries on every continent, talking with and educating leaders about governance, and helping governing boards to address weaknesses. A significant distinction we have found across the globe is between our model of independence, autonomy, and innovation versus the often-glaring assertion of government dicta on institution direction, leadership, academic content and delivery that has hindered the quality of institutions in many parts of the world. In this country, we expect our universities to be models of excellence, service, research; and we expect trustees to protect institutional autonomy. The primary instrument for those values is the voluntary service of independent fiduciaries who understand their responsibilities and know how best to fulfill them. Requiring board members to periodically campaign, as do those seeking political positions, for a role that requires them to be independent creates an appearance of conflict of interest, and an implicit expectation of reciprocity that is not characteristic of our best institutions and their boards. And again, it risks the expressed concern of SACS.

Some Suggestions for Your Consideration

Our client is the leadership of the University—the president and board of the university system. And while we don’t take a position on S.798, two points jump out: the bill doesn’t seem to address the major variables that impede best practices in governance, such as thoughtful

composition of the board by selecting members who can help with the university's major decisions, and freedom from real or perceived undue external influence.

Board Composition

We have been told that this body will not consider not electing trustees. Although we would like to recommend exactly that, we offer instead some perspective and more modest suggestions for your consideration.

Independence. A number of different trustee-selection processes serve the states.

Gubernatorial appointment is the most common (some direct appointment and most with an advise and consent process). Four states have some boards elected by citizens voting directly for board candidates. Several states have recently added an advisory body structure—similar to how some states select judges—whereby individuals are screened against specific criteria for board service before presenting two or three nominees for each seat from which a governor is expected to make her/his selection. Several states have established a blend between publicly appointed board members and self-perpetuating board members (which is how all private institution governing boards are established). We have worked with public institution governing boards that have both politically appointed and selected board members. It can be a very workable structure that has a fair chance to ensure board independence—so long as all board members are encouraged to resist external pressures on their action, and to recognize their responsibility for confidentiality. There are in fact four states that have some form of legislative election—but even in those few states, there are processes that ensure the independence of the board on which they serve, including seats for self-perpetuating board members.

Diversity. Diversity matters—including gender, race and ethnicity, age, and experience. Your current method of electing trustees makes diversity all but impossible, as is readily apparent. Of the 18 elected and appointed members of the UofSC board, 16 are white men and 10 are from the legal profession. Homogeneity to this degree is a liability that does not serve the state well. We have met these people. As we stated, they are absolutely dedicated to the university and committed to adding value regardless of background. Although this is by no means a commentary on their commitment, highly effective governing boards need the collective wisdom that diverse members can provide. Diverse backgrounds ensure diverse opinions, experiences and ideas. Diverse boards make better decisions, welcome and offer fresh information and perspectives, and inspire wider circles of trust in the communities they serve. A diverse board helps to ensure thoughtful consideration of the changes that the public is demanding of all of higher education.

Qualifications. We urge you to consider establishing a process that encourages candidates who have needed characteristics to apply. Some qualities, such as character and balance by gender and race, might always be addressed; others might emphasize current needs, such as financial, marketing, social media, or construction expertise, or experience in higher education leadership and the academy.

Term limits. Long-serving board members can be a plus, but some appropriate consideration of term limits makes sense. Higher education is a dynamic sector with a mandate for dramatic change. Just as some governing boards are looking for non-traditional and creative leaders for their institution presidencies, so too must a board be able to recruit women and men with fresh views and experience. It is important for internal stakeholders (students, faculty, staff, and donors) to be able to look at the governing body of their institution and “see” what the university needs to be and look like. Many states and nearly all private-university boards have term limits, ranging from about 9 to 12 years. One-third of UofSC’s board members have already served more than 12 years. I hear what I’m saying, and it is probably not sitting well with the colleagues we are working with who currently serve the university, however change is the coin of the realm in today’s higher education. If we are going to reclaim the public’s trust, we need to do different things differently. Our recommendation is not to immediately or abruptly replace current board members, but a phased move to term limits is effective governance.

Freedom from Real or Perceived Undue Influence

Independent boards are accountable for fulfilling their fiduciary duty, meaning they must have no external allegiance and respond to no pressure other than the best interests of the university.

Role of the governor. The current law in South Carolina allows the sitting governor to serve as the de facto board chair at meetings that he or she attends. We cannot find another example of such gubernatorial influence in any other state. While a number of states include the governor as an ex officio board member, none have the governor designated as the board chair. In addition, public officials must understand that they cannot “take off their official hat” when discussing anything having to do with a board’s governance responsibilities. Thus, for example, the mere fact of a public official contacting board members on a given governance matter can be viewed as having a material influence or the appearance of undue influence. Both can compromise the essential value of independence; they create a conflicted situation. The Governor will not “NOT” be viewed as the governor when weighing in—even in the role of chair of the board; it intrudes on effective board governance.

Role of the legislator. We see quite a lot of inappropriate communication in our study of the board, whether it be internal or external, initiated by trustees or by others. This is a major topic for our work as university consultants. We heard about some very concerning expectations and requests that some legislators apparently have made of trustees, and we hope to help both them and you with that going forward. If you all cannot resolve this issue, both here and at other public universities in the state, SACS is likely to notice—and the press and internal stakeholders across the system already are concerned. We hope that at a minimum, legislators will respect and treat board members as independent volunteers who have a job to do that does not include loyalty or service to politically elected leaders. Conflating political influence with board service has the consequence of creating another de facto legislative body.

And, finally a word about board member orientation. We have been told by UofSC board members that orientation to their duties and fiduciary responsibilities is typically cursory at best;

and that it occurs following a board member's election. South Carolina isn't alone in having a minimalist orientation process. Suffice to say that a more robust orientation program merits consideration by the board. And we intend to work with the UofSC board to put meat on the bones of board member orientation. Here is where the legislature and governor can add value by mandating in-service education for all public board members serving institutions across the state—a program that establishes a specific number of hours annually or biennially is something that an increasing number of states have developed under the aegis of their coordinating board. Interestingly, Texas now requires all appointed board members to take an online course (and pass an online exam) before they can vote in a board meeting. Orientation is important.

Conclusion

An iconic leader of higher education once wrote for an AGB national commission on higher education board governance that, “no institution can ever be better than the quality and leadership of its governing board.” He and his fellow commission members recognized that among board structures, a self-perpetuating board is best, and an elected board is the least effective as it, too often, compromises board independence and accountability. Ultimately, when a board defaults (even unintentionally) to operate like a political body, it loses much of its independence.

The University of South Carolina system is one of the state's grand successes. The universities and colleges contribute to the state's economy to the tune of \$5.5 billion annually; they attract and partner with major industries and agencies; they retain thousands of young South Carolinians and attract major talent and investments from around the country and the world. They serve every corner of the state with new providers and outreach services in essential professions like public health, nursing, education, law, and social work. We urge you to help ensure that this vital engine for your future will benefit from leadership that demonstrates best practices in governance.

We welcome your questions and we thank you for allowing us to comment on this important matter.

^[1] https://www.che.sc.gov/CHE_Docs/finance/abstract/Abstract-2017-web.pdf, page 114

Appendix B: Sample Board Development Plan

January 25, 2020

Hear and begin to understand this assessment and consider a draft plan.

Confirm a set of operating rules “starting today” that will help correct some of the more troublesome behavior. Define the consequence for violating any of them. Examples:

1. No conversations about the university or system outside the board room except with the president, chancellor, the chair, and other trustees.
2. All conversations will aim to strengthen, not divide, the full board as a community with unified purpose and best intentions.
3. Annual renewal of commitment to a statement of trustee roles and responsibilities.
4. Indicate intentions regarding voluntary self-limiting terms and future of the Intercollegiate Athletics Committee.

Remainder of 2020 and into 2021 as needed

Build competencies:

- Review and revise bylaws.
- Develop and approve key governance policies.
- Develop and approve new committee structure and charters, job descriptions for non-voting members and Special Advisory Committee.
- Develop and begin to use a new meeting structure and schedule.
- Build board education into every committee and board meeting agenda.
- Develop clear mutual understandings for the board’s and each trustee’s communication with campus constituencies and legislators.
- Review and revise as needed the system organizational chart and leadership titles

Build relationships:

- Chair and president work to build a strong president-chair-board partnership; all share fiduciary responsibility for the system and institutions.
- Committee chairs and executive liaison staff review and revise practices as needed to develop trustee-led partnerships that are informed by institutional realities and needs.
- Create a consistent strategy to provide appropriate board engagement with campus and faculty leaders that fulfills shared governance and fiduciary expectations.
- Academic committee work with provost and faculty to write and gain approval for a board policy on shared governance.
- Create diversity and inclusion goals and metrics for the board itself

Build accountability and sustainability

- Create and pursue a proactive one- to two-year governance education program that focuses on the areas identified in this report.
- Elect and support a board chair with expectations of a leadership role
- Establish goals for the board itself and evaluate results
- Hire a highly experienced board professional

2021

- Conduct a baseline comprehensive board self-evaluation with an 8-hour retreat discussion and planning session based on the results

Continue all of the above, revising and improving as needed.

Appendix C: Suggested Bylaws Revisions and New Board Policies

The Bylaws need updating, and the board needs a set of written policies and procedures to help guide their actions as well.

Recommendations: Board Policies

Written policies are a major ally in board orientation and re-education, and nothing is more helpful in getting a group on the same page than actually writing the page together. Board policies enable prospective and new trustees to find answers to many of their questions on their own time, they provide a common touchstone to reduce misunderstandings, and they enable the board to continuously improve as they update these documents based on new experiences. For example, it had been 11 years since this board conducted a presidential search. It would have been helpful, at least as a starting point, to have documentation of how searches were done in the past. Establish a board manual, including but not limited to policies on:

1. Board roles and responsibilities
2. Trustee roles and responsibilities, including those of ex officio and non-voting members
3. Trustee evaluation and accountability, annual commitment statement
4. Presidential evaluation
5. Presidential search and selection
6. Communication protocols
7. Board orientation and education
8. Board evaluation and accountability
9. Shared governance philosophy and practices

Recommendations: Board Bylaws Revisions

Institution governing board bylaws define the legal expectations of a governing body's structure and responsibilities—they are a “rulebook” of a board's operations. Men and women considering service on a board should read a board's bylaws before they join, so they get a sense of how the board does its job. Bylaws are important and deserve regular attention.

Elements of a public institution's bylaws are mandated by state policy, with little opportunity to update or amend. Beyond the board's fundamental purposes and authority, however, bylaws define the basic framework of how the board does its business, including membership, officers, elections, committees, and amendment procedures. Bylaws define operations that are relatively stable over time, but best practice is to review and amend as needed about every five years. Initiating the review is normally assigned to the board's Governance Committee.

Based on our review of the UofSC System Board's bylaws, we believe that the following changes to this central policy document merit consideration for amendment—both to facilitate a

modernization of the board's work and to clarify current policy. Amending the bylaws will ultimately require input from the board's attorney.

Article II:

Section 1: There needs to be time spent on clarifying the "governor's designee v. the governor serving on the board". It is unique to have a placeholder for the Governor who sits in for the Governor, whose service is both honorific and linked to policy. Consistency in board culture is important, even when it comes to a governor's seat at the table. We urge the legislature to consider changing the relationship of the Governor to UofSC's board.

Section 2: At the end of this section on trustee terms of office, we recommend adding a statement that encourages trustees to consider voluntarily enabling others to serve by not re-applying after 12 years of service.

Article IV: (Board Responsibilities)

Section 1: "and shall provide ultimate accountability to the public and the general assembly"

As pointed out during consultants' testimony in the SC Senate Subcommittee (appendix A), the governing board must recognize both that it is independent of any government agency and that its primary accountability falls under the standards of a fiduciary body—therefore to the mission and assets (human, capital and financial) of the institutions for which it bears ultimate responsibility. We urge this board to delete "and the general assembly."

We also suggest adding "Advocacy on behalf of the UofSC System and its institutions" to the list of board duties in this section.

Article VI: (Officers of the Board)

Section 1: The Governor's service as ex officio chair of the board "when present."

Recognizing that this is a matter of state law and is therefore an appropriate part of the bylaws, this structure is unique to South Carolina and is clearly inefficient board governance. Gubernatorial service on an institution governing board isn't unique, however service as board chair can be viewed as a conflict of interest and most likely would disrupt the continuity of board work over time.

Section 4: "Chair Emeritus"

Designating any member of a governing board as "emeritus" should be linked to specific criteria. And, while we do see few examples of outstanding board leaders being so designated, to establish a presumptive designation seems neither appropriate nor purposeful. We urge that the standard designation be eliminated. The board could develop a policy that defines the emeritus criteria, to which the board would refer when a candidate for the honor arises.

Article VII:

Section 1

Revise as needed to respond to your decisions about our recommendations above for the board's committee structure.

Item D: Consultants recommend that the board chair appoint committee members (subject to state law). Also, while all committees should have a clearly written charge, only those whose focus is an enduring element of fiduciary responsibility should be included in the bylaws. These include committees on governance, finance, and academic affairs; however, they may be named. The bylaws should also include an executive committee with limited powers. The board may establish other standing and ad hoc committees as needed outside the bylaws by approving their charters.

Article VIII:

The board chair should appoint committee chairs and vice chairs. Revise Article VIII as needed to respond to your decisions about our recommendations above for the board's committee structure.

Section 1: There is an implicit focus on the Columbia campus; the bylaws must clarify throughout that the governing board is the responsible fiduciary body for the system and all of its campuses. This is important for all stakeholders to understand as well as for incoming board members. Adding language that reinforces board commitment and oversight of the system and its overall education progress would be an important addition to the board's bylaws. And we urge a specific reference to the board's responsibility to understand and be accountable for educational quality across all of the institutions within the system—perhaps noting the relationship between academic quality and institutional finances (a good point to include in the respective charges for the Academic Affairs Committee and the Finance Committee)

Article IX:

Section 4:

Change meeting material dissemination to 7-10 working days in advance of meetings. In addition, it could be helpful to reference the Board Chair's input to board meeting agendas—in concert with the president and appropriate senior staff.

Section 8:

Add reference to committee agendas.

Article X:

Consultants also recommend referencing (a) consent agendas, (b) strategic issues (or similar term), and (c) board development as standard entries in the order of business.

Article XI:

Consider including reference to the following:

- Coordinate committee meeting agendas between committee chairs and appropriate staff members
- Coordinate board meeting agendas between board chair and president
- Expect board members to remain aware of issues confronting higher education and help ensure that the board has the opportunity to assess their potential impact/risks for the UofSC System.

Article XII:

We urge the addition of language that demonstrates the president's role in providing "Strategic Leadership" to the overall UofSC System

Article XV: (Board of Visitors)

We urge the following adjustments:

- Move the overall purpose of the Board of Visitors to Section 1 (currently Sections 1 and 2 focus on structure and selection of BOV members)
- The apparent role of campus BoV's are advancement and advocacy—we recommend that the detailed committee structure of these bodies is superfluous since the BOV is not a fiduciary body; and therefore, the current committee structure (Executive, Student Affairs, and University Relations) appears duplicative and of little direct value or responsibility
- Add a point about collaboration between the governing body, the campus BOV and the campus foundation.

Article XVI:

We recommend that the governing board's conflict of interest policy be elevated beyond standard state agency requirements and that a "compelling benefit" standard principle be added.

Article XVIII:

Section 3. It is woefully inappropriate for the bylaws to state that the "use of the masculine in the bylaws includes the feminine gender." This obvious implicit bias should be rectified throughout the bylaws (for example the description of the board chair indicates an expectation that only a male shall be selected to lead the board)—21st century governance merits correcting the bylaws and rendering this article moot.

UNIVERSITY OF SOUTH CAROLINA

BYLAWS

BOARD OF TRUSTEES

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PREAMBLE

The Board of Trustees of the University of South Carolina was created on December 19, 1801, and constituted a body corporate and politic by virtue of Sections 59-117-10 *et seq.*, Code of Laws of South Carolina (1976), as amended. The Board is charged with the operation and management of the University of South Carolina. In order to more effectively discharge its responsibilities and duties in connection therewith, in order to provide for a definitive, orderly form of governance, and in order to secure and maintain a responsive, progressive, and superior institution of higher education, the Board of Trustees hereby does promulgate and adopt these Bylaws.

ARTICLE I

THE UNIVERSITY OF SOUTH CAROLINA

SECTION 1. NAME OF BOARD. The name of the Board is fixed by statute of the State of South Carolina as the Board of Trustees (“Board”) of the University of South Carolina.

SECTION 2. NAME OF UNIVERSITY. The name of the University under the control of the Board as fixed by statute is the University of South Carolina.

SECTION 3. BODY CORPORATE AND POLITIC. The Board of the University of South Carolina was created and constituted a body corporate and politic, in deed and in law under the name of the University of South Carolina by statute of the State of South Carolina.

SECTION 4. THE UNIVERSITY SYSTEM. The University System is composed of the following component campus units:

- A. University of South Carolina Aiken.
- B. University of South Carolina Beaufort.
- C. University of South Carolina Columbia.
- D. University of South Carolina Lancaster.
- E. University of South Carolina Salkehatchie.
- F. University of South Carolina Sumter.
- G. University of South Carolina Union.
- H. University of South Carolina Upstate.

The University of South Carolina Aiken, the University of South Carolina Beaufort, and the University of South Carolina Upstate shall individually be referred to as a “Comprehensive University” and shall collectively be referred to as “Comprehensive Universities.” The University of South Carolina Lancaster, the University of South Carolina Salkehatchie, the University of South Carolina Sumter, and the University of South Carolina Union shall individually be referred to as a “Regional Palmetto College” and shall collectively be referred to as “Regional Palmetto Colleges.”

ARTICLE II

THE BOARD OF TRUSTEES

SECTION 1. COMPOSITION. Pursuant to Section 59-117-10, Code of Laws of South Carolina (1976), as amended, the Board of the University of South Carolina shall be composed of the Governor of this State (or the Governor's designee), the State Superintendent of Education, and the President of the University of South Carolina Alumni Association, which three members shall be ex officio members of the Board, and seventeen other members, including one from each of the sixteen judicial circuits, elected by the general vote of the General Assembly as hereinafter provided, and one at-large member appointed by the Governor. The Governor shall make the appointment based on merit regardless of race, color, creed or gender and shall strive to assure that the membership of the Board is representative of all citizens of the State of South Carolina.

SECTION 2. TERMS. Pursuant to Section 59-117-20, Code of Laws of South Carolina (1976), as amended, the regular term of office for each member elected by the General Assembly, shall be four years with the terms commencing on July 1 of the year of election and expiring on June 30 four years thereafter; provided, however, that such member shall continue to serve after his term expires until his successor shall have been elected and qualified. The terms are staggered by Judicial Circuits as prescribed by the General Assembly. Currently, members from the 1st, 3rd, 5th, 7th, 9th, 11th, 12th and 13th Judicial Circuits are elected at one time and members from the 2nd, 4th, 6th, 8th, 10th, 14th, 15th and 16th Judicial Circuits are elected two years thereafter. The General Assembly holds regular elections every two years for the purpose of selecting successors of those members whose terms are then expiring which elections shall not be earlier than the first day of April of the year the term expires.

The term of the office of the at-large members appointed by the Governor is effective upon certification to the Secretary of State and is four years. If the Governor chooses to designate a member to serve in the Governor's stead as permitted by Section 1 hereinabove, the appointment is effective upon certification to the Secretary of State and shall continue at the pleasure of the Governor. The term of the President of the University of South Carolina Alumni Association is for the active term of office as President.

SECTION 3. VACANCIES. If a vacancy occurs among the sixteen members elected by the General Assembly when the General Assembly is not in session, the Governor may fill such vacancy by appointment until the next session of the General Assembly.

SECTION 4. COMPENSATION. Each member of the Board shall draw such per diem and expenses as from time to time may be allowed other boards, commissions and committees of the State or its agencies.

ARTICLE III

INDIVIDUAL TRUSTEE RESPONSIBILITIES

Each member of the Board of Trustees shall:

A. Honor his/her fiduciary responsibility to the University System and the Board as a whole, as set forth in University Policy BTRU 3.02, “Fiduciary Duties of Trustees”;

B. Recognize that the Board, as the governing authority of the University System, is responsible for defining the mission, role and scope of the University System, for establishing the general policies by which the University System shall operate, and for delegating the day-to-day management function of the University System to the President;

C. Recognize that the legal authority of the Board to govern and direct the University System rests with the collective Board and not individual Board members;

D. Notify the permanent Chairman of the Board and the President immediately of credible information that could bring discredit upon the University or damage the University’s reputation; and

E. Avoid conflicts of interest and self-dealing with the University; and refrain from engaging in personal agendas that conflict with actions of the Board or the advancement of the institution as a whole.

ARTICLE IV

RESPONSIBILITIES OF THE BOARD

SECTION 2. PRESIDENTIAL CANDIDATE SEARCH COMMITTEE. When there is a vacancy or notification of a forthcoming vacancy in the office of the President, the Board will create a Presidential Candidate Search Committee to conduct a search for the next president of the University of South Carolina. The composition of the Presidential Candidate Search Committee and the conduct of the search shall be as set forth in University Policy BTRU 3.01, “Presidential Candidate Search Committee.”

ARTICLE V

POWERS OF THE BOARD

The powers of the Board are prescribed by the provisions of Sections 59-117-40, *et seq.*, Code of Laws of South Carolina (1976), as amended.

ARTICLE VI

OFFICERS OF THE BOARD

SECTION 1. EX OFFICIO CHAIRMAN. The Ex Officio Chairman of the Board shall be the Governor of South Carolina who, when present, shall preside at all meetings of the Board.

SECTION 2. PERMANENT CHAIRMAN. A permanent Chairman of the Board may be elected by written ballot from among those members of the Board elected by the General Assembly. A majority vote of the entire Board (eleven or more votes required for election) is necessary for election. Such election shall take place at the August meeting of the Board in each even year and the term of office shall commence immediately upon election and shall extend for a period of two years or until his successor shall be elected. The permanent Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of permanent Chairman, the Vice Chairman shall complete the term of the vacating Chairman.

The permanent Chairman of the Board, in the absence of the Ex Officio Chairman, shall preside at all meetings of the Board and shall be the spokesman for the Board. He shall serve as a member of the Governance Committee of the Board. He shall also serve as an ex officio member of all standing, special or ad hoc committees of the Board with full right to participate in Board or committee discussion and with the full right to vote. He shall perform such other duties as may, from time to time, be prescribed by the Board and by these Bylaws.

SECTION 3. VICE CHAIRMAN. The Board shall, subsequent to the election of permanent Chairman and in the same manner as the permanent Chairman was elected, elect a Vice Chairman who shall preside at meetings of the Board in the absence of the Ex Officio Chairman and the permanent Chairman of the Board. He shall serve as Chairman and a member of the Governance Committee of the Board. He shall also serve as an ex officio member of all standing, special or ad hoc committees of the Board with full right to participate in Board or committee discussion and with the full right to vote. The Vice Chairman shall be eligible to succeed himself for not more than one additional, consecutive full term. In the event a vacancy occurs in the office of Vice Chairman, the Board shall elect a Vice Chairman to complete the term of the vacating Vice Chairman in the same manner prescribed above (eleven or more votes required for election) at the next regular meeting of the Board following the creation of the vacancy. The Vice Chairman shall succeed the permanent Chairman in the event of vacancy.

SECTION 4. CHAIRMAN EMERITUS. In the event a retiring permanent Chairman continues to serve as an elected member of the Board subsequent to the expiration of his term as permanent Chairman, he shall be designated as Chairman Emeritus. The term of Chairman Emeritus shall extend for the duration of that member's elected service on the Board or until a succeeding retiring permanent Chairman becomes eligible to assume the designation of Chairman Emeritus by the termination of his service as permanent Chairman and his continuing to serve as an elected member of the Board, whichever occurs first. At no time shall there be more than one member of the Board entitled to the designation of Chairman Emeritus and the last person to have served as permanent Chairman who is still a member of the Board shall be designated Chairman Emeritus.

SECTION 5. TEMPORARY CHAIRMAN. In the event the Ex Officio Chairman, the permanent Chairman, and the Vice Chairman are absent, the Chairman Emeritus shall serve as the temporary Chairman.

SECTION 6. SECRETARY OF THE UNIVERSITY AND THE BOARD OF TRUSTEES. A Secretary of the University and of the Board of Trustees shall be elected by the Board to serve at the will of the Board. The Secretary need not be a member of the Board. He shall also serve as Secretary of all committees of the Board and

the Board of Visitors. The Board may also elect assistant secretaries with such powers as may be delegated by the Secretary. The Secretary shall perform those duties prescribed in Article XI of these Bylaws.

ARTICLE VII

COMMITTEES

SECTION 1. STANDING COMMITTEES.

A. To facilitate consideration of the business and management of the Board and of the University, standing committees are established as hereinafter set forth. Any matters appropriate for consideration by a standing committee first shall be referred thereto, except by a two-thirds vote of the Board present at a meeting of the Board but in no event by an affirmative vote of less than a majority (eleven) of the members of the entire Board; provided, however, that any matter referred to and considered by a standing committee, but upon which the committee makes no recommendation or report to the Board, may be brought before the Board for consideration at the request of any member of the Board. Except as otherwise provided in these Bylaws, matters deemed to be appropriate for consideration by more than one standing committee shall be referred only to the standing committee of primary jurisdiction as determined by the permanent Chairman. Members of any other standing committee before which it would be appropriate to consider such matters shall be invited to attend the meeting of the standing committee of primary jurisdiction at which such matters are to be considered.

B. Unless otherwise specifically delegated and except as otherwise provided herein, authority to act on all matters is reserved to the Board, and the duty of each standing committee shall be only to consider and to make recommendations to the Board upon matters referred to it.

C. The several standing committees are charged specifically with the immediate care and supervision of the subject matter respectively indicated by and properly relating to their titles and as expressly provided in these Bylaws. In order to facilitate effective governance, each standing committee shall adopt and recommend for consideration and approval by the Governance Committee and then the Board a charter outlining the committee's mission, authority, responsibilities, frequency of meetings and such other information as the committee deems appropriate. Committee charters shall not be inconsistent with the Bylaws of the Board.

D. The following shall be the standing committees of the Board:

1. The Academic Excellence and Student Experience Committee
2. The Advancement, Engagement and Communications Committee
3. The Audit, Compliance and Risk Committee
4. The Finance and Infrastructure Committee
5. The Governance Committee
6. The Health and Medical Affairs Committee
7. The University System Committee

E. The permanent Chairman shall appoint members to the standing committees, other than the Governance Committee, at or following the August meeting of the Board in each even year. In the event a vacancy occurs on a standing committee, other than the Governance Committee, that vacancy shall be filled by appointment by the permanent Chairman at the next meeting of the Board following the creation of the vacancy.

F. Standing committees may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve on such standing committee with full right to participate in committee discussion but without the right to vote.

G. No member of the Board, other than the permanent Chairman and Vice Chairman, may serve on more than three standing committees of the Board.

H. Each standing committee, other than the Governance Committee, shall consist of not less than five members nor more than eight members of the Board appointed by the permanent Chairman at or following the August Board meeting of each even year. The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of membership in standing committees by the permanent Chairman in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

I. The Governance Committee shall consist of the permanent Chairman, Vice Chairman, and the duly elected chairman of each standing committee of the Board. The Vice Chairman shall serve as the chairman of the Governance Committee of the Board. Additionally, each member of the Board elected to serve on the Executive and Governance Committee at the August 2018 meeting of the Board, excluding any member serving on such Committee in an ex officio capacity, shall serve as an ex officio member of the Governance Committee until the August 2022 meeting of the Board with the full right to participate in committee discussion and with the full right to vote.

SECTION 2. SPECIAL OR AD HOC COMMITTEES.

A. Special or ad hoc committees shall be appointed by the permanent Chairman of the Board with such powers and duties and period of service as the permanent Chairman may determine, provided that no special or ad hoc committee shall be created by the permanent Chairman to act upon any matter appropriate to be acted upon by a standing committee. The permanent Chairman may appoint non-Board members with subject matter expertise to serve on such special or ad hoc committees.

B. Standing committees of the Board shall be authorized to appoint special or ad hoc committees of its membership to address specific matters appropriate for consideration by the standing committee. Standing committees may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve on such special or ad hoc committees with full right to participate in committee discussion but without the right to vote.

ARTICLE VIII

RESPONSIBILITIES OF STANDING COMMITTEES

SECTION 1. ACADEMIC EXCELLENCE AND STUDENT EXPERIENCE COMMITTEE.

The Academic Excellence and Student Experience Committee shall:

- A. be kept informed of and consider all academic programs, including program reviews and accreditation, the size and composition of the faculty, the research activities of the faculty, and the conditions affecting recruitment and retention of faculty members;
- B. consider the proposal of new degrees, major programs or institutes; the proposal to eliminate existing degrees, major programs and institutes; and of such other matters relating to the educational policies and programs as may be brought before it or referred to it by the Board;
- C. consider the development of new programs, degrees, institutes and research for submission to the State Commission on Higher Education;
- D. be kept informed of University distance learning programs and operations and consider proposals for the expansion and development of new distance learning programs and opportunities;
- E. consider the naming of any academic units, including but not limited to colleges, schools, departments, centers, institutes, or other such programs;
- F. consider recommendations for tenure and promotion; honorary faculty titles; extensions of service; and appointments with tenure;
- G. meet from time to time with appropriate faculty committees on matters of concern to the faculty and of concern to the Board, and shall keep the Board informed of all such matters;
- H. review from time to time all recommendations for the granting of an honorary degree or the revocation of a previously awarded honorary degree in accordance with the Policy on Honorary Degree Recipients. The Committee shall recommend to the Board appropriate recipients of such degrees or the revocation of a previously awarded degree. Approval by a three-fourths vote of the members present at the Board meeting next following the meeting at which the recommendation is made shall be required to approve the granting or revocation of such honorary degrees;
- I. serve as the final forum of appeal in faculty matters pertaining to revocation of tenure and dismissal of tenured faculty members;
- J. be kept informed of and consider all matters affecting the student experience, including but not limited to student health, safety and well-being; student success; student government; and extracurricular activities and intramurals; and shall meet from time to time with student government leaders on matters of concern or interest to the students;
- K. be kept informed of and consider all matters uniquely affecting the intercollegiate student-athlete experience;

- L. review admissions policies and practices;
- M. monitor assessment and evaluation of academic programs and student success; and
- N. monitor the University's fulfillment of its academic mission.

SECTION 2. ADVANCEMENT, ENGAGEMENT AND COMMUNICATIONS COMMITTEE.

The Advancement, Engagement and Communications Committee shall be kept informed of and consider:

- A. alumni relations and the activities of the University of South Carolina Alumni Association;
- B. University fundraising activities and the initiation of capital campaigns and campaign strategy with specific attention to the alignment between fundraising goals and the University's mission;
- C. economic development activities and opportunities;
- D. federal, state and local government relations strategies and activities;
- E. communications and public relations strategies and activities; and
- F. community engagement and outreach strategies and activities.

SECTION 3. AUDIT, COMPLIANCE AND RISK COMMITTEE.

The Audit, Compliance and Risk Committee shall:

- A. oversee the activities of the office of Audit and Advisory Services;
- B. review and monitor policies of the University, its departments, and related entities;
- C. receive and evaluate reports and recommendations of internal and external auditors;
- D. perform such studies of financial matters as the Finance and Infrastructure Committee or the Board may request;
- E. recommend policies to the appropriate standing committee and the Board that will better serve the needs of the University of South Carolina and the public;
- F. serve as the human resources and compensation committee of the Board; monitor adherence to state and federal law, and tax and accounting requirements, regarding compensation practices; authorize salary studies as it deems appropriate or as referred to it by the Board; make recommendations to the Governance Committee regarding the compensation of the President;
- G. make recommendations to the Board regarding the appointments and salaries of principal officials elected by the Board as well as University officers having the rank of Vice President or Chancellor or equivalent rank;
- H. review and make recommendations, as appropriate, regarding ethics disclosures by the president and University employees; and
- I. review and monitor the Enterprise Risk Management process, reports from the University risk manager, and actions taken to mitigate risks.

SECTION 4. FINANCE AND INFRASTRUCTURE COMMITTEE.

The Finance and Infrastructure Committee shall:

- A. serve as the financial committee of the Board, exercising general supervision of the finances of the University; shall review in advance the proposed budget for the succeeding year; and shall review in advance the proposed application for appropriation for the succeeding year in the light of overall University plans;
- B. provide for appropriate fidelity surety bonds covering all officers, agents, and employees of the University who at any time shall hold any property or funds of the University, and for appropriate officers and directors insurance to insure the officers and members of the Board against liability arising by virtue of the acts of such officers or Board members in their official capacity with the University;
- C. monitor and consider auxiliary enterprises and operations on University System campuses;
- D. provide for a Design Review Committee to perform such functions as may be determined by the Board;
- E. be kept informed of and make recommendations regarding information technology issues, practices and operations;
- F. be charged with the consideration of all Board matters relating to the buildings and the grounds of the University System; the design and location of new buildings and maintenance, improvement or remodeling of older buildings; the landscaping of the grounds; and all other matters having to do with the physical care and preservation of the University's physical plant, furniture, and equipment;
- G. consider all contracts relating to new construction, to improvement and repairs to existing buildings, and to improvements and maintenance of the grounds of the University;
- H. review in advance all recommendations relating to the naming of buildings and other facilities and outdoor areas under the management control of the University or operated by the University or any single purpose support organization created to support the activities of the University and shall make recommendations to the Board regarding same. In this regard, it shall be the general policy of the Board, and, therefore, of this Committee, that no building, part of a building, outdoor space, or facility shall be designated by the name of any particular person or entity except:
 - 1. in cases where a gift, either *inter vivos* or testamentary, has been accepted by the Board for (i) the construction or naming of a building, part of a building, or other facility, or (ii) the creation or naming of an outdoor space, or other facility, and the terms of the gift require or request that a particular name be used; or
 - 2. in cases where it is desired to honor a past President of the University, a past Chancellor of a component Comprehensive University within the University System, or a past Campus Dean of a component Regional Palmetto College within the University System, for conspicuous services to the University; or
 - 3. in cases where it is desired to acknowledge conspicuous services of an individual (other than a past President, past Chancellor or past Campus Dean) employed by the University for not less than fifteen years whose exceptional leadership and unique successes on behalf of the University in his or her field of endeavor have been recognized nationally and have enhanced significantly the reputation and good-will of the University in the local community, the state, and the nation; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered while the individual remains employed

in the position for which he or she is to be recognized, and (ii) shall require approval by a two-thirds vote of the members present at the Board meeting at which the recommendation is made; or

4. in cases where it is desired to acknowledge conspicuous services of an individual (other than a past President, past Chancellor or past Campus Dean) to the University; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered until one year after the death of the individual involved, and (ii) shall require approval by a three-fourths vote of the members present at the Board meeting at which the recommendation is made.

Buildings and other naming opportunities shall only bear the name of individuals or entities that exemplify attributes of integrity, character and leadership consistent with the highest values of the University. In the event the Committee determines that those attributes have been violated, it shall recommend to the Board that the individual's or entity's name be removed.

SECTION 5. GOVERNANCE COMMITTEE.

The Governance Committee shall:

- A. be charged with the consideration of all matters pertaining to the governance function of the Board;
- B. address issues related to Board member conduct and compliance with Board policies, institutional responsibilities and fiduciary duties; oversee the Board Conflicts of Interest Policy set forth in Article XVI of these Bylaws;
- C. function as the continuous strategic planning committee of the Board;
- D. oversee the annual evaluation of the President and make recommendations to the Board regarding the compensation of the President with appropriate input from the Audit, Compliance and Risk Committee;
- E. periodically review and recommend, as appropriate, amendments to the Bylaws of the Board and Board policies;
- F. periodically review and consider, as appropriate, modifications to the mission statements of all University System campuses; and
- G. be charged with the consideration of matters pertaining to diversity, equity and inclusion on University System campuses, including but not limited to education, training, and efforts to enhance the diversity of faculty, staff and students.

SECTION 6. HEALTH AND MEDICAL AFFAIRS COMMITTEE.

The Health and Medical Affairs Committee shall:

- A. be charged with the consideration, formulation, review and approval of all matters affecting the activities or policies of the Schools of Medicine, the College of Pharmacy, the College of Nursing, the College of Social Work, and the Arnold School of Public Health on the Columbia campus, and the health sciences units on each University System campus, and shall be kept informed of all matters affecting these activities or policies in order that it may make recommendations and reports to the Board;

B. be responsible for overseeing the administration's efforts to coordinate and integrate the heretofore listed schools and colleges into an efficient health sciences academic enterprise, and for the presentation of the results of such efforts to the University community and the public at large.

All matters relating to the various schools and colleges heretofore mentioned but also pertaining to financial affairs, academic affairs, student affairs, or facilities affairs of these schools and colleges shall continue to be the primary responsibility of the respective standing committee with primary jurisdiction over such matters as expressly delegated by these Bylaws, with the Health and Medical Affairs Committee having concurrent but subordinate jurisdiction.

SECTION 7. UNIVERSITY SYSTEM COMMITTEE.

The University System Committee shall:

A. function as the University System committee of the Board and shall be charged with the consideration of issues of System-wide application not otherwise expressly delegated by these Bylaws to another standing committee of the Board, including such matters as System administrative services, governance and coordination, and student transfer programs;

B. maintain attention to the integrity and independent accreditation status of the Comprehensive Universities while promoting collaboration, cooperation and appreciation for the spectrum of programs and capacities that span the University System;

C. be kept informed of all matters affecting the efficient management and operation of the System;

D. be charged with the responsibility for reviewing the activities of Palmetto College, and the coordination of University System on-line programs;

E. monitor matters of strategic importance that span the University System when doing so does not replicate work of any Board committee charged with strategic planning; and

F. meet from time to time with the President and Chancellors on matters of concern or interest.

ARTICLE IX

MEETINGS OF THE BOARD AND COMMITTEES

SECTION 1. REGULAR MEETINGS OF THE BOARD. Pursuant to Section 59-117-50, Code of Laws of South Carolina (1976), as amended, the Board shall hold regular meetings not less frequently than quarterly in each calendar year. Such meetings shall be held at such time and place as the Board may direct.

SECTION 2. NOTICE OF REGULAR MEETINGS. Pursuant to Section 59-117-50, Code of Laws of South Carolina (1976), as amended, notice of the time and place of all regular meetings of the Board shall be distributed to each member by the Secretary not less than five working days before each meeting. Public notice of such meetings shall also be given by the Secretary at the beginning of each calendar year in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

SECTION 3. SPECIAL MEETINGS OF THE BOARD. Pursuant to Section 59-117-50, Code of Laws of South Carolina (1976), as amended, the Ex Officio Chairman of the Board, the permanent Chairman, the President, or any five Board members may call special meetings of the Board and fix the time and place thereof. Public notice of such meetings shall be given by the Secretary not less than twenty-four hours before the meeting in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

SECTION 4. AGENDA. At least five working days prior to each regular meeting of the Board, the Secretary shall mail to each member thereof an agenda setting forth all substantive matters upon which action is to be requested at the meeting. No action shall be taken on any substantive matter which is not on the agenda of the Board except with the consent of two-thirds of the members present, but in no event by an affirmative vote of less than a majority (eleven) of the members of the Board; provided, however, that action may be taken on matters considered by committees after the mailing of said agenda.

SECTION 5. PUBLIC MEETINGS; EXECUTIVE SESSIONS. All meetings of the Board and its Committees shall be public unless the matter being discussed falls within the provisions of Section 30-4-70, Code of Laws of South Carolina (1976), as amended, in which event the Board or committee, as applicable, may enter executive session for the purpose of considering such matter. The Board, upon the vote of a majority of those present, may call for consideration of such matters in executive session. However, if it is determined either by the Chairman or by a majority of the Board or committee during the course of such considerations in executive session that the matter is not properly the subject of an exception to the South Carolina Freedom of Information Act, the Board shall discontinue consideration of that matter and move on to other matters, if any, appropriate for consideration in executive session. Thereafter, the presiding officer of the Board or committee shall terminate the executive session and reconvene the public session for consideration of such matters requiring action. Only voting members of the Board or committee shall remain for executive sessions unless the Board or committee deems otherwise and specifically requests such other person or persons to be in attendance.

SECTION 6. RELEASE OF EXECUTIVE SESSION INFORMATION. All matters discussed in executive sessions are confidential and shall be released to the public only as the Board shall direct, or in the event an executive session of a standing committee is involved, only as that standing committee shall direct, except that:

A. Executive session items which require release from confidentiality in order that the ordinary business of the University might be conducted may be so released as directed by either the permanent Chairman of the Board, the President or the Secretary of the Board.

B. The Secretary of the Board, in consultation with the permanent Chairman of the Board, is authorized to release for scholarly purposes executive session minutes of Board meetings, when the substance of such minutes would not now be considered in executive session or when the minutes pertain to meetings held more than twenty-five years ago.

SECTION 7. ATTENDANCE AT MEETINGS OF THE BOARD BY THE PRESIDENT OF THE STUDENT BODY AND THE FACULTY REPRESENTATIVE. The President of the Student Government Association of the University of South Carolina Columbia and the Chair of the USC Columbia Faculty Senate shall be invited to sit personally in all meetings of the full Board with full right to participate in the Board's discussions but without the right to vote on any matter.

SECTION 8. MEETINGS OF COMMITTEES. Meetings of committees shall be called by the Secretary at the direction of the permanent Chairman of the Board, the Chairman of the particular committee concerned, the President of the University, or any two members of the committee of which a meeting is to be called. Notice of the time and place of a meeting of a committee shall be distributed to all members of the Board at least five working days before the time appointed for the meeting. Public notice of such meetings shall be given by the Secretary not less than twenty-four hours before the meeting in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

ARTICLE X

BOARD AND COMMITTEE PROCEDURES

SECTION 1. ORDER OF BUSINESS OF THE BOARD. The order of business at each regular meeting of the Board shall be as follows:

- A. Call to order;
- B. Reading of notice and statement of service thereof;
- C. Roll call;
- D. Approval of minutes of the last meeting or previous meetings;
- E. Reports of standing committees;
- F. Reports of special committees;
- G. Report of the President, and of other officers, when required;
- H. Other Matters;
- I. Adjournment.

At special meetings the order of business shall be as follows:

- A. Call to order;
- B. Reading of notice and statement of service thereof;
- C. Roll call;
- D. The special business for which the meeting was called;
- E. Adjournment.

The regular order of business may be suspended at any meeting by a vote of a majority of the Board members present.

SECTION 2. QUORUM OF THE BOARD. Eleven members of the Board shall constitute a quorum for the transaction of business.

SECTION 3. QUORUM OF COMMITTEES. Three Board members of any committee shall constitute a quorum for the transaction of business.

SECTION 4. PRESIDING AT COMMITTEE MEETINGS. In the absence of the Chairman of a committee the member of the committee who has greatest seniority on the committee shall preside and otherwise perform the duties of Chairman.

SECTION 5. RULES OF PROCEDURE. The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern the proceedings at and the conduct of the meetings of the Board and its committees in all cases to which they are applicable, and which are not covered in or by the Bylaws.

SECTION 6. PROCEDURES FOR REPORTS. Reports shall be submitted to the Board or its standing committees in accordance with a schedule of reports adopted by the Board. Requests for other reports to be prepared for submission to the Board or its committees shall be voted by the Board or the appropriate committee.

SECTION 7. COMMUNICATIONS. The Secretary of the Board shall serve as the official medium of communication within the University System between the Board, and the University faculty, administrative officers, individual members of the staff, student organizations and students. The sole exception to this rule of procedure shall be communications made directly to the Board or its members by the President.

SECTION 8. APPEARANCE BEFORE AND DOCUMENTS PRESENTED TO THE BOARD. All individuals who wish to appear before and be heard by the Board and its committees must apply for permission to do so by submitting a written request to the Secretary of the Board. The request must describe with reasonable particularity the issue to be addressed and must include any documentation to be disseminated to the Board. The Secretary shall forward any such request to the Governance Committee for consideration and recommendation to the Board. The Board shall determine by majority vote if the request to appear will be granted. Only requests to address matters within the subject matter jurisdiction of the Board will be considered.

If the Board approves a request for appearance, the Board shall, in its discretion, direct that the presentation be made either to the Board or to a standing committee of the Board. The Secretary shall notify the requesting party of the Board's decision.

SECTION 9. MINUTES OF BOARD AND COMMITTEE PROCEEDINGS.

A. Minutes of the proceedings of the Board shall be kept by the Secretary, and as soon as practical after a meeting, a copy of said minutes shall be distributed to each member of the Board.

B. Minutes of the proceedings of each committee shall be kept by the Secretary, and as soon as practical after a meeting, a copy of said minutes shall be distributed to each member of the Board.

C. The minutes of executive sessions of the Board and its committees shall be recorded and maintained in accordance with the South Carolina Freedom of Information Act.

SECTION 10. PROXIES PROHIBITED. The use of proxies for purposes of determining a quorum, for voting or for any other purposes shall not be permitted.

SECTION 11. VOTING. Except as otherwise specifically provided herein, all matters coming before the Board or a committee thereof for determination shall be determined by a majority vote of the members present. Upon request of any Board or committee member, a vote by the Board or committee, as applicable, shall be by a call of the roll and results of such roll call vote shall be recorded in the minutes of the Board or committee.

SECTION 12. ACTION BY CONFERENCE CALL OR OTHER MEANS. Unless otherwise prohibited by the enabling legislation or the Bylaws, any or all Board members may participate in a meeting of the Board or any committee by means of conference call or other means of communication by which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

SECTION 13. RECONSIDERATION, REPEAL, OR RESCISSION. Any member who voted on the prevailing side may move for the reconsideration of an action taken by the Board. Such motion must be made and voted upon at the same meeting at which said action is taken.

No motion for repeal or rescission of any action taken by the Board shall be voted upon unless notice of intention to make such motion shall have been given at the previous meeting or distributed to each member of the Board at least five working days prior to the meeting at which such motion is to be voted upon.

ARTICLE XI

DUTIES OF THE SECRETARY

The Board shall elect a Secretary of the University and of the Board of Trustees as provided in Articles IV and VI of the Bylaws who, as the Board's elected representative, shall be one of the principal officers of the University System and who shall be charged with the responsibility of performing the many duties assigned to the Secretary by these Bylaws or by the Board, including but not limited to the following:

A. Attend all meetings of the Board and of its committees and keep or cause to be kept a full and accurate record of proceedings of the Board and its committees;

B. Promptly furnish a copy of the minutes of every Board and committee meeting to all members of the Board and to the President;

C. Give due notification to the University administration and to State and civic bodies of the pertinent decisions and actions of the Board;

D. Prepare and send out notices of all meetings of the Board and its committees, together with an agenda and other pertinent material relating thereto, in the manner and time provided in these Bylaws;

E. Be responsible for the effective staffing and management of office premises to serve the working needs of the Board and ensure that the University provides sufficient and suitable space for the Secretary and the Secretary's staff and for the holding of all Board and committee meetings;

F. Select and administer the staff of the Board Office and provide such staff assistance to the members of the Board and to the committees of the Board as may be requested or required from time to time in furtherance of their duties; appoint assistant secretaries, as necessary, to accomplish the responsibilities set forth in these Bylaws;

G. Be responsible for the welfare, travel and compensation of the Board in accordance with applicable State statutes;

H. Be responsible for and provide for the preservation of the records of the Board and all documentary files thereof;

I. Be responsible for the text of all official plaques and notices erected on University premises by order of the Board;

J. Be responsible for preparation of recommendations and citations for all honorary degrees granted in the name of the University;

K. Ensure that the Board is informed of all other honors and distinctions given in the University's name;

L. Be responsible for keeping members of the Board and such persons as the Board may direct supplied with copies of any changes or amendments to these Bylaws or the policies of the University as adopted or amended by the Board from time to time and any interpretive rulings previously made regarding matters being or to be considered;

M. Provide liaison between the Board and its members as well as provide an additional communication link between the Board and the President and be responsible for communications between the Board and others as set forth in Section 7 of Article X of these Bylaws;

N. Be custodian of the official seal of the University;

O. Certify as to the authority of all administrative or executive officers of the University when necessary;

P. Assist the Board, in liaison with the President, in activities involving local higher education commissions associated with the two-year and four-year campuses;

Q. Generally, act as the coordinator of the Board and its members for all official functions and activities of the Board or with which the Board is involved;

R. Sign contracts, certificates and instruments authorized or issued by authority of the Board or any properly authorized committee thereof and all diplomas;

S. Serve as Secretary of the Board of Visitors;

T. Serve as chair of the commencement committee and oversee all University System graduation ceremonies and activities;

U. Manage the Board's annual performance evaluation of the University President and the annual self-evaluation of the Board;

V. Review and, if appropriate, approve payment of or reimbursement for documented personal consumption and travel-related expenses in accordance with established University policies;

W. Perform such other duties and functions as may be prescribed by the Board.

ARTICLE XII

THE UNIVERSITY SYSTEM AND ITS GOVERNANCE

SECTION 1. ORGANIZATION. The University of South Carolina System, at times also referred to as the “University System,” consists of the component campus units described in Section 4 of Article I of these Bylaws. It shall be charged with the responsibility of providing to the State of South Carolina readily accessible comprehensive undergraduate, graduate and professional programs and other instruction, research, continuing education and service programs, all of the highest quality, through the operation of major components or campuses with varying missions and at various locations throughout the State. Each Comprehensive University campus with the exception of the Columbia campus shall be administered by a Chancellor who shall report directly to the President. The position of the President of the University System shall also encompass the office and duties of Chancellor of the Columbia campus. Each Regional Palmetto College campus shall be administered by a Campus Dean who shall report to the Chancellor of Palmetto College who in turn reports to the President.

SECTION 2. AUTHORITY AND DUTIES OF THE PRESIDENT. The President of the University shall be the chief executive officer of the University System and shall exercise such executive powers as are necessary for its appropriate governance under the authority of the Board. He shall be the primary spokesman for the University to the alumni of the institution, the news media, the educational world, and the general public. He shall administer University policies as promulgated by the Board, speak for the University as its chief executive officer, and coordinate all activities of each campus of the institution directly or through his designated representatives. The President shall report directly to the Board the current affairs of all components of the University System and shall discuss with the Board basic issues, new or alternative directions, and recommendations on new policies. He shall direct, coordinate and implement the planning, development, and appraisal of all activities of the University System and shall be directly responsible to the Board for its operation.

With the general authority granted by the Board, the President shall perform the duties and responsibilities associated with his office, including but not limited to the following:

- A. Implement Board and University policies, continuously review the administration and effect of these policies and recommend to the Board, for consideration, modifications of policies and new policies in all aspects and at all levels of the University System;
- B. Maintain open communications with the Board; notify the Board immediately of credible information that could bring discredit upon the University or damage the University’s reputation;
- C. Assume primary responsibility for relationships with the Governor’s office, the General Assembly, the Commission on Higher Education, federal agencies and other agencies, groups and institutions;
- D. Recommend to the Board the mission, role and scope of the University System and of its respective campuses, and undertake comprehensive and long-range planning;
- E. Direct and approve the preparation of a coordinated request for both operating and capital appropriations, and direct the presentation of and justification for the request;
- F. Review and recommend to the Board the budgets of all components of the University System;

G. Coordinate all functions of the University to assure an integrated institution of related and cooperating campuses, with coordinated educational programs, so that quality and comprehensiveness are emphasized, cooperation is ensured, and unnecessary duplication is avoided;

H. Establish fiscal, budgetary, audit, and business procedures for the efficient and effective management of the University;

I. Subject to the approval of the Board and within the budget limitations of the University, make such appointments to and grant such promotions in faculty or administrative staff of the University as may be appropriate, and terminate any appointments or employment, both in faculty ~~or~~ and administrative staff, in keeping with the general and tenure (so far as applicable) policies as may be established by the Board, and duly report any action taken hereunder at the next succeeding regular or special meeting of the Board;

J. Serve as ex officio member of all the standing committees of the Board, with full right to participate in the committee's discussions but without a right to vote on any matter;

K. Attend all meetings of the Board and its standing committees, as far as his duties may permit;

L. Review and recommend action on all legal commitments and all other matters within the province of the Board, including contractual arrangements in accordance with policies and procedures of the Board;

M. Recommend policies and procedures which will accomplish the Board's investment responsibilities and objectives and supervise the implementation of the policies and procedures approved by the Board;

N. Sign certificates, contracts and instruments authorized or issued by authority of the Board or any properly authorized committee thereof and all diplomas. Use of automated signature technology shall comply herewith; and

O. Perform such other duties as may be duly assigned to him by the Board or may be appropriate to his general duties and responsibilities.

SECTION 3. AUTHORITY AND DUTIES OF THE CHANCELLORS OF THE COMPREHENSIVE UNIVERSITIES. There shall be a Chancellor of each component Comprehensive University within the University System, and the President shall serve as and perform the duties of Chancellor for the Columbia campus. These Chancellors shall be the chief administrative officers of their respective campuses and shall have full authority to administer campus affairs and to formulate and issue regulations and orders not inconsistent with the Bylaws, rules, policies and procedures of the Board and the President. They shall be responsible for the participation of their campuses in the overall planning, resource allocation and program evaluation of the University System. These Chancellors shall report directly to the President who in turn shall report to the Board. Within the general authority granted by the Board and the President, the Chancellors shall perform duties and responsibilities including but not limited to the following:

A. As the administrative head of a campus, bear responsibility to the Board through the President for the effective execution of all laws relating to the University of South Carolina System; all resolutions, policies, rules, and regulations adopted by the Board for the administration and operation of the University System and for the governance of all of its campuses; and all policies, rules, regulations, directives and memoranda issued by the President. Each Chancellor's discretionary powers shall be broad enough to enable him to meet his extensive responsibility to the University and to the applicable local higher education commission. Each Chancellor shall be the official medium of communication between the President and all personnel of his campus.

B. Bear primary responsibility for all of the factors that contribute to the quality of academic (teaching, research, and public service) and support programs of the campus. Such factors include the general supervision of all campus faculties, the allocation and utilization of available resources within the campus, and any and all matters related to the welfare of the campus.

C. Bear responsibility for the general supervision of all relationships between students and the various levels of campus administration. Such supervision includes but is not limited to admissions, registration and records, academic progress and advising, counseling, housing, scholarships and financial aids, student activities and services, placement, foreign students, and the evaluation and certification of academic credit from other institutions.

D. Bear responsibility for the financial management of the campus and its component parts in conformity with University management policies and practices. This function shall include but is not limited to the preparation of budgets, maintenance of financial records and accounts for activities of the campus, the receipt and expenditure of all campus funds, and preparation of required financial reports.

E. Bear responsibility for personnel administration including employment and termination, wage determination and condition of employment within prescribed policies for all employees except those positions requiring action by the President or the Board, and in those cases he shall make recommendations to the President.

F. Bear responsibility for operation and maintenance of the physical plant, purchase of supplies and equipment, and the maintenance of appropriate inventories and records of real and personal property under the jurisdiction of the campus.

G. Bear responsibility for fund raising, intercollegiate athletics, auxiliary enterprises, community relations and alumni activities.

H. Bear responsibility for cooperating closely with the local higher education commission on all matters pertaining to the applicable campus and strive, where possible within established University System policy, to make the campus responsive to local preferences and priorities.

I. Whenever practicable, attend all meetings of the Board and keep the chairman of the local higher education commission apprised of the schedule of such meetings and of the Board's standing invitation for a representative of the local commission to attend such meetings.

SECTION 4. AUTHORITY AND DUTIES OF UNIVERSITY CAMPUS DEANS. The Campus Deans of the component Regional Palmetto Colleges within the University System shall generally have the same authority and duties as enumerated in Section 3 of Article XII herein for the Chancellors of the component Comprehensive Universities within the University System except that they will report to the Chancellor of Palmetto College instead of directly to the President.

SECTION 5. AREA OR COUNTY HIGHER EDUCATION COMMISSIONS. The Chancellors of the component Comprehensive Universities within the University System, the Chancellor of Palmetto College, the Campus Deans of the component Regional Palmetto Colleges within the University System, as well as the President and the Secretary shall work in close liaison with the various area and county higher education commissions which shall act in an advisory capacity on matters pertaining to the various campuses within the University System. Those commissions and their respective campuses are as follows:

A. Aiken County Commission For Higher Education -
University of South Carolina Aiken.

- B. Beaufort-Jasper Higher Education Commission -
University of South Carolina Beaufort.
- C. Lancaster County Commission On Higher Education -
University of South Carolina Lancaster.
- D. Western Carolina Higher Education Commission -
University of South Carolina Salkehatchie.
- E. Sumter County Commission For Higher Education -
University of South Carolina Sumter.
- F. Union-Laurens Commission For Higher Education -
University of South Carolina Union.
- G. Spartanburg County Commission For Higher Education -
University of South Carolina Upstate.

ARTICLE XIII

DUTIES OF THE TREASURER OF THE UNIVERSITY

The Board shall elect a Treasurer of the University System as provided in Article IV of these Bylaws. The Treasurer of the University shall serve as the official liaison between the Board and the financial functions of the University.

The Treasurer shall:

- A. in consultation with the Vice President and Chief Financial Officer, direct the preparation and analysis of financial statements and status reports of university funds for the presentation to the Board and the President;
- B. direct the preparation of special reports and financial analyses as requested by the Board or the President;
- C. review the status and use of all funds of the University on a periodic basis to determine that the financial position of the University is properly reflected;
- D. exercise signatory authority for all checks issued by the University of South Carolina;
- E. appoint assistant treasurers as necessary to accomplish the responsibilities set forth in these Bylaws and be responsible for the effective staffing and management of the Treasurer's Office and for providing staff assistance to the Board and President as needed; and
- F. perform such other duties and functions as may be required by the Board.

ARTICLE XIV

TRUSTEES EMERITI

Members who have been elected or appointed to terms of office totaling twelve or more years on the Board shall be eligible to be named a Trustee Emeritus or Trustee Emerita. Persons so named and who choose to serve as Trustees Emeriti shall receive notice and agenda of all Board meetings and such perquisites of office as shall be determined by the Board from time to time.

ARTICLE XV

THE BOARD OF VISITORS

SECTION 1. COMPOSITION OF THE BOARD OF VISITORS. The Board of Visitors of the University of South Carolina shall consist of thirty-one members elected by the Board of Trustees from the following categories: one member from each of the sixteen judicial circuits nominated by the member of the Board of Trustees representing that judicial circuit; two in-state at-large members and two out-of-state at-large members nominated by members of the Board of Trustees; one member nominated by the Gubernatorial Designee to the Board of Trustees; one member nominated by the Gubernatorial Appointee to the Board of Trustees; one faculty representative nominated by the Columbia Faculty Senate; and eight representatives nominated by the President. The Secretary of the Board of Trustees, the Chief Advancement Officer, the Vice President of the USC Columbia Student Body, the immediate past Chair of the Board of Visitors, and the spouse of the President shall serve as ex officio members.

SECTION 2. TERM OF MEMBERSHIP. The term of office for elected members of the Board of Visitors shall be three years. Members shall be elected as follows:

A. Effective September 1, 2013 and every three years thereafter, the following members shall be elected by the Board of Trustees: members representing the 1st, 4th, 7th, 10th, 13th and 16th Judicial Circuits; one in-state at-large member; one out-of-state at-large member; one member nominated by the Gubernatorial Designee to the Board of Trustees; and three members nominated by the President.

B. Effective September 1, 2014 and every three years thereafter, the following members shall be elected by the Board of Trustees: members representing the 3rd, 6th, 9th, 12th and 15th Judicial Circuits; one faculty representative nominated by the Columbia Faculty Senate; and two members nominated by the President.

C. Effective September 1, 2015 and every three years thereafter, the following members shall be elected by the Board of Trustees: members representing the 2nd, 5th, 8th, 11th and 14th Judicial Circuits; one in-state at-large member; one out-of-state at-large member; one member nominated by the Gubernatorial Appointee to the Board of Trustees; and three members nominated by the President.

Elected members shall be eligible to serve not more than two consecutive three-year terms but may not thereafter be elected to the Board of Visitors until after a break in service of not less than three years. In the event a vacancy occurs on the Board of Visitors prior to the expiration of a member's term, a successor nominated in accordance with Section 1 hereinabove shall be elected by the Board of Trustees to fulfill the unexpired portion of the term and shall be eligible to serve two additional, consecutive three-year terms.

The Chair of the Board of Visitors shall be elevated from the office of Vice Chair/Chair-Elect and elected by the members of the Board of Visitors for a one-year term. He shall be eligible to succeed himself for one additional one-year term. In the event a vacancy occurs in the office of the Chair, the Vice Chair/Chair-Elect shall complete the term of the vacating Chair and shall be eligible to serve two additional, consecutive one-year terms as Chair.

The Vice Chair/Chair-Elect of the Board of Visitors shall be elected by the members of the Board of Visitors for a one-year term. He shall be eligible to succeed himself for one additional one-year term. In the event a vacancy occurs in the office of the Vice Chair/Chair-Elect, the Board of Visitors shall elect a Vice Chair/Chair-Elect to complete the term of the vacating Vice Chair/Chair-Elect. The individual so elected shall be eligible to serve two additional, consecutive one-year terms as Vice Chair/Chair-Elect.

The Secretary of the University Board of Trustees shall serve as the Secretary of the Board of Visitors.

SECTION 3. FUNCTIONS OF THE BOARD OF VISITORS. The Board of Visitors shall assist the Board of Trustees and the President in the overall advancement of the University of South Carolina Columbia, and where appropriate, the University of South Carolina System. The Board of Visitors, with thorough information and staff support, will seek to enhance the image of the University and the statewide system, encourage alumni participation, invite public and private support, and facilitate internal and external communication. The standing committees of the Board of Visitors shall be as follows:

- A. Executive Committee
- B. Student Affairs Committee
- C. University Relations Committee
- D. Advocacy Committee

SECTION 4. BOARD OF VISITORS BYLAWS. The Board of Visitors is authorized to create and adopt bylaws for its operations; provided, however, such bylaws shall be subject to the prior approval of the Board of Trustees.

ARTICLE XVI

CONFLICTS OF INTEREST POLICY

SECTION 1. PURPOSE. The purpose of this conflicts of interest policy is to protect the interest of the University when contemplating entering a transaction or arrangement that might benefit the private interest of a trustee. The policy is intended to supplement but not replace state laws governing conflicts of interests applicable to public officials.

SECTION 2. DEFINITIONS.

A. Interested Person. Any trustee who has a direct or indirect Financial Interest, as defined herein below, is an Interested Person.

B. Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family:

1. an ownership or investment in any entity with which the University has a transaction or arrangement;
2. a compensation arrangement with the University or with any entity or individual with which the University has a transaction or arrangement; or
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the University is negotiating a transaction or arrangement.

A Financial Interest is not necessarily a conflict of interest. Pursuant to Section 3 hereinbelow, a person who has a Financial Interest may have a conflict of interest only if the Board, upon a finding and recommendation of the Governance Committee, determines that a conflict of interest exists.

C. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

SECTION 3. PROCEDURES.

A. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the Governance Committee.

B. Determining Whether a Conflict of Interest Exists.

1. The Governance Committee shall gather all relevant information regarding the transaction or arrangement from the University. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the committee meeting while the committee discusses if a conflict of interest exists. If the committee believes a conflict of interest exists, the committee shall forward its findings to the Board for final determination.

2. If the Interested Person disagrees with the finding of the committee, the Interested Person may make a presentation to the Board but shall leave the Board meeting while the Board discusses if a conflict of interest exists.

C. Procedure for Addressing the Conflict of Interest. An Interested Person found to have a conflict of interest shall abstain from any discussion with any Board member, formal or information, and any vote regarding the transaction or arrangement that results in the conflict of interest.

SECTION 4. ANNUAL STATEMENTS. Each trustee shall annually sign a statement which affirms that such person:

- A. has received a copy of the Conflicts of Interest Policy;
- B. has read and understands the policy; and
- C. has agreed to comply with the policy.

ARTICLE XVII

INDEMNIFICATION

The University shall furnish its current and former members and officers with legal defense in connection with any threatened or pending action, suit or proceeding, whether civil, criminal, administrative or investigative, to which they are made parties by reason of being or having been a representative of the University, provided the President or Secretary is promptly notified of the need for such defense. Furthermore, the University shall indemnify to the extent permitted by South Carolina law any members or officers for judgments, damages, settlements and costs reasonably incurred in such proceedings so long as such matters are not as a result of gross negligence or willful misconduct. In addition to the indemnification herein provided, the University shall secure and maintain in full force and effect a policy of Directors and Officers Liability Insurance covering all members of the Board with limits as established by the Board.

ARTICLE XVIII

MISCELLANEOUS

SECTION 1. UNIVERSITY SEAL. The official University seal shall be used in connection with the transaction of business of the Board of the University of South Carolina and of the University. The seal may be affixed by the Secretary on any document signed on behalf of the University or the Board. Permission may be granted by the Board, the Secretary of the Board or the President for the use of the seal in the decoration of University buildings or in other special circumstances. The seal shall be of the following form and design:

SECTION 2. NONDISCRIMINATION. The Board shall not accept any invitation to attend functions (social or otherwise) which are to be held at a club or organization which does not admit as members persons of all races, religions, colors, sexes or national origins. All such invitations so received shall be referred to the Governance Committee and the Governance Committee shall have the duty of determining and reporting to the Board whether or not the function is to be held at a club or organization which does not admit as members persons of all races, religions, colors, sexes or national origins.

SECTION 3. GENDER; NUMBER. The use of the masculine gender in these Bylaws includes the feminine gender, and when the context requires, the use of the singular includes the plural.

SECTION 4. SEVERABILITY. Should any article, section, subsection, sentence, clause, phrase or term of these Bylaws be declared to be void, invalid, illegal, or unenforceable, for any reason, by the adjudication of any court or other tribunal having jurisdiction over the proper parties and the subject matter affected by these Bylaws, such judgment shall in no wise affect the other provisions hereof which shall be severable and which shall remain in full force and effect.

ARTICLE XIX

AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (fourteen or more votes) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been given at the regular meeting of the Board next preceding the meeting at which such amendment is voted upon and the proposal for amendment first shall have been referred to an appropriate committee of the Board in accordance with Article VII of these Bylaws.

Adopted by the Board of Trustees
at its meeting on June 24, 1992.

Amended by the Board of Trustees
at its meeting on February 19, 1993.

Amended by the Board of Trustees
at its meeting on October 19, 1995.

Amended by the Board of Trustees
at its meeting on August 10, 2001.

Amended by the Board of Trustees
at its meeting on April 20, 2007.

Amended by the Board of Trustees
at its meeting on February 4, 2011.

Amended by the Board of Trustees
at its meeting on December 13, 2011.

Amended by the Board of Trustees
at its meeting on April 17, 2013.

Amended by the Board of Trustees
at its meeting on April 21, 2017.

Amended by the Board of Trustees
at its meeting on June 22, 2018.

Amended by the Board of Trustees
at its meeting on August 17, 2018.

Amended by the Board of Trustees
at its meeting on October 19, 2018

I hereby certify that this edition of the Bylaws of the Board of Trustees of the University of South Carolina reflects the Bylaws as approved and adopted by the Board on _____, 2020.

J. Cantey Heath, Jr.
Secretary, Board of Trustees
University of South Carolina

**WORK PLAN
GOVERNANCE COMMITTEE
UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
2020-21**

The purpose of this draft work plan is to forecast the work of the Governance Committee of the University's Board of Trustees for the months following the submission of the monitoring report to the Southern Association of Colleges and Schools Commission on Colleges ("SACSCOC"). This draft work plan therefore forecasts work from September until the end of the 2020 calendar year, through the 2021 calendar year.

This draft work plan lists items in operational and priority order. Some items may be completed simultaneously, without disrupting the logic of the plan.

It is possible that a comprehensive, line-by-line assessment and revision of the Board's bylaws and policies could require many months of work. Other tasks may be completed with greater speed.

To be determined by the Governance Committee: the time and resources required to complete each task and the entirety of this plan. The last two pages of this document reflect a preliminary attempt by Chair Thad Westbrook to set a timeline for the committee's work, as of September 23, 2020.

The tasks outlined here are forecasted in the spirit of continual improvement and in fulfillment of the Board's desire to assess its governance practices and policies fully. Similarly, continuing the University's good-faith efforts to document positive change in its monitoring report to SACSCOC, the University and Board want to demonstrate consistent attention to improving the Board's governance role through enactment of this draft work plan.

It may be prudent for the Governance Committee and the Board of Trustees to seek third-party feedback regarding progress in completing these and other governance revisions.

- 1. Monitor communications from SACSCOC regarding the status of the monitoring report and maintain bandwidth to fulfill any requests from SACSCOC through December 2020.**
- 2. Prepare for October 7-8, 2020 video interviews with SACSCOC Special Committee.**
 - Prepare a first update/addendum for SACSCOC regarding work completed since filing of the monitoring report.
 - With Donald Miles (SACSCOC liaison and Director of Institutional Research and Accreditation) and others, determine which Trustees and University representatives will meet with the Special Committee. *(Initial request from the Chair of the SACSCOC Special Committee re persons to be interviewed was received on Monday, September 21.)*
 - Ensure that representatives have read the monitoring report (along with any update/addendum) and prepared for meetings with the Special Committee.
- 3. Prepare a second update/addendum for the monitoring report, following the visit of the SACSCOC Special Committee and before the December 2020 annual meeting of SACSCOC.**

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4. Conduct informal assessments of governance actions completed by the Ad Hoc Advisory Committee on Governance and Board of Trustees earlier in 2020.

These actions and products include the following, at minimum:

- Oath of Office
- Code of Conduct and Oath
- BTRU 1.19 ("Protecting the Institution from External Influences")
- New committee structure
- Committee charters
- Edits to bylaws
- BTRU 3.01 ("Presidential Candidate Search Committee")
- BTRU 3.02 ("Fiduciary Duties of Trustees")
- Annual assessment of the President

5. Continue to enact revisions planned by the Ad Hoc Advisory Committee on Governance and Board of Trustees earlier in 2020.

These revisions that require continued enactment include the following, at minimum:

- Plan for Trustee continuing education
- Plan for 2021 Retreat of the Board (topics, facilitators, etc.)
- Plan for orientation of new Trustees

6. Continue bolstering new Board committees.

These actions may include the following, at minimum:

- Revisions to initial committee charters
- Adoption of a work matrix by each committee
- Adoption of plan for continuing education for each committee
- Electing experts to advise committees in non-Board, non-voting capacity (per revision to Bylaws)

7. Assess policies and processes by which the President is evaluated annually; consider adding a module to Trustee training that addresses CEO evaluation.

8. Complete a comprehensive, line-by-line assessment and revision of Board bylaws and policies.

Topics that may merit attention and revision include the following, at minimum:

- Definition of a quorum
- Method for removing the Chair and/or Vice Chair of the Board
- Method for removing the Chair of a committee
- Method for sanctioning a Trustee
- Efficiency of processes for approving contracts, salaries, and gifts
- Dollar thresholds for committee and/or Board consideration of contracts, salaries, and gifts
- Removal of unnecessary exceptions to Bylaws and policy
- Provisions to permit Board notices by email

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- Sunset provisions or provisions for regular reviews for Bylaws, policies, ad hoc committees, etc.
- Required review schedule for Bylaws and policies
- Attention to use of gender of indefinite pronouns, per recommendation from the Association of Governing Boards (“AGB”)

Topics that readers and interested parties have noted as meriting reconsideration:

- Use of “appropriately” in BTRU 1.19 (“Protecting the Institution from External Influences”)
- Use of “stakeholders” in BTRU 3.01 (“Presidential Candidate Search Committee”)
- Adequacy of mandate that Presidential Candidate Search Committee seek opinions from interested persons across the USC System regarding the job description for a new President, per BTRU 3.01 (“Presidential Candidate Search Committee”)
- Composition of the Search Committee as mandated by BTRU 3.01 (“Presidential Candidate Search Committee”), as compared to past composition of Search Committee as mandated by Bylaws that have been revised

9. Assess and discuss shared governance; consider adding a module to Trustee training that addresses shared governance.

10. Assess and discuss the System responsibilities of the Board, President, and administration; consider revisions or clarifications to Bylaws, policies, job descriptions, and processes in order to increase System efficiency and cooperation.

11. Assess Board and committee meeting schedule, meeting duration, and meeting operations.

Topics for consideration in this category may include the following, at minimum:

- Number of meetings
- Duration of meetings
- Schedule and focal topics for upcoming retreat(s)
- Meeting management and protocols
- Method for preparing committee agendas
- Board visits to USC campuses
- Protocols for maximizing effectiveness of executive sessions
- Priorities for convening stakeholders for discussion with Trustees

12. Assess communication protocols for the Board and Trustees.

Topics for consideration in this category may include the following, at minimum:

- Necessity for a Board policy regarding this general topic
- Protocols for discussion between/among Trustees, administrators, stakeholders, and the public
- Expectations regarding confidentiality
- Consequences for violating policy or expectations
- Social media standards

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13. Develop process and practice for Board self-assessment.

Process and practice should include the following, at minimum:

- Annual development of strategic goals for the Board
- Assessment of Board effectiveness generally and against annual goals
- Assessment of the performance of the Chair, Vice Chair, and committee chairs
- Assessment of individual Trustees
- Determination of process by which Board may provide the SC Legislature with Trustee assessments when Trustees are eligible for reelection.

14. Encourage Trustees' and administrators' participation in programs sponsored by AGB and groups such as the State Higher Education Executive Officers Association (SHEEO).

Participation in such programs can promote the continuing education of Trustees and administrators, while building institutional awareness of best practices.

15. Develop and enact a University communications plan that focuses on the work and successes of the Board of Trustees.

Tactics should be varied and individualized so as to reach the press, along with stakeholders such as alumni and the SC Legislature.

- Protocol/practice for communicating important work of the Board to the press before, during, and after meetings.
- Communication(s) to the legislature regarding the performance of a Trustee when that Trustee is up for reelection
- Communication(s) to the legislature regarding the Board's need(s) for expertise when a seat on the Board is open

16. Assess the capacity of the Office of the General Counsel to serve the Board of Trustees.

17. Assess the capacity of the Office of the Board of Trustees to serve the Board of Trustees.

18. Develop a plan for succession planning and leadership development within the Board.

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2020-21**

PROPOSED CALENDAR FOR ACTION AND DISCUSSION

Present (September/October 2020)

- Item 1: Monitor communications from SACSCOC regarding the status of the monitoring report and maintain bandwidth to fulfill any requests from SACSCOC through December 2020.
- Item 2: Prepare for October 7-8, 2020 video interviews with SACSCOC Special Committee.
- Item 5: Continue to enact revisions planned by the Ad Hoc Advisory Committee on Governance and Board of Trustees earlier in 2020.
- Item 6: Continue bolstering new Board committees.

For late November 2020:

- Item 3: Prepare a second update/addendum for the monitoring report, following the visit of the SACSCOC Special Committee and before the December 2020 annual meeting of SACSCOC.

Assess through October and December, for presentation to the Governance Committee in February 2021:

- Item 7: Assess policies and processes by which the President is evaluated annually; consider adding a module to Trustee training that addresses CEO evaluation.

Plan for segmenting work to be presented to the Governance Committee in December 2020:

- Item 8: Complete a comprehensive, line-by-line assessment and revision of Board bylaws and policies.

For discussion and exploration at 2021 Retreat of the Board of Trustees:

- Item 9: Assess and discuss shared governance; consider adding a module to Trustee training that addresses shared governance.
- Item 12: Assess communication protocols for the Board and Trustees.
- Item 18: Develop a plan for succession planning and leadership development within the Board.

For assessment in February 2021:

- Item 14: Encourage Trustees' and administrators' participation in programs sponsored by AGB and groups such as the State Higher Education Executive Officers Association (SHEEO).

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For assessment in February / April 2021:

- Item 13: Develop process and practice for Board self-assessment.
- Item 15: Develop and enact a University communications plan that focuses on the work and successes of the Board of Trustees.

For review in Summer 2021:

- Item 16: Assess the capacity of the Office of the General Counsel to serve the Board of Trustees.
- Item 17: Assess the capacity of the Office of the Board of Trustees to serve the Board of Trustees.

For review in August 2021:

- Item 4: Conduct informal assessments of governance actions completed by the Ad Hoc Advisory Committee on Governance and Board of Trustees earlier in 2020.

Defer to the University System Committee:

- Item 10: Assess and discuss the System responsibilities of the Board, President, and administration; consider revisions or clarifications to Bylaws, policies, job descriptions, and processes in order to increase System efficiency and cooperation.