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Secretary

September 2, 2020

Belle S. Wheelan, Ph.D.
President
Southern Association of Colleges and
Schools' Commission on Colleges
1866 Southern Lane
Decatur, GA 30033-4097

Dear Dr. Wheelan:

Attached for you, Dr. Thomas-Glover, and the Special Committee that will interview leaders of the University of South Carolina ("USC") Columbia and its Board of Trustees next month is a monitoring report from USC Columbia. I provide this monitoring report on behalf of President Caslen and the Board.

The report documents a genuine effort on the part of the Board of Trustees to assess and modernize its governance policies and procedures generally and with specific application to SACSCOC Standard 4.2.c and Standard 4.2.f. I hope that you and your colleagues will find this report and the work recorded in it of sufficient quality and clarity.

With your permission, USC Columbia may perhaps provide an addendum to this report in the days before the SACSCOC Special Committee interviews USC leaders by videoconference. Our simple goal for providing such an addendum will be to supply updates regarding a very small number of developments that will transpire over the next month.

The Board, President Caslen, and I thank you for your attention to this report.

Best regards,

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

Enclosures: Monitoring Report with no attachments (printed copy)
Electronic copy of Monitoring Report with attachments (6 flash drives)

cc: Members, Board of Trustees
Robert L. Caslen, Jr., President
Donald Miles, Director of Institutional Effectiveness and Accreditation

**Monitoring Report Submitted by the University of South Carolina Columbia
to the Southern Association of Colleges and Schools Commission on Colleges
September 2, 2020**

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**Monitoring Report Submitted by the University of South Carolina Columbia
to the Southern Association of Colleges and Schools Commission on Colleges**

Table of Contents

Introduction and Summary	1
Monitoring Report: SACSCOC Accreditation Standards and USC's Responses	4
Standard 4.2.c (CEO Evaluation/Selection)	4
Selection of the President	4
Evaluation of the President	8
Standard 4.2.f (External Influence)	10
Board Code of Conduct and Oath of Office	10
Board Policy on Protecting the University from Undue Influence	11
Board Policy on the Fiduciary Duties of Trustees	12
Board Policies on Conflicts of Interest	13
Board Responsibilities	13
South Carolina Code of Laws and USC Board of Trustee Member Ethical Behavior	14
Other Board Policies	14
Orientation of New Trustees	15
Continuing Education for Trustees	17
Conclusion	19
Appendix A: Overview of the University of South Carolina Board of Trustees	23

Monitoring Report Submitted by USC Columbia to SACSCOC (September 2, 2020)

Appendix B: Timeline of 2019-2020 Correspondence and Meetings Between SACSCOC and USC Columbia	25
July 15, 2019 Request from SACSCOC to USC (“SACSCOC Request #1”)	25
August 19, 2019 Request from SACSCOC to USC (“SACSCOC Request #2”)	25
October 2, 2019 Request from SACSCOC to USC (“SACSCOC Request #3”)	26
October 17, 2019 Meeting Between SACSCOC and USC Representatives	26
December 8-10, 2019 Annual Meeting of SACSCOC	27
January 14, 2020 Request from SACSCOC to USC (“SACSCOC Request #4”)	27
Appendix C: Comprehensive Assessment and Revision of Governance Policies and Practices by USC’s Board of Trustees	28
Assessment of the USC Board of Trustees by AGB	28
Acting on AGB’s Recommendations	29
Diversify Board Membership and Input	30
Govern the System and All of Its Institutions	34
Revise Board Meetings and Committees	36
Provide Board Orientation and Governance Education	40
The President and the Board: Ensuring Mutual Objectives	42
Sample Board Development Plan	48
Suggested Bylaws Revisions and New Board Policies	48
Board Policies	48
Board Bylaws Revision	50

Monitoring Report Submitted by USC Columbia to SACSCOC (September 2, 2020)

2020-21 Work Plan for Governance Committee of USC's Board of Trustees 51

Appendix D: Compendium of Evidentiary Documents and
Hyperlinks to Evidentiary Documents 53

Introduction and Summary

The University of South Carolina (“USC”) Columbia submits this monitoring report to the Southern Association of Colleges and Schools Commission on Colleges (“SACSCOC”), as requested on January 14, 2020. This 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

Appendix A of this report details the authority of the USC Board of Trustees (“BOT” and “Board”) as established by South Carolina’s *Code of Laws*. Appendix A describes the Board’s composition as well as the role of South Carolina’s Governor as *ex officio* Chair of the Board. It was the question of the Governor’s role in the 2018-19 University of South Carolina presidential search that first prompted an inquiry from SACSCOC regarding the USC Board in July of 2019. (This initial inquiry, along with subsequent correspondence and meetings between SACSCOC and USC Columbia, is described more fully in Appendix B.) By January of 2020, questions from SACSCOC concerned not only the appearance of undue external influence in the presidential search (*Principles of Accreditation* Standard 4.2.f) but also the propriety of the presidential search itself (*Principles of Accreditation* Standard 4.2.c). SACSCOC therefore requested this monitoring report.

Concerns regarding inquiries from SACSCOC; scrutiny from the local, state, and national press; dissent among USC Columbia’s students, faculty, staff, alumni, donors, and other interested parties; and immediate signals of disapproval from some members of South Carolina’s General Assembly regarding the Board’s conduct contributed to anxiety and uncertainty across the USC System during the summer of 2019. As a result, once the Board of Trustees selected Robert L. Caslen, Jr. as the University’s 29th President, controversy cast its shadow across the System, as the new President took office on August 1, 2019.

The bulk of concern and controversy, however, involved the University of South Carolina Board of Trustees. The two standards at issue in this monitoring report, after all, apply directly to the Board, its governance habits, and its fiduciary culture. On August 20, 2019, the S.C. Senate’s Education Subcommittee heard testimony from the then-Chair of USC’s Board, as the subcommittee considered legislation to alter the composition of the Board. USC Columbia’s Faculty Senate passed a resolution of no confidence in the Board on October 2, 2019. A subcommittee of the S.C. House questioned the then-Chair of the Board on January 8, 2020, as it, too, considered legislation to change the Board’s membership. (Details of Senate and House legislation for 2019-20 regarding the USC Board is included in Appendix A.)

This crisis in public confidence, which was certainly a governance crisis, provoked the Board to initiate a serious and comprehensive series of third-party and self-directed assessments. In August of 2019, the Board procured the consulting services of the Association of Governing Boards of Universities and Colleges (“AGB”). AGB consultants interviewed USC System

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).

stakeholders, observed the Board, and inspected relevant governance documents. At a retreat of the Board of Trustees in January of 2020, AGB's consultants delivered their assessments of the Board and its work in a 35-page report.

The Board responded during the following month with the first in a series of revisions to Board policies and procedures that continued up to the time of this writing, with urgency and thoroughness, in the spirit of continual improvement. AGB predicted in January of 2020 that a comprehensive review of the Board's policies and practices would require as many as 18 months of work on the part of the Board of Trustees. With a new Ad Hoc Advisory Committee on Governance (which became a standing Governance Committee in August of 2020) and a new governance consultant prepared to conduct assessments and make recommendations, the Board pursued and enacted the governance improvements documented in this monitoring report.

These improvements demonstrate USC Columbia's compliance with SACSCOC *Principles of Accreditation* Standard 4.2.c (CEO evaluation/selection) and Standard 4.2.f (External influence). To comply with Standard 4.2.c, the Board has adopted edits to Bylaws along with a new policy focused on future presidential searches, which complement a strong, existing state policy and USC Board protocol for assessing the performance of the President. To comply with Standard 4.2.f, the Board has enacted multiple innovations: a Code of Conduct and Oath of Office for Trustees, a policy for protecting the Board and USC System from external influence, a policy outlining the fiduciary duties of Trustees, a revised orientation program for new Trustees, and a new continuing education curriculum for Trustees. The Board has revised its committee structure, and the new Governance Committee will serve as the body for further assessment and revisions of governance policies and procedures. The new policies and procedures implemented thus far in 2020 complement strong, existing policies and Bylaws that govern the Board and its work.

More broadly, however, the governance improvements achieved to date are evidence of the willingness on the part of the University of South Carolina Board of Trustees to assess and police itself; to fulfill the letter and the spirit of SACSCOC *Principles of Accreditation* and, in fact, to exceed expectations for compliance; to enact best practices in governance and policy and procedure, after inspecting scholarly research and practical models for guidance; to pursue governance revisions transparently, recognizing the importance of shared governance; and to prove itself as unequivocally worthy of the public's trust.

The University and the Board acknowledge that controversies during 2019 undermined the reputation of the USC System, its leadership, and its Board. The task now before the Board is to restore the public's trust in the Board's ability to perform its governance duties.

This monitoring report demonstrates the Board's dedication to restore the public's trust. Stabilizing USC Columbia's accreditation with SACSCOC is an initial benchmark of success in this effort toward continual improvement. Noting that the University cannot dictate changes to South Carolina legislation or direct how external actors conduct themselves, the Board of Trustees can control (and has leveraged its control) over policies and procedures that will provide safeguards in the event of future governance challenges. Furthermore, the Board can

control (and has leveraged its control) to strengthen the fiduciary culture of the Board and among its Trustees.

Documented in the body of this monitoring report are the revisions to policy and procedure that demonstrate USC Columbia's compliance with SACSCOC *Principles of Accreditation* Standard 4.2.c (CEO evaluation/selection) and Standard 4.2.f (External influence). Appendix A and Appendix B provide background information that is too detailed for this introduction but that provides context for readers. Appendix C describes the comprehensive effort on the part of the Board of Trustees to assess and revise its own governance policies and procedures—not just in relation to SACSCOC *Principles of Accreditation* Standard 4.2.c and Standard 4.2.f but in a more holistic fashion that has already bolstered the Board's fiduciary culture. Also, Appendix C details the Board's plans for further assessment and revision until the end of 2020 and through 2021. Appendix D lists hyperlinks to the evidentiary documentation cited within each section of this report.

This monitoring report demonstrates that the University of South Carolina Columbia is in compliance with both SACSCOC Standard 4.2.c (CEO evaluation/selection) and Standard 4.2.f (External influence). Revisions to policy and procedure have been codified by USC's Board of Trustees; these revisions will be evaluated to ensure continual improvement and to assess effectiveness, as the Governance Committee's work plan makes clear. This monitoring report demonstrates further that the University's Board of Trustees has completed revisions to its policies and procedures that clarify and strengthen Trustees' fulfillment of their fiduciary duties. Additional revisions to Board policies and procedures will continue, in a comprehensive effort toward continual improvement, as detailed in Appendix C.

The University's monitoring report was prepared with the guidance and feedback of an advisory group. USC is grateful for the contributions made by the advisory group's members:

- Christian Anderson: Associate Professor, College of Education; President, USC Chapter of AAUP
- Mark Bieger: Chief of Staff to the President
- Susan Bon: Professor, College of Education; Affiliate Professor, School of Law; Presidential Faculty Fellow
- Robert Caslen: President of the USC System and USC Columbia
- Mark Cooper: Professor, College of Arts and Sciences; Chair, USC Faculty Senate
- Tayloe Harding: Dean of the USC School of Music; Interim Executive Vice President for Academic Affairs and Provost for 2019-20
- Cantey Heath: University Secretary; Secretary of the Board of Trustees
- Cameron Howell: Consultant
- Sandra Jordan: Chancellor, USC Aiken
- Donald Miles: Director of Institutional Effectiveness and Accreditation; SACSCOC Liaison
- Terry Parham: General Counsel
- Dorn Smith: Chair of the USC Board of Trustees, as of August 14, 2020; former Chair of the 2020 Ad Hoc Advisory Committee on Governance
- William Tate: Executive Vice President for Academic Affairs and Provost

- Thad Westbrook: Vice Chair of the USC Board of Trustees, as of August 14, 2020; Chair of the Governance Committee, as of August 14, 2020
- Ernest Wiggins: Associate Professor, College of Information and Communications, School of Journalism and Mass Communications

Because the final text of a report of this sort can rarely reflect every various suggestion of each member of a group of 15 persons, ultimate determination regarding some portions of this monitoring report were made by the leadership of the Board of Trustees, given the fact that the conduct and improvements of the Board are fundamentally at issue in the SACSCOC standards addressed in this report.

Monitoring Report: SACSCOC Accreditation Standards and USC's Responses

Standard 4.2.c (CEO Evaluation/Selection)

SACSCOC Standard 4.2.c establishes the accrediting body's expectation that an institution's governing board "selects and regularly evaluates the institution's chief executive officer."

In her January 14, 2020 [letter](#) ("SACSCOC Request #4") to USC, SACSCOC President Belle S. Wheelan, Ph.D. wrote the following:

The institution's [November 1, 2019] [report](#) identified a number of irregularities that took place during the recent presidential search. The institution should demonstrate that its Board has made the necessary changes in policy and/or procedure to ensure that its selection and evaluation of the chief executive officer conforms to its governing documents.

The paragraphs that follow demonstrate that USC's Board of Trustees has made changes to policy and procedure to ensure that its selection and evaluation of USC's President conform to the Board's governing documents, in accordance with SACSCOC Standard 4.2.c (CEO evaluation/selection).

Selection of the President

The selection of the University of South Carolina System's President, who is also President of the University of South Carolina campus at Columbia, is among the most important fiduciary duties of the University's Board of Trustees. [State law](#) (see Section 59-117-40[5]) explicitly notes the Board's sole authority "to appoint a University president." Article IV Section 1 of the Board's [Bylaws](#) states that the Board will "[e]lect a President of the University to serve at the will of the Board or for such term and compensation as the Board may prescribe."

Since [initiating](#) its governance reforms in August of 2019, the University of South Carolina Board of Trustees has introduced revisions to its governing documents to clarify expectations of the Board and of any committee designated by the Board to recruit and assess candidates for USC's presidency in the future.

These reforms were completed through a revision that removed description of the Presidential Candidate Search Committee within [Bylaws](#) and inserted a reference to a new [policy](#) (BTRU 3.01 “Presidential Candidate Search Committee”), which describes the composition of any future Presidential Candidate Search Committee along with expectations for the committee’s conduct and procedures.

The Ad Hoc Advisory Committee on Governance recommended changes to Bylaws and the new policy BTRU 3.01 after careful review of [scholarship](#) regarding presidential searches, inspection of presidential-search [guidelines](#) in use by peer universities and university systems, discussions of dynamics at play in the 2019 presidential search, and development of prevention measures that might be achieved via policy and procedure that were deemed appropriate by Trustees.

The Ad Hoc Advisory Committee on Governance discussed proposed edits to Bylaws on June 29, 2020 (see [agenda](#) and [minutes](#) and [materials](#)). The Committee discussed edits, along with language for the new policy, on July 17, 2020 (see [agenda](#) and [minutes](#) and [materials](#)).

Proposed edits to the Bylaws were approved by the Ad Hoc Advisory Committee on Governance on July 17, 2020 (see [agenda](#) and [minutes](#) and [materials](#)); by the Executive and Governance Committee on July 24, 2020 (see [agenda](#) and [minutes](#) and [materials](#)); and by the full Board of Trustees first on July 24, 2020 (see [agenda](#) and [minutes](#)) and then on August 14, 2020 (see [agenda](#) and [minutes](#)). Board policy BTRU 3.01 was approved by the Ad Hoc Advisory Committee on Governance on July 17, 2020 (see [agenda](#) and [minutes](#) and [materials](#)); by the Executive and Governance Committee on July 24, 2020 (see [agenda](#) and [minutes](#) and [materials](#)); and by the full Board of Trustees on July 24, 2020 (see [agenda](#) and [minutes](#)), to take effect on August 14, 2020. (Note: Edits to Bylaws require two reviews and approvals by the full Board of Trustees. Edits to or creation of policies require one approval by the full Board of Trustees.)²

[BTRU 3.01](#) (“Presidential Candidate Search Committee”) explicitly addresses the following, through changes to procedures previously described in Bylaws and through the introduction of new requirements for conduct:

- 1) *Revisions to the composition of the Presidential Candidate Search Committee:* Previously described by the Board’s [Bylaws](#), the composition of the Presidential Candidate Search Committee merited reassessing by the Ad Hoc Advisory Committee on Governance and full Board of Trustees. BTRU 3.01 broadens representation on the Committee to faculty leaders among the USC System’s independently accredited universities, while maintaining the Committee’s manageable size.³ BTRU 3.01 reflects careful attention to shared governance, given AGB’s recommendation that this important topic requires

² New Board policies, edits to policies, and edits to Bylaws may originate within any of the Board’s committees. Upon approval by an originating committee other than the [Governance Committee](#), the Governance Committee (formerly the Executive and Governance Committee) must review and approve. Finally, the full Board must review and approve (once, in the case of policies; in two meetings, in the case of Bylaws).

³ Previously, [Bylaws](#) mandated the inclusion of two USC Columbia faculty members and one faculty member from another USC System campus or university. [BTRU 3.01](#) mandates one faculty representative from each of these five universities and campuses: USC Aiken, USC Beaufort, USC Columbia, USC Upstate, and the Palmetto Colleges campuses (collectively).

increased focus on the part of the Board of Trustees (see [pages 1, 5, 6, 8, 22, 28, and 30](#)); as such, the number and proportion of faculty members on the Search Committee have increased (in this revision to past policy and procedure). Additional goals regarding representation for the Search Committee's composition that could not be accomplished without swelling the Committee's membership to an unmanageable size are mitigated by an explicit demand within BTRU 3.01 that the Search Committee seek input from stakeholders and interested persons across the USC System.

- 2) *Explicit delineation of the role of Chair of the Search Committee*: Previous governing documents did not describe the duties of the Chair of the Search Committee. BTRU 3.01 explicitly references expectations of the Chair, as suggested by best practices in human resources and executive searches in higher education. BTRU 3.01 refers explicitly to legal and policy expectations of the Chair of the Search Committee stemming from the South Carolina Freedom of Information [Act](#), the South Carolina Ethics [Act](#), and Board [policy](#) BTRU 1.19 ("Protecting the Institution from Undue Influence"), which is described fully in later pages of this monitoring report.
- 3) *More detailed expectations for an orientation for the Presidential Candidate Search Committee*: BTRU 3.01 provides more detailed descriptions of the information to be imparted to the Search Committee by the Chair of the Board and by USC Columbia executives, including the General Counsel; Vice President for Diversity, Equity, and Inclusion; Director of Equal Opportunity Programs; and Vice President for Human Resources at the initial meeting of the Search Committee.
- 4) *More detailed charge from the Chair of the Board to the Presidential Candidate Search Committee*: The Board of Trustees elected to mandate, in BTRU 3.01, a charge from the Chair of the Board to the Search Committee that is more detailed and comprehensive than charges issued in the past. (See, for example, the [charge](#) issued in 2018 by then-Chairman John von Lehe, Jr. to the Presidential Candidate Search Committee.) BTRU 3.01 introduces explicit expectations for the Committee regarding how it should develop a presidential job description; conduct its work to ensure equitable treatment of candidates; maintain confidentiality; obey laws and policies such as the South Carolina Freedom of Information [Act](#), the South Carolina Ethics [Act](#), and Board [policy](#) BTRU 1.19 ("Protecting the Institution from Undue Influence"), which is described fully in later pages of this monitoring report; and so forth.
- 5) *Detailed description of the importance of confidentiality in the search, along with the potential consequences of a committee member's or the Chair's violating this expectation*. Based on experience and an inspection of relevant [scholarship](#), Board members believed that confidentiality merited explicit attention in BTRU 3.01. Furthermore, the Board believed that breaching confidentiality might require the removal of a member of the Search Committee. This process is therefore outlined in BTRU 3.01.
- 6) *Detailed description of the importance of Board policy BTRU 1.19 ("Protecting the Institution from External Influences")*: Because protecting the Board of Trustees from undue influence is especially important to the work of the Board as it searches for a chief

executive, and because undue influence was allegedly at issue in the 2018-19 presidential search, BTRU 3.01 explicitly describes the application of [BTRU 1.19](#) (“Protecting the Institution from External Influences”) to the Presidential Candidate Search Committee, while noting the potential consequences of a committee member’s or the Chair’s violating this policy. BTRU 1.19 is described more fully in later pages of this report, relative to SACSCOC Standard 4.2.f (External influence).

- 7) *Procedures by which a committee member or the Chair of the Search Committee may be removed from the Committee.* The Board believed that failure to conduct the Search Committee’s work adequately could require the removal of a member of the Search Committee or its Chair. For this reason, the Board specified procedures for removal in BTRU 3.01.
- 8) *Guidelines for employment of a search firm or search consultant.* Based on experience and an inspection of relevant [scholarship](#), the Board elected to memorialize in BTRU 3.01 some guidance regarding search firms and search consultants.
- 9) *Guidelines for thorough execution of reference checks.* Based on experience and an inspection of relevant [scholarship](#) (especially the 2012 [edition](#) of William G. Bowen’s *The Board Book: An Insider’s Guide for Directors and Trustees*), the Board elected to memorialize in BTRU 3.01 some guidance regarding thorough checking of references for finalists.

The University of South Carolina’s Board of Trustees asserts that Board [policy](#) BTRU 3.01 (“Presidential Candidate Search Committee”) demonstrates a vast improvement over former University governing documents regarding USC presidential searches, which focused on the composition of the Search Committee only. The University asserts, furthermore, that BTRU 3.01 provides safeguards against problems perceived or associated with the 2018-19 presidential search, while introducing other elements in keeping with best practices. BTRU 3.01 will provide procedural guidance for future committees searching for and assessing candidates for USC’s presidency, while making clear the Board’s expectations for these committees and for itself. The Board will maintain its attention to BTRU 3.01, for continual improvement, and will assess the policy’s effectiveness once implemented during a future search.

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, 2020 (see [agenda](#) and [minutes](#)). 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 have been 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 AGB consultants 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. Recommendation memos are due to the Board Office by September 30. The Governance Committee will consider all memos received, collectively, thereafter. 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 creation of [BTRU 3.01](#) ("Presidential Candidate Search Committee") and this subsequent offer to consider opinions from USC System stakeholders regarding the governance of the System are evidence of the Board's commitment to governance itself. Based on guidance from AGB (see [page 17](#)), the Board instituted an Ad Hoc Advisory Committee on Governance on February 14, 2020 (see [agenda](#) and [minutes](#)) and then established a standing Governance Committee on August 14, 2020 (see [agenda](#) and [minutes](#)) as it restructured all Board committees. The [Governance Committee](#) first met on August 27, 2020 (see [agenda](#) and [minutes](#) and [materials](#)).

The Ad Hoc Advisory Committee on Governance served as the vehicle for research, debate, and development of policies and procedures to improve the Board's governance for the majority of the innovations recorded in this monitoring report. The Governance Committee will continue this work, which AGB estimated to require as many as 18 months of effort (see [page 9](#)); and the Governance Committee has forecasted a [plan](#) for action for the remainder of 2020 through 2021. Furthermore, the Governance Committee will serve as the body to ensure that the Board enforces its own policies and procedures in the present and in the future, per the committee's duties as described by [Bylaws](#) (see Section V of Article VIII).

USC's Board of Trustees is committed to understand and adopt best practices, for its own continual education in trusteeship, and for improvements to policies and procedures. The Board will introduce a continuing-education [module](#) for Trustees regarding the presidential search in the future, so that Trustees might be educated as to the rationales, policies, and procedures for selection of the University's chief executive. The [Governance Committee](#) has reviewed and approved a continuing-education [plan](#) through 2021. The Committee will refresh this plan annually, following ongoing assessment of its effectiveness.

Evaluation of the President

In addition to selecting the President of the University, the Board of Trustees reviews and evaluates the President, first, to review the general performance and effectiveness of the President and, second, to provide the President with feedback on performance facets that might benefit from attention and improvement.

The Board completed an evaluation of Robert L. Caslen Jr., USC's current President, on August 14, 2020 (see [agenda](#) and [minutes](#)). This evaluation included two phases:

- 1) *A 360° assessment of the President.* In early July of 2020, a 360° assessment of the President was administered at the President's own request, by third-party vendor [LeadersEdge](#). Through the vendor, Trustees, the President's peers, and the President's direct reports were asked to provide evaluation feedback. Aggregated feedback was provided by the vendor to the President in mid-July. The President then forwarded this aggregated feedback to all Trustees as context for the second phase of assessment, described below.
- 2) *Board of Trustees and SC Agency Head assessment of the President.* In late July of 2020, then-Chair John von Lehe, Jr. [requested](#) that Trustees assess the performance of President Caslen, using the official Agency Head Salary Commission's evaluation instrument in accordance with [state laws and provisos](#). Two context documents were provided to Trustees for consideration as they used the Agency Head Salary Commission evaluation instrument to rate the President's performance: a summary of the President's 360° assessment, described above, and a narrative prepared by the President describing his accomplishments for 2019-20. Trustees' individual evaluations of the President were tallied by Vice President for Human Resources Caroline Agardy and included in the formal evaluation, which was delivered by the Board to the President at the Board's August 14, 2020 meeting (see [agenda](#) and [minutes](#)).

As further evidence of the Board's continued practice regarding presidential assessment, the University provides here the records of 2016, 2017, and 2018 evaluations for immediate-past President Harris Pastides, conducted in accordance with state laws and provisos. (President Pastides announced his retirement on October 3, 2018, and he stepped down on July 31, 2019; as a result, an annual evaluation of the President—which would normally be conducted during July and August—was not conducted for President Pastides for 2019.)

Among the new [Governance Committee](#)'s responsibilities are to “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](#),” which oversees executive compensation at the Board level (see [Section V of Article VIII](#)).⁴ As the Board leverages this new Governance Committee to focus on and improve the fiduciary role of the Board and its members, the Board will benefit from this dedicated attention to the assessment of the University System's chief executive.

The Board will study its procedures for assessing the President later in 2020 and 2021, within the context of assessment required by state laws and provisos, as a part of the Governance Committee's [work plan](#) for continued revisions to governance policies and procedures. After assessing and revising these procedures, the Board will introduce an annual continuing-education [module](#) for Trustees regarding evaluation of the President that must be completed before a Trustee begins his or her assessment of the President in Summer of 2021 and for each annual assessment cycle thereafter.

⁴ The new committee structure for the Board of Trustees took effect on August 14, 2020 (see [agenda](#) and [minutes](#)), after a review and approval by the Executive and Governance Committee on June 19, 2020 (see [agenda](#) and [materials](#)) and approval by the full Board of Trustees on June 19, 2020 (see [agenda](#) and [minutes](#)) and July 24, 2020 (see [agenda](#) and [minutes](#)).

USC's Board of Trustees has made changes to policy and procedure to ensure that its selection of USC's President conforms to the Board's governing documents, in accordance with SACSCOC Standard 4.2.c (CEO evaluation/selection). The Board's revisions to [Bylaws](#) and introduction of [policy](#) BTRU 3.01 ("Presidential Candidate Search Committee") ensure that selection of the President conforms to the Board's governing documents and faithfully fulfills requirements of SACSCOC Standard 4.2.c. Existing Board procedures for the evaluation of the President conform to [state laws and provisos](#) and fulfill appropriate requirements of SACSCOC Standard 4.2.c (CEO evaluation/selection); in pursuit of continual improvement, the Board will assess its just-completed evaluation of President Caslen for opportunities to clarify and strengthen University procedures regarding assessment of the chief executive in the future, in keeping with state laws and provisos. Innovations will include an annual, required continuing-education [module](#) for Trustees regarding evaluation of the President.

Standard 4.2.f (External Influence)

SACSCOC Standard 4.2.f expects that an institution's governing board "protects the institution from undue influence by external persons or bodies."

In her January 14, 2020 ("SACSCOC Request #4") [letter](#) to USC, SACSCOC President Belle S. Wheelan, Ph.D. wrote the following:

There appears to be adequate evidence of undue influence from the Governor during the presidential selection process. The current [November 1, 2019] [report](#) is only partially responsive to steps that will be taken regarding Board education and related processes to prevent/respond appropriately to undue influence. The institution has not yet demonstrated that its governing board protects the institution from undue influence by external persons or bodies.

The Board of Trustees has made changes to policy and procedure to ensure that it prevents and responds appropriately to undue influence by external persons or bodies, in accordance with SACSCOC Standard 4.2.f (External influence). This report documents that the Board enacts continuing education for existing Trustees, along with orientation for new Trustees, to ensure Trustees' awareness of their fiduciary duties, including the duty to avoid and respond appropriately to undue external influence.

Board Code of Conduct and Oath of Office

In January of 2020, AGB consultants recommended that the University of South Carolina Board of Trustees adopt a Code of Conduct (see [page 8](#)). The Board adopted a [Code of Conduct](#), along with an Oath of Office associated with the Code, on February 14, 2020 (see [agenda](#) and

⁵ AGB consultants used the word "recommendation" in their report in a sense unlike the application of the word "recommendation" (versus the word "suggestion") in the business of SACSCOC. AGB recommendations were offered as options for action based on assessments requested by USC. USC has treated every AGB recommendation with appropriate, serious consideration; and the University will continue to do so. Nevertheless, USC recognizes that a "recommendation" from SACSCOC denotes an action that the University must fulfill in order to maintain compliance with SACSCOC accreditation standards.

[minutes](#)). Among other affirmations, the Code of Conduct states each Trustee’s obligation to fulfill his or her legal and fiduciary duties, to “resist any efforts to influence my decisions or that might compromise my independent judgment,” to participate in continuing education programs for Trustees, to abide by policies, to maintain confidentiality, and to notify the Chair of the Board of suspected violations of the Code.

The Board’s Oath for Trustees, which is a portion of the larger Code of Conduct, reads as follows:

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.

Each Trustee signs a copy of the Code of Conduct and Oath on an annual basis, upon the Chair’s leading the Board in reciting the Oath at a public meeting of the full Board. (Trustees who are elected or appointed to serve on the Board at points that do not coincide with the annual meeting where the Code and Oath are signed will sign the Code and Oath during new Trustee orientation.) Most recently, Trustees read the Oath aloud (and [signed copies](#) of the Code of Conduct and Oath) at the August 14, 2020 meeting of the full Board of Trustees (see [agenda](#) and [minutes](#)).

Board Policy on Protecting the University from Undue Influence

The January 2020 assessment report from AGB refers repeatedly to factors that, individually and combined, make the University of South Carolina Board of Trustees potentially susceptible to undue external influences (see [pages](#) 6, 7, 24, 25, and 26). AGB’s consultants cited the Governor’s role as *ex officio* Chair of the Board, along with the fact that most Trustees are elected to their positions by the General Assembly, as political forces on the Board that have the potential to compromise (or appear to compromise) the independent and fiduciary roles of the Board and its members.

Recognizing that both the Governor’s statutory role and the method by which Trustees are selected are based on statute that neither the University System nor the Board of Trustees can alter, the Board set out immediately following receipt of assessments from AGB to institute a policy solution to aid the Board and its members in the event of future instances of attempts by external actors to leverage undue influence. This effort addressed also many of the public and political irregularities in the 2018-19 USC presidential search, arming the Board with protections against real and perceived external forces that might attempt to shape Trustees’ opinions or actions inappropriately.

The University of South Carolina Board of Trustees adopted Board [policy](#) BTRU 1.19 (“Protecting the Institution from External Influences”) on February 14, 2020 (see [agenda](#) and

[minutes](#)). BTRU 1.19 demonstrates the commitment of the University of South Carolina Board of Trustees to protect the institution from undue influence by external persons or bodies. The policy complements the portion of the new [Code of Conduct](#) and Oath of Office for the Board of Trustees that affirms that each Trustee will “resist any efforts to influence my decisions or that might compromise my independent judgment.” The policy defines the principles that guide Board members’ actions. BTRU 1.19 outlines the following procedures: Board members who have been approached by an individual or body for the purpose of leveraging authority to influence the Board member’s independent judgment shall first cite the policy to the individual of body, and then shall immediately inform the Board Chair, who shall notify the Governance [Committee](#) of the Board and the President.

Other Board policies have been modified subsequently to contain references to [BTRU 1.19](#), as appropriate. For instance, Board policies [BTRU 3.01](#) (“Presidential Candidate Search Committee”) and [BTRU 3.02](#) (“Fiduciary Duties of Trustees”) make reference to BTRU 1.19 (“Protecting the Institution from External Influences”), providing necessary linkages between policy expectations. The [Code of Conduct](#) and Oath of Office for Trustees refer specifically to BTRU 1.19; and other references to BTRU 1.19 will be inserted, as appropriate, into revised [Bylaws](#) and policies as the Board of Trustees continues its comprehensive effort to assess and revise its governance policies and procedures, according to the Governance Committee’s work [plan](#) for 2020-21.

Board Policy on the Fiduciary Duties of Trustees

AGB’s consultants assessed in January of 2020 that USC’s Board of Trustees “is limited in its strategic focus and fiduciary awareness” (see [page 1](#)). Throughout AGB’s report, in fact, consultants note the Board’s political rather than fiduciary culture of governance, along with other indicators of the Board’s apparently inconsistent fulfillment of the basic principles of its role (see [pages 1, 2, 3, 5, 6, 7, 8, 10, 13, 14, 15, 16, 17, 19, 21, 22, 23, 24, 26, 28, 31, and 32](#)). A central element of AGB’s recommendations therefore involves methods by which the Board of Trustees might adopt an increasingly fiduciary culture.

Among a variety of efforts adopted or scheduled for assessment and enactment in 2020-21 is the Board’s work to articulate clearly and repeatedly the fiduciary duties of Trustees. The primary example of this work is Board [policy](#) [BTRU 3.02](#) (“Fiduciary Duties of Trustees”). The Board’s Ad Hoc Advisory Committee on Governance approved BTRU 3.02 on July 17, 2020 (see [agenda](#) and [minutes](#) and [materials](#)), referring the policy to the Board’s Executive and Governance Committee, which approved BTRU 3.02 on July 24, 2020 (see [agenda](#) and [minutes](#) and [materials](#)). The full Board of Trustees approved BTRU 3.02 on July 24, 2020 (see [agenda](#) and [minutes](#)).

The policy outlines the general principle of fiduciary duties before applying the principle to the specific responsibilities of the University of South Carolina Board of Trustees and its individual members. Furthermore, the policy notes the potential consequences for a Trustee’s failure to uphold his or her fiduciary duties. The policy links a Trustee’s fiduciary duties to the need to protect the University from undue external influence, citing [BTRU 1.19](#) (“Protecting the Institution from External Influences”).

At the August 14, 2020 meeting of the full Board of Trustees (see [agenda](#) and [minutes](#)), the importance of fiduciary duties was reinforced through a continuing-education lesson for the Board. In a module within the larger continuing-education curriculum for Trustees, a Boston Consulting Group executive spoke to Trustees regarding fiduciary duties generally and the duties of USC Trustees specifically.

Board Policies on Conflicts of Interest

Article XVI of the Board's [Bylaws](#) sets forth the Board of Trustees Conflicts of Interest Policy, the stated purpose of which is "to protect the interest of the University when contemplating entering a transaction or arrangement that might benefit the private interest of a trustee." Annually, each member of the Board of Trustees signs a statement that affirms that Trustees have received a copy of the Conflicts of Interest Policy, read and understood the policy, and have agreed to comply with the policy. The University of South Carolina has provided [signed copies](#) of all Trustees' 2019 conflict of interest policy statements.

The Conflicts of Interest Policy, as set forth in the Board's Bylaws, complements Board [policy](#) BTRU 1.18 ("Conflicts of Interest and Commitment"), which operates similarly to Bylaws but applies more broadly to other, appropriate members of the University community in addition to Trustees.

As a part of the Board's [continuing-education](#) efforts, the full Board of Trustees will discuss policies regarding conflicts of interest at the full meeting of the Board on October 9, 2020.

Board Responsibilities

[Bylaws](#) of the Board of Trustees Bylaws outlines the individual responsibilities of Board members. According to Article III, each member of the Board of Trustees shall:

- 1) 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";
- 2) 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;
- 3) 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;
- 4) Notify the 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

- 5) 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.

South Carolina Code of Laws and USC Board of Trustee Member Ethical Behavior

Members of the University of South Carolina Board of Trustees are public officials subject to the ethical rules of conduct found in Sections 8-13-700 to 8-13-795 of the South Carolina Ethics, Government Accountability and Campaign Reform [Act](#) of 1991 (“Ethics Act”). Violations of these rules subject Board members to various penalties specified in the Ethics Act (see, for example, Section 8-13-705[F], 8-13-725[B][2], 8-13-735[C], 8-13-780, and 8-13-790), including but not limited to prosecution by the State Ethics Commission and the South Carolina Attorney General’s Office. Section 8-13-700 requires Board members to disclose potential conflicts of interest and to abstain from participating in any action that would affect “an economic interest of himself, a family member, an individual with whom he is associated, or a business with which he is associated.”

The Ethics Act requires Trustees to file annually with the State Ethics Commission a Statement of Economic Interests disclosing relationships with external parties that may pose a conflict of interest with the Trustee’s duties and responsibilities to the Board. (See the state’s Statement of Economic Interests [User Guide](#) for more information.) Statements of Economic Interests are public documents available for public inspection. There is a \$100 fine for each day that the form is late. The University has provided here copies of Board Member Statements of Economic Interest for [2019](#) and [2020](#) as evidence of compliance.

Board policy BTRU 3.01 (“Presidential Candidate Search Committee”), Board policy BTRU 3.02 (“Fiduciary Duties of Trustees”), and the Code of Conduct and Oath for Trustees specifically note the importance of the South Carolina Ethics Act to the conduct of the University of South Carolina Board of Trustees.

Additional information regarding the state’s Ethics Rules of Conduct is available [here](#).

Other Board Policies

Other responsibilities of Trustees that are not described above are often codified in USC System [policies](#) specific to the Board. These policies, each labeled with the identifier “BTRU,” are as follows:

- Board [Policy](#) BTRU 1.04 “Authority to Sign Contracts”
- Board [Policy](#) BTRU 1.06 “Audit & Advisory Services”
- Board [Policy](#) BTRU 1.09 “Employment of Outside Legal Counsel”
- Board [Policy](#) BTRU 1.12 “Use of University of South Carolina Name”
- Board [Policy](#) BTRU 1.14 “University Designated Funds”
- Board [Policy](#) BTRU 1.15 “University Personnel Expenditure Policy”
- Board [Policy](#) BTRU 1.16 “Board Member Expense Policy and Procedures”
- Board [Policy](#) BTRU 1.20 “Dishonest Acts and Fraud”

- Board [Policy](#) BTRU 1.22 “Reporting Violations of State and Federal Laws or Regulations”
- Board [Policy](#) BTRU 1.24 “Internal Control Policy”
- Board [Policy](#) BTRU 2.01 “Honorary Degree Recipients”
- Board [Policy](#) BTRU 2.03 “Removal of a Board of Trustees Member”

Orientation of New Trustees

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 new [Code of Conduct](#) and Oath of Office for the USC Board of Trustees prompts each Trustee to assert that “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.” This new statement therefore reinforces each member’s individual responsibility to participate in learning programs provided by the Board, as Trustees take part in the Oath annually.

The University’s long-standing orientation programs for new Trustees have operated well. As the July 10, 2020 [agenda](#) for orientation programs for new Trustees Alex English and Robin Roberts demonstrates, new Trustees visit the USC System’s campus in Columbia over the course of a day, meeting 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. 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 Secretary of the Board sends an [email](#) to new Trustees, following orientation, to inquire about any of the new Trustees’ needs for additional information—and to seek feedback regarding the efficacy of the orientation program.

An [agenda](#) for orientation of new Trustees from January 22, 2019 and an additional [agenda](#) for orientation of one new Trustee from January 14, 2020 evidence the consistent delivery of this form of orientation.

The Board of Trustees has prepared a slightly [revised 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 a visit to Columbia, along with support structures for new Trustees and an opportunity for assessment:

- 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.
- 2) 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.)
- 3) 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.
- 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.

Assessment of the revised orientation program will measure fulfillment of 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.

The [Governance Committee](#) will consider the assessment results from this October 2020 orientation program as it evaluates the need for any additional revisions to the orientation program.

Each Board member who completes the orientation for new Trustees signs a completion form. The University of South Carolina has provided copies of completion forms for Trustees who joined the Board in [January 2020](#) and [July 2020](#). At least one new Trustee will join the Board and participate in orientation in October 2020. He or she will sign a similar completion form.

Continuing Education for Trustees

Again, protecting the University System and the Board from undue external influence depends on Trustees' understanding of their fiduciary duties. Continuing education is an important complement to orientation programs for new Trustees. AGB's report for the USC System stresses continuing education for Trustees repeatedly (see [pages 2, 3, 11, 12, 13, 16-17, 19, 27, 28, and 30](#)). Continuing education for Trustees is especially important for the USC Board of Trustees, given the longevity of service of so many Trustees.

The new [Code of Conduct](#) and Oath of Office for the USC Board of Trustees prompts each Trustee to assert that "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."

Continuing education for Trustees has not been enacted by the University of South Carolina Board of Trustees with any frequency or consistency until very recently. AGB consultants offered pointed criticism of the Board regarding this topic (see [pages 2, 3, 11, 12, 13, 16-17, 19, 27, 28, and 30](#)). The Board acknowledges this shortcoming, and the new Code of Conduct and Oath of Office for Trustees signal a new protocol for continuing-education programs.

The Board has enacted a continuing-education [program](#) for Trustees, and the Board has forecasted continuing-education opportunities for the remainder of the 2020 calendar year and for all of 2021. The [Governance Committee](#) reviewed these plans at its August 27, 2020 meeting (see [agenda](#) and [minutes](#) and [materials](#)).

A continuing education module has been delivered and will be delivered at each scheduled meeting of the full Board of Trustees. These modules are explicitly labeled as continuing education for Trustees on the agenda of each meeting (see [agenda](#) for June 19, 2020 and [agenda](#) for August 14, 2020), and minutes (see [minutes](#) for June 19, 2020 and [minutes](#) for August 14, 2020) record the attendance of Trustees at these meetings.

The first continuing education lesson in the Board's new program occurred on June 19, 2020, when SACSCOC President Belle S. Wheelan, Ph.D. spoke to the Board regarding its responsibilities in completing this monitoring report (see [agenda](#) and [minutes](#)).

The second continuing education [lesson](#) in the Board's new program occurred on August 14, 2020 (see [agenda](#) and [minutes](#)), when J. Puckett, Managing Director and Senior Partner with the

Boston Consulting Group, spoke to the Board regarding fiduciary duties generally and the specific fiduciary duties of the USC Board of Trustees.

Remaining continuing-education [modules](#) for 2020 have been programmed, and modules for 2021 have been scheduled. Continuing education will be a focus of the 2021 annual retreat of the Board of Trustees, scheduled for January 15-16.

To be assessed through survey instruments at the conclusion of each continuing-education module will be the efficacy of each module to meet some or all of the following 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.
- 2) *Increase each 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.

USC's Board of Trustees has made changes to policy and procedure to ensure that it protects itself and the University System from undue influence by external persons or bodies, in accordance with SACSCOC Standard 4.2.f (External influence). These changes include a new Board [policy](#) on protecting the University System from undue external influences, a new Board [policy](#) articulating the fiduciary duties of the Board and its members, a new [Code of Conduct](#) for the Board, and an Oath of Office for Trustees associated with the Code of Conduct. These new policies complement existing statutes such as the SC Ethics [Act](#) and SC Freedom of Information [Act](#), along with existing Board governing documents such as its [policies](#) on conflicts of interest

and sections of [Bylaws](#) regarding requirements for Trustees. The Board of Trustees reinforces these expectations through a [revised orientation program](#) for new Trustees, which will be implemented in October of 2020, following the September election of at least one new Trustee. In addition, the Board has initiated a continuing-education [program](#) for all Trustees to coincide with each meeting of the full Board. The Board has completed two modules of this program as of this writing. Two additional modules will be delivered before the close of 2020. Forecasted modules for 2021 are already on the calendar of Board meetings, along with one retreat for the USC Board of Trustees.

Conclusion

This monitoring report, submitted by the University of South Carolina Columbia at the request of the Southern Association of Colleges and Schools Commission on Colleges, reflects extensive work on the part of USC's Board of Trustees to meet and exceed the expectations of SACSCOC, in terms of the Board's compliance with SACSCOC *Principles of Accreditation* Standard 4.2.c (CEO evaluation/selection) and Standard 4.2.f (External influence).

More broadly, the Board's work includes revisions to the Board's governance policies and procedures. These revisions, described in Appendix C, reflect the Board's willingness to assess, improve, and police itself. These revisions are among the first steps necessary for the Board of Trustees to regain public trust that eroded during and after the 2018-19 presidential search that prompted SACSCOC's inquiry into the Board's conduct and governance practices. That inquiry led to a request by SACSCOC for this monitoring report.

The Board of Trustees acknowledges that inadequate policies and procedures, inattention to policies and procedures, and incomplete understanding among Trustees of their individual and collective fiduciary duties prompted a crisis that affected many (if not all) within the USC System community. The Board is committed to demonstrating both the will and the ability to implement change that will restore the public's trust and stabilize the Board for continued oversight of the University System.

The Board's efforts that are documented in this monitoring report therefore reflect a focus on specific policies and procedures, coupled with a wider self-inspection of governance culture. This inspection began with the benefit of [insights](#) provided by AGB, continued as the Board procured additional assistance and established an Ad Hoc Advisory Committee on Governance (see [agenda](#) and [minutes](#) from the February 14, 2020 meeting of the Board of Trustees, when the Ad Hoc Committee was established) to consider and apply governance revisions; and this inspection will continue for the foreseeable future, in the spirit of continual improvement. The Board's new [Governance Committee](#) has committed to a prioritized [list](#) of assessments for the remainder of 2020 and for all of 2021, and the Governance Committee will refresh its list of forecasted work regularly.

To ensure present and future compliance with SACSCOC Standard 4.2.c (CEO evaluation/selection), the Board implemented new Board [policy](#) BTRU 3.01 ("Presidential Candidate Search Committee") to outline through policy the procedures that the Board (and any search committee empowered by the Board to recruit and assess candidates for the USC

presidency) must follow in a manner consistent with the law, with ethical standards, and with best practices in executive searches and human resources. The Board has continued assessment practices required by the state, along with Board procedures, for evaluating the President annually. During 2020, the standard state and Board practice for evaluating USC President Caslen was bolstered considerably by a 360° assessment. The Board's [Governance Committee](#) will consider improvements to the annual procedure for evaluating the President, in keeping with state laws and provisos, in the months ahead, according to a [work plan](#) adopted by the committee. The Board will consider also a required, annual continuing-education [module](#) for Trustees who will participate in future assessments of the President. These new and existing policies and procedures ensure the Board's adherence to its governing documents.

Specific innovations implemented by the Board to ensure present and future compliance with SACSCOC Standard 4.2.f (External influence) include a new [Code of Conduct](#) and Oath of Office for Trustees and Board [policy](#) BTRU 1.19 ("Protecting the Institution from External Influences"). These innovations complement new Board [policy](#) BTRU 3.02 ("Fiduciary Duties of Trustees"), along with an array of institutional [policies](#) and state laws designed to insulate public bodies such as the USC Board of Trustees from undue political (or other) influence. The Board implemented also a revised program for orientation of new Trustees and a new practice of continuing education for Trustees to instill and maintain Trustees' understanding of and attention to their fiduciary duties. These educational efforts complement and will focus regularly on new policies, including BTRU 1.19 and BTRU 3.02—along with existing policies, laws, and responsibilities. These new and existing policies and procedures ensure the Board's adherence to its governing documents.

Documenting further the Board's commitment to continual improvement, the Board has fulfilled or has documented plans to fulfill through the end of 2021 the governance revisions forecasted in USC's November 1, 2019 [letter](#) to SACSCOC. These include general goals based on governance principles that were clarified for the Board in AGB's January 2020 assessment. Then-Chair John von Lehe, Jr's restatement of those goals was as follows. Fulfillment to-date of these goals is detailed in footnotes:

1. clarify roles and responsibilities of the board and individual board members;⁶
2. improve institutional and system governance;⁷

⁶ To date, new efforts to clarify the roles and responsibilities of the Board and individual Trustees include the new [Code of Conduct](#) and Oath of Office, new Board [policy](#) BTRU 1.19 ("Protecting the Institution from External Influences"), new Board [policy](#) BTRU 3.01 ("Presidential Candidate Search Committee"), new Board [policy](#) BTRU 3.02 ("Fiduciary Duties of Trustees"), the new committee [structure](#) for the Board as articulated by revised [Bylaws](#), and the new [charters](#) for these new committees. Work to clarify roles and responsibilities will continue as the [Governance Committee](#) conducts a complete review of its Bylaws and policies, according to the committee's [work plan](#).

⁷ To date, major work to improve institutional and USC System governance has included hiring a governance [consultant](#), establishing an Ad Hoc Advisory Committee on Governance, and then establishing a [Governance Committee](#) and [University System Committee](#) once the Board's new [committee structure](#) was instituted. A working group of USC Chancellors continues to assess and [recommend opportunities](#) for improvement, and the new USC [strategic plan](#) includes goals for leveraging USC System collaboration. Further work includes the efforts cited

3. build stronger practices and board leadership;⁸ and
4. develop comprehensive orientation and annual education programs for board members.⁹

In addition, then-Chair von Lehe's November 1 [letter](#) to SACSCOC outlined these action steps for completion by the Board. Completion to-date of these goals is detailed in footnotes:

- 1) adopt best practices defining the appropriate roles and responsibilities for board members, including elected and *ex officio* members, and members appointed or designated by the Governor;¹⁰
- 2) enhance the existing orientation program for new board members with particular emphasis on individual trustee fiduciary responsibilities to the University;¹¹
- 3) develop a targeted, focused and mandatory annual training session for all board members that highlights board member[s'] obligations to protect the institution from external influence;¹²

above, in footnote 2. Additional work to improve institutional and USC System governance will continue as the Governance Committee conducts a complete review of its [Bylaws](#) and [policies](#), according to the committee's work plan.

⁸ Efforts to build stronger practices and Board leadership include the innovations cite in footnote 2, above. Additional efforts include a new continuing-education [program](#) and a revised [orientation](#) for new Trustees. The 2020-21 [work plan](#) for the Governance Committee includes the forecasted effort to encourage Trustee participation in programs sponsored by groups like AGB, to build Trustees' knowledge and leadership. (The new Chair of the Board of Trustees discussed this possibility with executives at AGB as recently as August 24, 2020.) [Plans](#) to revise assessment of the Board and its individual members will offer additional opportunities for formative improvement.

⁹ As is described in footnote 4, the Board has developed a new continuing-education [program](#) and a revised [orientation](#) for new Trustees.

¹⁰ The efforts described in footnotes 2-5 apply to all members of the USC Board of Trustees, whether *ex officio* or appointed by the Governor or elected by the legislature, whether voting or non-voting. All Board [Bylaws](#), [policies](#), and protocols treat Trustees equally, regardless of the method by which they joined the Board. Adopting best practices will continue, as the [Governance Committee's work plan](#) for 2020-21 describes.

¹¹ The Board has developed a revised [orientation](#) for new Trustees. Resources from AGB that will be leveraged during orientation ensure a focus on fiduciary duties.

¹² During the October 9, 2020 meeting of the full Board of Trustees, an educational module will focus on the new [Code of Conduct](#) and Oath of Office, along with Board [policy](#) BTRU 1.19 ("Protecting the Institution from External Influences"), fulfilling this recommendation from AGB. In addition, the Board's annual review of the Code of Conduct and Oath of Office includes a reminder regarding the necessity of protecting the institution from external influence. Members of the Board read the Oath aloud (and signed copies of the Code and Oath) most recently on August 14, 2020 (see [agenda](#) and [minutes](#)).

Furthermore, the continuing-education [module](#) offered by an executive with the Boston Consulting Group on August 14, 2020 (see [agenda](#) and [minutes](#)) discussed the fiduciary duties of trustees, along with the need for board members to maintain independence.

- 4) strengthen and articulate a clear process of integrity for future presidential searches with the expressed obligation to conduct all searches in accordance with published procedures, regulations and bylaws;¹³ and
- 5) review and modify board bylaws and policies to address areas in which board governance can be strengthened.¹⁴

Collectively, these accomplishments on the part of the University of South Carolina Board of Trustees demonstrate that the University of South Carolina Columbia is in compliance with both SACSCOC Standard 4.2.c (CEO evaluation/selection) and Standard 4.2.f (External influence). Revisions to policy and procedure, already codified by the Board, will be evaluated to ensure continual improvement and to assess effectiveness. Furthermore, the University's Board of Trustees has completed broader revisions to its policies and practices that strengthen Trustees' fulfillment of their fiduciary duties. Additional revisions to Board policies and practices will continue, as described in Appendix C.

Filing this monitoring report with SASCCOC coincides with USC Columbia's 10-year reaffirmation of its accreditation. USC Columbia's compliance report is due to SACSCOC on the same day as this monitoring report. A SACSCOC off-site team will evaluate the compliance report this Fall, and a Reaffirmation Committee will visit USC Columbia in March of 2021 (toward review by the SACSCOC Board in December of 2021). USC Columbia and the USC Board of Trustees hope to resolve all issues related to Standard 4.2.c and Standard 4.2.f before the SACSCOC Board considers USC Columbia's reaffirmation, so as to simplify the matters to be considered by the SACSCOC Board in 2021.

The University of South Carolina Columbia thanks President Belle S. Wheelan, Ph.D. and Vice President Linda Thomas-Glover, Ph.D. of SACSCOC for their guidance and for their service to institutions of higher education in the Southeast.

The Board of Trustees thanks the members of the University's SACSCOC Monitoring Report Advisory Group, who provided advice as this monitoring report was formulated.

Finally, the University repeats [these words](#) from former Board Chair John von Lehe, Jr., as to the intent of the Board of Trustees for the future: "Our goal remains to meet the highest standards of ethical, transparent and accountable board governance." This report reflects the Board's ethical, transparent, and accountable efforts. The Board's further work will meet these highest standards as well.

¹³ New Board [policy](#) BTRU 3.01 ("Presidential Candidate Search Committee") fulfills this recommendation from AGB.

¹⁴ The Board has revised Bylaws, policies, and procedures, as described in footnote 2. Review and modification of Bylaws and policies will continue, as the [Governance Committee's work plan](#) for 2020-21 makes clear.

Appendix A: Overview of the University of South Carolina Board of Trustees

The University of South Carolina Columbia submits this monitoring report to the Southern Association of Colleges and Schools Commission on Colleges, as requested on January 14, 2020. This 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.

The University of South Carolina Board of Trustees is the governing board of the University of South Carolina System. The Board governs USC Columbia in addition to other branch campuses that are accredited as parts of [USC Columbia](#), along with three independently accredited universities: [USC Aiken](#), [USC Beaufort](#), and [USC Upstate](#). (The President of the USC System serves also as President of USC Columbia. One chancellor leads each of the other three USC System universities.)

The Board's powers and responsibilities are defined by South Carolina [statute](#). The Board's Bylaws, along with a series of University [policies](#) (searchable in the online USC policy manual by the policy header "BTRU"), further outline the duties of the Board and its members.

[Statute](#) lists the composition of the USC Board of Trustees as follows:

The board of trustees of the University of South Carolina shall be composed of the Governor of the State (or his designee), the State Superintendent of Education, and the President of the Greater University of South Carolina Alumni Association, which three shall be members ex officio of the board; and seventeen other members including one member from each of the sixteen judicial circuits to be elected by the general vote of the General Assembly as hereinafter provided, and one at-large member appointed by the Governor (see Section 59-117-10).

[Section 59-117-50](#) of South Carolina's *Code of Laws* defines the role of the Governor on the Board of Trustees with greater detail, stating,

If the Governor chooses to serve as an ex officio member of the board, he shall preside at all regular and special meetings of the board of trustees in which he is in attendance. At those meetings at which the Governor is not in attendance the chairman of the board of trustees shall preside and in his absence such member shall preside as the board may select.

In an assessment report (see [page](#) 10) delivered to the Board of Trustees by consultants from the Association of Governing Boards of Universities and Colleges in January of 2020, the consultants noted, "[W]e are unaware of any other state that designates the governor as the public university board chair when present."

The Trustees representing the state's sixteen judicial districts serve four-year terms with no term limits defined by statute. Elections for Trustees are staggered such that elections for one cohort

of eight of the Trustees' sixteen seats take place during even-numbered years, with elections for the other eight seats taking place two years thereafter. In the event of a vacancy of any of these elected seats, the Governor may appoint someone to serve as Trustee until an election within the General Assembly may be scheduled.

As of this writing, one seat for an elected Trustee on the USC Board is vacant owing to the death of Trustee King Dixon II in July of 2020. This seat will be filled following legislative elections of members of South Carolina's various boards, scheduled for September 23, 2020. Seven additional Trustee seats are subject to election or reelection in September 2020 as well. (These legislative elections, normally conducted during Spring sessions of the General Assembly, were postponed earlier in 2020 due to protracted state business concerning a failed public utility, followed by suspension of the legislative session, necessitated by COVID-19.)

[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). (Only the *ex officio* Trustee who is President of the Greater University of South Carolina Alumni Association may be a non-resident of South Carolina.) Nevertheless, 16 of 19 current Trustees are men (when counting either the Governor or the Governor's designee, while noting the vacancy of one seat for an elected Trustee). The Board includes one Black male and one Black female; all other Trustees are White. 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.

As is detailed in this monitoring report, AGB has recommended¹⁵ steps that the Board of Trustees might implement in order to vacate seats on the Board, toward a more diverse membership of Trustees, prompting state-level elections (which would not, in fact, guarantee election of more diverse cohorts of Trustees). In the short term, the Board of Trustees has implemented revisions to Bylaws that will enable the introduction of more diverse cohorts of persons into the work of the Board, per other advice from AGB (see [page 10](#)): On July 24, 2020 (see [agenda](#) and [minutes](#)), the Board approved edits to [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). (Implementation of the Board's ability to appoint non-Board, non-voting expert advisors will contribute to another solution recommended by AGB—namely, a policy-related or procedural means for the Board of Trustees both to recruit needed, strategic advice and to introduce a variety of professional expertise to the Board's work [see [pages 9-10](#)].)

¹⁵ AGB consultants used the word "recommendation" in their report in a sense unlike the application of the word "recommendation" (versus the word "suggestion") in the business of SACSCOC. AGB recommendations were offered as options for action based on assessments requested by USC. USC has treated every AGB recommendation with appropriate, serious consideration; and the University will continue to do so. Nevertheless, USC recognizes that a "recommendation" from SACSCOC denotes an action that the University must fulfill in order to maintain compliance with SACSCOC accreditation standards.

Appendix B: Timeline of 2019-2020 Correspondence and Meetings Between SACSCOC and USC Columbia

The following pages describe correspondence and meetings between SACSCOC and the University of South Carolina Columbia from July 2019 through the January 2020 request from SACSCOC that USC Columbia submit this monitoring report.

July 15, 2019 Request from SACSCOC to USC (“SACSCOC Request #1”)

The University of South Carolina Columbia received a [letter](#) from Vice President Linda Thomas-Glover, Ph.D. of SACSCOC dated July 15, 2019 (“SACSCOC Request #1”) that expressed concerns regarding the University’s compliance with SACSCOC *Principles of Accreditation* Standard 4.2.f in connection with the University’s then-ongoing search for a new president. (That search concluded on July 19, 2019, when USC’s Board of Trustees selected Robert L. Caslen, Jr. as the University’s 29th President. See the [agenda](#) and [minutes](#) from the July 19 meeting of the Board.) SACSCOC Standard 4.2.f “expects the institution’s governing board to protect the institution from undue influence by external persons or bodies.”

Prompted by news reports regarding the in-process search for USC’s next President, and in accordance with SACSCOC policy regarding unsolicited press coverage of institutional actions that appear “significant” and “accreditation-related,” SACSCOC Vice President Thomas-Glover directed USC’s attention to the S.C. Governor’s alleged role in the ongoing search, noting her awareness that the Governor has a statutory role

as the Ex Officio Chairman of the Board. However, your Bylaws also state that it is the responsibility of the individual Board members to “*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.*” [Emphasis in the form of italics is original to the letter from Dr. Thomas-Glover, who cites Article III of the Bylaws.]

Dr. Thomas-Glover wrote further, “[I]n accordance with the Commission’s policy and procedure, I am requesting that the institution prepare a report that explains and documents the extent of compliance with [Standard 4.2.f].”

John C. von Lehe, Jr., then the Chairman of USC’s Board of Trustees, responded to SACSCOC Request #1 in a [letter](#) dated July 26, 2019 (“University Response #1”).

August 19, 2019 Request from SACSCOC to USC (“SACSCOC Request #2”)

The University then received a second [letter](#) from SACSCOC Vice President Linda Thomas-Glover, Ph.D. dated August 19, 2019 (“SACSCOC Request #2”) that acknowledged SACSCOC’s review of then-Chairman von Lehe’s July 26 letter and requested additional information to clarify actions of the USC Board in the presidential search process:

Please provide a detailed timeline of the activities of the Board in this matter, as well as any formal Charge that was given to the Presidential Candidate Search Committee by you or others, describing how the committee was to review materials and conduct its deliberations. In addition, please provide copies of meeting minutes of the Search Committee and any additional information that the institution believes supports the institution's statement of compliance with the above-referenced *Principle* during the recent Presidential Search process at USC-Columbia.

John C. von Lehe, Jr., then the Chairman of USC's BOT, responded to SACSCOC Request #2 in a [letter](#) dated September 23, 2019 (University Response #2). Chair von Lehe provided the detailed information requested by SACSCOC, noting also that

President Caslen, Board Secretary Cantey Heath, and I would like to schedule a meeting with you and other members of SACSCOC leadership in Atlanta to answer any lingering questions, should there be any that SACSCOC may have regarding the recent presidential search, board governance process and procedures.

In closing, Chair von Lehe wrote, "Thank you for your concern for the wellbeing of the University of South Carolina."

October 2, 2019 Request from SACSCOC to USC ("SACSCOC Request #3")

The University received a third [letter](#) from SACSCOC dated October 2, 2019 ("SACSCOC Request #3"). In this letter, SACSCOC President Belle S. Wheelan, Ph.D. acknowledged receipt of then-Chairman von Lehe's August 19 letter and stated that the information collected from the University would be "forwarded to a Committee on Compliance and Reports, a standing committee of the SACSCOC Board of Trustees, for formal review in December 2019." President Wheelan afforded the University with the opportunity to provide to SACSCOC any additional information by November 4, 2019.

John C. von Lehe, Jr., then the Chairman of USC's BOT, responded to the October 2, 2019 letter from SACSCOC with a [letter](#) dated November 1, 2019 (University Response #3). (Subsequent correspondence from SACSCOC refers to this November 1 response from USC as a "Special Report.")

October 17, 2019 Meeting Between SACSCOC and USC Representatives

On October 17, 2019, six individuals from USC Columbia traveled to Atlanta, GA to meet with SACSCOC President Belle S. Wheelan, Ph.D. and Vice President Linda Thomas-Glover, Ph.D. USC attendees at this 10:00 a.m. meeting included President Caslen, Student Staff Assistant Cole Davis, Secretary of the Board of Trustees Cantey Heath, Director of Institutional Effectiveness and Accreditation Donald Miles, General Counsel Terry Parham, and Senior Vice President for Administration Ed Walton.

December 8-10, 2019 Annual Meeting of SACSCOC

Nine representatives from USC Columbia attended the December 8-10, 2019 annual meeting of SACSCOC in Houston, TX.

On December 9, President Caslen, Interim Executive Vice President for Academic Affairs and Provost Tayloe Harding, and Director of Institutional Effectiveness and Accreditation Donald Miles met with SACSCOC Vice President Linda Thomas-Glover, Ph.D. to discuss the decision of the SACSCOC Committee on Compliance and Reports regarding USC Columbia, which was detailed in the January 2020 [letter](#) from SACSCOC President Belle S. Wheelan, Ph.D., described below, to USC Columbia.

January 14, 2020 Request from SACSCOC to USC (“SACSCOC Request #4”)

The University of South Carolina Columbia received a fourth [letter](#) from SACSCOC dated January 14, 2020 (“SACSCOC Request #4”), in which SACSCOC President Belle S. Wheelan, Ph.D. informed the University that the SACSCOC Board of Trustees had reviewed the University’s 2019 documentation. SACSCOC’s Board of Trustees authorized a Special Committee to evaluate a monitoring report to be submitted by USC to SACSCOC four weeks prior to a visit (subsequently altered to be conducted by videoconference) by a Special Committee, “but no later than September 8, 2020.” President Wheelan directed the University to address in its monitoring report the University’s compliance with two *Principles of Accreditation*: Standard 4.2.c (CEO evaluation/selection) and Standard 4.2.f (External influence).

Appendix C: Comprehensive Assessment and Revision of Governance Policies and Practices by USC's Board of Trustees

Assessment of the USC Board of Trustees by AGB

The University of South Carolina Board of Trustees [initiated](#) a comprehensive assessment of its governance policies and practices in August of 2019. John C. von Lehe, Jr., then the Chairman of USC's Board, noted the following in his July 26, 2019 letter to SACSCOC:

As a further expression of the Board's commitment to the *Principles of Accreditation* and good governance, the Board, in conjunction with its new president, intends to engage a governance consultant to review our processes to determine areas in which our governance practices may be strengthened. We would be happy to share the outcomes of that consultation with you.

USC's Board of Trustees engaged the Association of Governing Boards of Universities and Colleges to provide consulting advice in August of 2019, upon the suggestion of President Robert Caslen. As then-Chair John von Lehe, Jr. noted in his [memo](#) to the Board of Trustees on January 22, 2020, "Trustees took the president's advice because we wanted a top-to-bottom review of procedures from an outside entity in which the university community, taxpayers and policymakers could have confidence."

The goals of AGB's consultants were "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" (see [page 3](#)).

AGB assessed the University of South Carolina's Board, its work, and its relationship with stakeholders through five days of interviews conducted on site in Columbia, followed by numerous interviews conducted by telephone; an evaluation of the Board's Bylaws, other governing documents, and work products; and through further contact with President Caslen and the then-Chair of the Board (see [page 4](#)).

At a retreat of the Board of Trustees on January 24-25, 2020 (see [agenda](#) and [report and materials](#)), AGB's consultants offered their findings and discussed those findings, which generally related to AGB's assessment that the following should be the overarching goals of the Board of Trustees (see [page 3](#)):

- 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's consultants offered specific recommendations¹⁶ within four categories, which are described below, along with the Board's efforts to-date to enact improvements on the basis of AGB's advice.

After receiving and reviewing AGB's report, Trustees noted errors of fact within the report, which AGB's consultants declined to correct. Despite these errors of fact and differing interpretations of the Board's qualities and conduct, the University's Board of Trustees has accepted the AGB report's general findings and good-faith effort to assess how the Board might improve its work.

"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," AGB's consultants wrote in their assessment report (see [page 2](#)). The Board of Trustees accepts this evaluation and has embraced the urgency required for achieving necessary change. This appendix demonstrates the Board's progress since January of 2020. The Board acknowledges that work will require many more months, as AGB has forecasted, and the Board has outlined plans for fulfilling this work.

"Like the SACSCOC findings, the AGB report is an opportunity for reflection," then-Chair John von Lehe, Jr. noted in his January 22, 2020 [memo](#) to his fellow Trustees. He noted further, "Our goal remains to meet the highest standards of ethical, transparent and accountable board governance." Fulfillment of this goal is recorded in the following discussion of the Board's enactment of AGB's recommendations.

Acting on AGB's Recommendations

Immediately following its January 2020 retreat with AGB, the Board of Trustees began work to enact AGB's recommendations. On February 14, 2020 (see [agenda](#) and [minutes](#)), the Board adopted a [Code of Conduct](#) and Oath of Office, along with Board policy BTRU 1.19 ("Protecting the Institution from External Influences"). Explanation and the ramifications of the Code and BTRU 1.19 are offered more fully in the body of this monitoring report, in the section dedicated to SACSCOC Standard 4.2.f (External influence). Also on February 14, the Board established an Ad Hoc Advisory Committee on Governance to lead further revisions.

The University procured the consulting services of [Cameron Howell](#), Principal of Howell Strategies, LLC, to assist the newly formed Ad Hoc Advisory Committee on Governance in prioritizing AGB's other recommendations for further research and action—and for advising the Board and the University as they prepared this monitoring report. Howell began work for the Board as a consultant in April of 2020, reporting on a weekly basis to the Chair of the Ad Hoc Advisory Committee on Governance (see [examples](#) of Howell's weekly updates to the Chair of the Ad Hoc Advisory Committee on Governance).

¹⁶ AGB consultants used the word "recommendation" in their report in a sense unlike the application of the word "recommendation" (versus the word "suggestion") in the business of SACSCOC. AGB recommendations were offered as options for action based on assessments requested by USC. USC has treated every AGB recommendation with appropriate, serious consideration; and the University will continue to do so. Nevertheless, USC recognizes that a "recommendation" from SACSCOC denotes an action that the University must fulfill in order to maintain compliance with SACSCOC accreditation standards.

AGB's assessment of the USC Board of Trustees asserted, "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" (see [page 3](#)). The Board's work, documented here, reflects this assessment, along with a spirit of continual improvement. This work reflects also the Board's intent to examine itself and the University System periodically. For example, new [charters](#) for the Board's new committees include a requirement that committees review their respective charters "every two years, upon the election or reelection of the Chair of the Committee"; and comprehensive reviews of [Bylaws](#) and [policies](#) set for the coming months will include consideration of sunset and review provisions.

Below are the categories of general recommendations within AGB's assessment of the University of South Carolina's Board of Trustees, with commentary as to the University's fulfillment to-date of the specific recommendations from AGB within each category:

Diversify Board Membership and Input

In AGB's report on consultants' findings regarding the USC Board of Trustees, the consultants assert that the Board's membership is "extremely limited" in its expertise regarding matters important to higher education and that the Board lacks diversity in terms of gender and race (see [page 9](#)). The consultants attribute these shortcomings to the longevity of Trustees' tenure on the Board, because no term limits govern Trustees' years of service.

AGB's consultants offered eight specific recommendations within this category for diversifying Board membership and input. One of these recommendations is addressed to South Carolina's Governor (see [page 10](#)), who serves as *ex officio* chair of the University of South Carolina Board of Trustees, by statute. A second is addressed to the South Carolina legislators (see [page 10](#)), who draft and ratify legislation regarding the composition of USC's Board of Trustees.

(Three separate bills were proposed by South Carolina legislators for the 123rd session of the South Carolina General Assembly for 2019-20 to modify the composition of the University of South Carolina Board of Trustees: one in the House [[H4752](#)] and two in the Senate [[SB798](#) and [SB878](#)]. The House bill proposed reducing the number of USC Trustees from 20 to 12, while removing the S.C. Superintendent of Education and S.C. Governor from their statutory places on the Board. [The House bill did not progress beyond a referral to the House Committee on Ways and Means in January of 2020.] The Senate bills proposed reducing the number of USC Trustees from 20 to 11, while maintaining the Governor's statutory role as *ex officio* Chair of the Board. [The Senate bills did not progress beyond a referral to the Senate Committee on Education in January of 2020.] Because the South Carolina legislature was focused on a protracted debate regarding the status of a failed state utility—and because the legislative session then focused on and was curtailed by COVID-19 in South Carolina—much of the state's legislative business for the year stalled or was postponed. If the South Carolina legislature is to consider future modifications to the composition of USC's Board of Trustees, the legislature cannot resurrect H4752 or SB798 or SB878; the legislature must propose new legislation during a new legislative session.)

Of AGB's six remaining recommendations that are specific to the University of South Carolina and its Board of Trustees, four are scheduled for consideration within the Governance Committee's [work plan](#) for 2020-21. Other action steps simply required operational prioritization by the Board before these four recommendations could be addressed, since AGB delivered its findings in January of 2020 (keeping in mind that the sheer scope of recommendations issued by AGB would, by AGB's own estimation, require up to 18 months of the Board's time [see [page 9](#)]). These four recommendations for later focus include the following:

- 1) Introduce a protocol for asking the Governor and legislature to consider the diverse needs of the Board of Trustees when making appointments to the Board or electing new Trustees to the Board;¹⁷
- 2) Introduce a protocol for encouraging Trustees to retire from the Board after long periods of service;
- 3) Introduce a policy for encouraging Trustees to retire from the Board after long periods of service;
- 4) Introduce an addition to the University's "Equity and Inclusion Plan" regarding Board member diversity.

Two of AGB's six recommendations that are specific to the University of South Carolina and its Board of Trustees have been enacted as of this writing, since these opportunities for change were logical within the operational sequence of tasks that the Board could forecast and complete since January of 2020:

- 1) *Add selected non-Trustees to appropriate Board committees.* Recognizing AGB's assessment that the Board would benefit from a variety of additional expertise, while recognizing also the statutory limitations on the Board's ability to control the terms of the Board's membership, the Trustees introduced changes to [Bylaws](#) on July 24, 2020 (see [agenda](#) and [minutes](#)) that enable the Board's committees to bolster their collective expertise. Section 1.F of Article IV of the Board's Bylaws now states, "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." This revision to

¹⁷ In fact, the [Governance Committee](#) intends to [consider and perhaps recommend](#) to the full Board of Trustees a protocol by which the Board would provide to the General Assembly an assessment of the performance of Trustees when these persons are considered for reelection by the legislature. These assessments might include data regarding a Trustee's attendance at Board meetings and, with the Trustee's permission, data regarding the Board's formative assessment(s) of the Trustee's work in fulfillment of his or her fiduciary duties.

As to "a protocol for asking the Governor and legislature to consider the diverse needs of the Board of Trustees when making appointments to the Board or electing new Trustees to the Board," the Board anticipates providing to the General Assembly a matrix of existing Trustee expertise, with commentary as to the professional and strategic needs of the Board from future Trustees. The Board anticipates providing also to the General Assembly and Governor a reminder that the state "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](#)).

the Board's Bylaws, which took effect on August 14, 2020 (see [agenda](#) and [minutes](#)), when the Board's new committee structure became active, will be leveraged in the weeks and months ahead. [Membership](#) among the Board's committees has changed, as have the charges of the committees themselves. As committees determine their needs for expertise, the committees will avail themselves of the opportunity to recruit non-Board members, without the right to vote, into committee deliberations. These opportunities will enable the Board to recruit a diverse group of persons who possess expertise that the Board may lack, to improve the work and outcomes of the Board committees.

- 2) *Support the President's commitment to diversity.* The University of South Carolina's Board of Trustees has consistently supported commitments to diversity as articulated by the University, by past presidents, and by its current President. At issue is how the Board might increase its commitment to diversity, its focus on diversity, and its overt support for diversity, equity, and inclusion. As such, the Board cites five recent developments, implemented since the University received its January 2020 assessment from AGB, which demonstrate this increased focus:
 - i. The Board vigorously supports USC's new [strategic plan](#), which was initiated by President Caslen and which includes a dedicated priority for increasing diversity at USC Columbia and across the USC System. The Board voted its support of the new strategic plan on June 19, 2020 (see [agenda](#) and [minutes](#) and [materials](#)). In fact, the new strategic plan's focus on diversity evolved directly from an Equity and Inclusion plan that was approved by the Board on March 15, 2019 (see [agenda](#) and [minutes](#)).
 - ii. Recognizing that diversity and equity require overt focus at the highest levels of governance within the University, Bylaws describing the Board's new committee structure—which Trustees approved on July 24, 2020 (see [agenda](#) and [minutes](#)) and which went into effect on August 14, 2020 (see [agenda](#) and [minutes](#))—specifically mandate that the Board's [Governance Committee](#) will “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” (see Section 5 of Article VIII of the Board's revised [Bylaws](#)).
 - iii. As the Board considers revisions to its own Bylaws, it has taken pains to mandate appropriate assurances regarding the University's dedication to diversity, equity, and inclusion. This focus will continue, as the Board continues its inspection of its governing documents. As the Board of Trustees made revisions to its Bylaws and adopted a new [policy](#) (BTRU 3.01 [“Presidential Candidate Search Committee”]) on the selection of a University President, for example, the Board added new language to search processes, mandating that the Chair of the Search Committee ensure that all applicants and potential applicants will “be treated equally.” The new policy mandates also a role in orientation of the Search Committee (to “review issues related to diversity in recruitment and hiring, affirmative action, and implicit bias”) and

in advising the search for the University's new executive position of Vice President for Diversity, Equity, and Inclusion. Finally, the new policy mandates that the Search Committee itself "[d]evelop a broad, deep, and diverse pool of strong candidates, through a national (and international, as necessary) and proactive search, using all available means" and "[e]nsure 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."

- iv. On August 7, 2020, two Board members (then-Chair John von Lehe, Jr. and C. Dorn Smith III, MD, who became Chair of the Board of Trustees on August 14) participated in an invitation-only, online [colloquy](#) regarding issues of diversity facing USC Columbia and the USC System. Hosted by President Caslen and Vice President for Diversity, Equity, and Inclusion Julian Williams, the discussion included [18 other members](#) of the University community, including both Trustees. Participants discussed Vice President Williams's assertion that the nation and the University face "a moment when we can address longstanding issues of racism, inequities and systemic oppression" (see [agenda](#), including remarks from Vice President for Diversity, Equity, and Inclusion Julian Williams).
- v. Upon his election as Chair of the Board of Trustees on August 14, 2020 (see [agenda](#) and [minutes](#)), C. Dorn Smith III, MD made the following announcement to the Board, University System administration, and the public:

I am asking President Caslen to charge the Presidential Commission on University History to review and bring forward to the Board a set of names of prominent African-American South Carolinians who could be considered for honorific namings of University buildings in the near future. This list should include Richard [Greener](#) [the first Black member of USC's faculty], Judge Ernest [Finney](#) [the first Black Chief Justice of the S.C. Supreme Court], Robert Anderson, James Solomon, and Henrie Monteith Treadwell [three Black [students](#) who integrated the University of South Carolina in 1963] among others. This is an issue that is past due.

Dr. Smith's leadership here on behalf of the Board reflects the Board's attention to matters concerning diversity, equity, and inclusion generally—and specifically concerning diversity, equity, and inclusion at this cultural moment. After considering public calls of the sort that have been heard across U.S. cities and U.S. colleges and universities this year, the Board [voted](#) on June 19, 2020 to ask the South Carolina General Assembly to rescind the naming of a USC residence hall in honor of J. Marion Sims, a Civil War-era physician who chronicled innovations in medicine after conducting medical experiments on enslaved women (see [agenda](#) and [minutes](#)). (This Board action

was aligned with a recommendation from President Caslen and the [Presidential Commission on University History](#).) Some USC Columbia students and alumni have called for rescinding the honorific namings of other buildings on campus as well. The Presidential Commission on University History is considering these issues. Dr. Smith's charge, on behalf of the Board, asks the Commission to consider, above and beyond cases in which honorific namings might be recommended to the General Assembly for rescission, cases in which the University might proactively honor figures in the University's diverse history with appropriate (and overdue) namings.

Govern the System and All of Its Institutions

The University of South Carolina Board of Trustees continues to consider carefully the assessment of AGB that the Board focuses on USC Columbia at the detriment of the USC System's other campuses and independently accredited universities (see [pages 2, 3, 6, and 10-11](#)). In response to this valid criticism, the Board and the University have pursued the following changes to policy and procedure. Some of these changes are in fact extensions of efforts that were in motion before AGB offered its January 2020 findings, and these should indicate an awareness among the University's leaders that attention to the USC System, its structure, and its strengths merited greater energy before AGB noted the same need:

- 1) In reference to AGB's recommendation that the University "[e]nsure that trustees are knowledgeable about each institution, its mission, its sustainability, its strengths, and its challenges" (see [page 11](#)), the Board of Trustees is actively considering how and when to conduct one of its meetings on the campus of a USC System institution other than USC Columbia on an annual basis. (In the recent past, meetings of the Board were conducted on the campuses of USC System universities other than USC Columbia when meetings were scheduled to coincide with the investiture of a new Chancellor. The Board therefore convened on the campus of USC Beaufort on Thursday, March 17, 2016 and on the campus of USC Upstate on Thursday, October 17, 2017.)

The Board's new University System Committee, described below, will provide new opportunities for the Board to build knowledge about all USC System campuses and universities as well.

- 2) In its restructuring of its committees, the USC Board of Trustees elected to form a committee dedicated solely to the USC System. The [University System Committee](#), ratified by the Board on July 24, 2020 (see [agenda](#) and [minutes](#), along with [Bylaws](#) and the [charter](#) for the University System Committee), became a standing committee of the Board on August 14, 2020 (see [agenda](#) and [minutes](#)). As Section 7 of Article VIII of the Board's Bylaws describes, it is the charge of the University System Committee to "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."

AGB's January 2020 assessment of the Board's committees asserted that the Board should "[e]liminate the committee [at that time, the Student and System Affairs Committee] that addresses system issues. System issues cut across all committees" (see [page 14](#)). AGB is correct in noting that System issues cut across all committees, but it was nevertheless the strong opinion of University System executives (including most, if not all, USC System Chancellors) that the current nature of work required to improve System-level operations and awareness can best be achieved through a dedicated committee in the short- to mid-term and—once these matters are settled and mature—might rightly be dispersed across Board committees at a later date.

In addition, one Chancellor described the short-term need of the university over which the Chancellor presides to ensure that the Board documents consideration and action relative to USC System universities other than USC Columbia, so that these actions might be cited in documentation to be provided to SACSCOC for compliance purposes.

- 3) A USC System working group (which has been active since 2019, before AGB began its assessment of the Board), charged with assessing USC System structures and with making recommendations for improvement, presented updated [recommendations](#) to the Board's Executive and Governance Committee on April 24, 2020. This report noted opportunities to develop a stronger administrative and governance structure for the USC System that would develop "a collaborative System approach to Enrollment Management" and encourage "System-wide new program planning." The working group presented [additional information](#) to the Board's Student and System Affairs Committee on August 14, 2020 (in the hours before new Board committees took effect, yielding the new University System Committee). (See the [agenda](#) and [presentation](#) from that August 14 committee meeting.)
- 4) With [recommendations](#) from the USC working group on System issues as background, President Caslen and the Board of Trustees are considering administrative and structural updates to the University System Affairs office and personnel. These considerations include a desire to "[c]larify 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," per recommendations from AGB (see page 11).
- 5) AGB recommended that the USC Board of Trustees "[c]onsider asking the president for a system strategic planning process as well as one for Columbia" (see [page 11](#)). In fact, President Caslen had taken the initiative to achieve such steps of his own volition. USC's new [strategic plan](#), which was initiated by President Caslen, does not focus on USC Columbia alone. The plan articulates priorities for improving USC System capabilities in order to accomplish worthy goals. For example, the plan's Affordability and Accessibility priority explicitly calls on utilization of the entire USC System's mission and reach to improve efficiency, offer excellent online courses, and develop low-price programmatic options for students.
- 6) As the University has pursued an assessment and revision of Board governing documents through the Board's Ad Hoc Advisory Committee on Governance, the Board has taken

pains to clarify System-level roles and responsibilities through explicit language in [Bylaws](#) and [policies](#). When appropriate, revisions to Bylaws and policies have enabled the Board to stress the System responsibilities of Trustees and to soften focus on USC Columbia. Note, for example, that the Board's new [policy](#) BTRU 3.01 ("Presidential Candidate Search Committee") defines the composition of the Search Committee in a fashion that expands representation of persons from institutions other than USC Columbia to include USC Aiken, USC Beaufort, USC Upstate, and the Palmetto College campuses (whereas the Search Committee, as defined previously within Bylaws, included only one person [excepting Trustees] representing an institution other than USC Columbia). These changes, however small, are important in an overall effort to reinforce the System duties of the Board of Trustees.

Revise Board Meetings and Committees

AGB's recommendations include numerous, detailed opportunities to revise the operations of the USC Board of Trustees (see [pages 11-12](#)). The Board intends to address each of these recommendations, [later in 2020 and 2021](#). As AGB's consultants noted, enacting a comprehensive assessment of its governing practices will require as many as 18 months of the Board's time (see [page 9](#)).

In terms of the Board's administration and operations, the Board's Ad Hoc Advisory Committee on Governance determined as early as April of 2020 that prioritizing an assessment and restructuring of the Board's committees would be a necessary first step. Many other, later operational revisions would depend greatly on the number and charges and compositions of any new committees; committee memberships would drive opportunities "downstream" for revising the Board's work.

As such, the Ad Hoc Advisory Committee on Governance charged its governance consultant with authoring two white papers ("[Principal Duties](#) of Governing Boards of U.S. Colleges and Universities" and "[Duties, Powers, and Responsibilities](#) of the University of South Carolina Board of Trustees") and with assembling a [repository](#) of background resources that would inform the Committee's discussions of a new committee structure. The Ad Hoc Committee convened for a dedicated workshop on May 27, 2020 (link to [agenda](#) and [minutes](#)) for a discussion of potential committee structures that began with a discussion of the Board's key duties, as these are articulated by South Carolina statute, by the Board's [Bylaws](#), and by the [mission statements](#) of the USC System and its institutions. Discussions included also the assessments made by AGB regarding the Board's existing committee structure.

As of May of 2020, the Board's committees included seven standing committees and three ad hoc committees:

- 1) Academic Affairs and Faculty Liaison Committee
- 2) Audit and Compliance Committee
- 3) Buildings and Grounds Committee
- 4) Executive and Governance Committee
- 5) Health Affairs Committee
- 6) Intercollegiate Athletics Committee

- 7) Student and System Affairs Committee
 - Ad Hoc Advisory Committee on Governance
 - Ad Hoc Finance Committee
 - Ad Hoc Strategic Planning Committee

At the conclusion of the Ad Hoc Advisory Committee on Governance's May 2020 workshop, the Committee decided to recommend the following new committees for the Board's immediate future. This recommendation effectively forecasted the establishment of six standing committees plus a Governance Committee consisting of the Chairs of the six standing committees and the Chair and Vice Chair of the Board. The three former ad hoc committees were proposed for dissolution, as their charges would be absorbed by the seven Board committees:

- 1) [Academic Excellence and Student Experience Committee](#)
- 2) [Advancement, Engagement and Communications Committee](#)
- 3) [Audit, Compliance and Risk Committee](#)
- 4) [Finance and Infrastructure Committee](#)
- 5) [Governance Committee](#)
- 6) [Health and Medical Affairs Committee](#)
- 7) [University System Committee](#)

The Ad Hoc Advisory Committee on Governance directed revisions to the Board's [Bylaws](#) to reflect this new committee structure and to describe the charges of each committee, in language refreshed to reflect a comprehensive understanding of the Board's fiduciary responsibilities, along with the challenges and opportunities facing the University System.

The Ad Hoc Advisory Committee on Governance also directed the creation of a [charter](#) for each committee, in keeping with recommendations from AGB (see [pages](#) 13-15, 28, and 32). (In the past, only the Board's Audit and Compliance Committee operated with a charter.)

The Ad Hoc Advisory Committee on Governance reviewed and approved the revised [Bylaws](#) for the Board's new committees, along with new charters, on June 12, 2020 (see [agenda](#) and [minutes](#) and [materials](#)). The Executive and Governance Committee review and approved these on June 19, 2020 (see [agenda](#) and [materials](#)). The new committee structure was approved by the full Board of Trustees on July 24, 2020 (see [agenda](#) and [minutes](#)) and took effect on August 14, 2020 (see [agenda](#), [minutes](#), and [composition](#) of new committees).

The Board's new committee structure was informed by many assessments and recommendations articulated by AGB. Among these were AGB's [recommendations](#) that the work of the Buildings and Ground Committee and Intercollegiate Athletics Committee would be better enacted if dispersed across or subsumed by other committees. The USC Board of Trustees agreed. Work previously performed by the Buildings and Grounds Committee will now be conducted by the Finance and Infrastructure Committee. The work of the Intercollegiate Athletics Committee concerning student-athletes will now be conducted by the Academic Excellence and Student Experience Committee. Athletics issues relative to finance and physical plant will now be conducted by the Finance and Infrastructure Committee.

The Board's [meeting schedule](#) for the remainder of 2020 has been updated to reflect these new committees, and a [preliminary schedule](#) for 2021 has been plotted as well.

The [Governance Committee's work plan](#) for the remainder of 2020 and for 2021 includes explicit intent to focus on other administrative and operational revisions recommended by AGB. These revisions will be easier to enact, now that restructuring of the Board's committees is complete. Forecasted revisions include the following:

- 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
- [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")
- 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 2020 Retreat of the Board (topics, facilitators, etc.)
- [Plan](#) for orientation of new Trustees
- Continue bolstering new Board committees.
 - 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)
- Assess policies and processes by which the President is evaluated annually; consider adding a module to Trustee training that addresses CEO evaluation.
- 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
- 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 AGB (see page 3)

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 since been revised¹⁸
- 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 agenda

¹⁸ [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, 2020 (see [agenda](#) and [minutes](#)). 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 have been 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 AGB consultants 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 BTRU 3.01. 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. Recommendation memos are due to the Board Office by September 30. The Governance Committee will consider all memos received, collectively, thereafter. 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.

- Board visits to USC campuses
 - Protocols for maximizing effectiveness of executive sessions
 - Priorities for convening stakeholders for discussion with Trustees
- 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
- 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 S.C. legislature with Trustee assessments when Trustees are eligible for reelection.
- Assess the capacity of the Office of the Board of Trustees to serve the Board of Trustees.
- Develop a plan for succession planning and leadership development within the Board.

Provide Board Orientation and Governance Education

Descriptions of the Board's orientation for new Trustees, along with continuing-education programs for all Trustees, can be found in the body of this monitoring report relative to SACSCOC Standard 4.2.f (External influence).

The accomplishments or plans of the Board of Trustees relative to other specific recommendations from AGB in this category of work include the following:

- 1) *Hire an experienced governance professional to support the board in pursuing exemplary governance.* The University procured the services of [Cameron Howell](#) of Howell Strategies, LLC on a consulting basis. Since April of 2020, Howell has fulfilled a work plan approved by the Board's Ad Hoc Advisory Committee on Governance, reporting to the Chair of the Ad Hoc Committee on a weekly basis. In addition, Howell filed weekly [status reports](#) with the Chair. On behalf of the Ad Hoc Committee, Howell researched governance topics, authored white papers, prepared meeting materials, presented to the Board and its committees, interviewed Trustees and administrators, participated in edits to Bylaws, and drafted new Board policies. As of this writing, Howell remains a consultant under contract to the Board, and he is expected to contribute to the 2020-21 work plan that has been forecasted by the Board's Governance Committee.

- 2) *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.* As other portions of this monitoring report show, the Board of Trustees created an Ad Hoc Advisory Committee on Governance on February 14, 2020 (see [agenda](#) and [minutes](#)) before ratifying a standing [Governance Committee](#) on July 24, 2020 (see [agenda](#) and [minutes](#)). The Governance Committee first met on August 27, 2020 (see [agenda](#) and [minutes](#) and [materials](#)). Section V of Article VII of the Board's [Bylaws](#) describes the duties of the new Governance Committee as follows:

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.

The Governance Committee's [work plan](#) for 2020-21 includes continued attention to orientation for new Trustees, along with continuing-education programs for the full Board.

- 3) *Include planned board education as an agenda item at every board and committee meeting.* At each meeting of the full Board of Trustees, since June of 2020, a formal continuing-education opportunity for Trustees has been delivered on an important topic.

The first continuing education lesson in the Board's new program occurred on June 19, 2020, when SACSCOC President Belle S. Wheelan, Ph.D. spoke to the Board regarding its responsibilities in completing this monitoring report (see [agenda](#) and [minutes](#)).

The second continuing education [lesson](#) in the Board's new program occurred on August 14, 2020 (see [agenda](#) and [minutes](#)), when J. Puckett, Managing Director and Senior Partner with the Boston Consulting Group, spoke to the Board regarding fiduciary duties generally and the specific fiduciary duties of the USC Board of Trustees.

Remaining continuing-education [modules](#) for 2020 have been programmed, and dates for education modules for 2021 have been scheduled. Continuing education for 2021 will include an annual retreat of the Board of Trustees, scheduled for January 15-16.

- 4) *Adopt a Code of Conduct for board members and have each member review and sign it annually.* The USC Board of Trustees adopted a [Code of Conduct](#) and Oath of Office on February 14, 2020 (see [agenda](#) and [minutes](#)). Trustees read the Oath aloud and then [signed copies](#) of the Code of Conduct at the August 14, 2020 meeting of the Board (see [agenda](#) and [minutes](#)).
- 5) *Conduct a board self-assessment annually. Engage a consultant to conduct a comprehensive board self-assessment every three to five years.* Revised plans for the Board's self-assessment are to be developed as a part of the [Governance Committee's work plan](#) for 2020-21. The Board has administered self-assessments. See the self-assessment instrument utilized by the Board in 2020, along with a summary of those assessments. Data yielded by this survey instrument will inform the Governance Committee's future decisions about the Board's self-evaluation protocol.

The President and the Board: Ensuring Mutual Objectives

AGB made recommendations in five categories (see [page 18](#)) for aligning the goals of the Board and its new President, Robert L Caslen, Jr. Implicit within these goals from AGB in an intent to make for intentional communication and cooperation between the President and the Board.

The five categories of recommendations from AGB are repeated here, along with commentary regarding efforts to-date (or that have been planned) for mutual understanding between the Board of Trustees and President Caslen:

- 1) Ensure that the board and president are establishing a relationship built on trust, candor and transparency.
 - President Caslen has demonstrated transparency and candor through his recent annual assessment by the Board of Trustees. In addition to the standard state evaluation, required by state laws and provisos, which the Board has leveraged in the past for its annual assessment of presidents, this year's assessment protocol benefited from the results of a 360° evaluation, initiated at President Caslen's request. As is described in the portion of this monitoring report that is dedicated to SACSCOC Standard 4.2.c (CEO evaluation/selection), the President's 360° evaluation (informed by the opinions of Board members, the President's direct reports, and the President's peers) yielded results that were and are more detailed and actionable than the required, state evaluation protocol. Both the standard, state evaluation and the aggregated results of the President Caslen's

360° evaluation informed the Board's evaluation of the President, which the Board delivered to the President at its meeting on August 14, 2020 (see [agenda](#) and [minutes](#)). With this information as context, the [Governance Committee](#) of the Board will consider [improvements](#) to the Board's annual evaluation of the President, and the Governance Committee will consider further a required continuing-education [module](#) for 2021 for Trustees who want to participate in assessment of the President.

- On a weekly basis, President Caslen and/or members of his executive team send update communications to the Board, regarding important developments and media activity that coincide with strategic goals and tactical efforts. Please see the following evidence and examples:
 - March 26, 2020 [update](#) from President Caslen to the Board, [transmitted](#) by the Office of the Board of Trustees
 - July 24, 2020 [weekly notification](#) to the Board from Vice President for Communications Larry Thomas, transmitted by the Office of the Board of Trustees
 - August 7, 2020 [weekly notification](#) to the Board from Vice President for Communications Larry Thomas, transmitted by the Office of the Board of Trustees
- The President and his administration communicate to the Board carefully and deliberately regarding strategic efforts and strategic developments. Especially in light of COVID-19 and its potential impact on the USC System, the health of the System's community members, and the finances of the System, USC System executives have communicated transparently and regularly regarding plans and developments. Please see the following evidence and examples:
 - March 13, 2020 [message](#) from President Caslen to the Board of Trustees, transmitted by the Office of the Board of Trustees, regarding a forthcoming [communication](#) to students, faculty, and staff about COVID-19
 - April 1, 2020 [message](#) from Interim Provost Tayloe Harding to the Board of Trustees, transmitted by the Office of the Board of Trustees, regarding USC Columbia's [plan](#) to expand pass/fail grading options for students
 - May 17, 2020 [message](#) from Director of Public Relations Jeff Stensland to the Board of Trustees, transmitted by the Office of the Board of Trustees, regarding USC's Columbia's [plan](#) to alter its academic calendar for Fall Semester 2020
 - May 19, 2020 [message](#) from Director of Public Relations Jeff Stensland to the Board of Trustees, transmitted by the Office of the Board of Trustees, regarding USC Columbia's [plan](#) for voluntary pay reductions among senior executives and some coaches
 - July 31, 2020 [memo](#) from Conference and Events Manager Grace Salter to the Board of Trustees regarding 2020 New Student Convocation
 - Iteration 2.0 of USC Columbia's Campus Reopen and Risk Mitigation [Plan](#)
 - Slides from the President's report to the Board of Trustees on August 14, 2020 (see [agenda](#) and [minutes](#))
- As the potential impact of COVID-19 on USC Columbia and the USC System became clear, President Caslen established a Future Planning Group to forecast scenarios and solutions. Much of the Future Planning Group's work has focused on financial modeling and risk mitigation. President Caslen has invited Trustees to participate in these meetings

periodically. Also, the President sent communications to Trustees regarding the Future Planning Group's work. Please see the following evidence and examples:

- May 1, 2020 Presidential briefing on the work of the Future Planning Group, forwarded to the Board of Trustees
- May 28, 2020 Presidential briefing on the work of the Future Planning Group, forwarded to the Board of Trustees
- July 10, 2020 Presidential briefing on the work of the Future Planning Group, forwarded to the Board of Trustees
- July 24, 2020 Presidential briefing on the work of the Future Planning Group, forwarded to the Board of Trustees
- August 7, 2020 Presidential briefing on the work of the Future Planning Group, forwarded to the Board of Trustees
- The President and his administration are careful to inform the Board of key decisions before those decisions are communicated to the public. As the University developed a new [strategic plan](#), for example, President Caslen communicated regular progress to the Ad Hoc Strategic Planning Committee and to the full Board of Trustees. (The Board approved the strategic plan on June 19, 2020; see [agenda](#) and [minutes](#) and [presentation](#).) Please see the following evidence and examples:
 - May 22, 2020 [update](#) regarding the strategic plan
 - June 12, 2020 [revised detail](#) regarding measurement of the plan's goals and objectives
- President Caslen includes the Secretary of the Board of Trustees among the personnel in the President's Executive Committee, so that the Secretary becomes aware (and is able to inform Trustees) of activity across the USC System. The Executive Committee meets twice monthly. Please see the following evidence and examples:
 - July 21, 2020 [agenda](#) of the President's Executive Council
 - August 5, 2020 [agenda](#) of the President's Executive Council
- For personnel searches of strategic importance, President Caslen routinely selects one or more Trustees to serve on search committees in an *ex officio* capacity:
 - Trustee Leah B. Moody was an *ex officio* member of the search committee tasked with selecting finalists for the position of Executive Vice President for Academic Affairs and Provost.
 - Trustees C. Dan Adams and Toney J. Lister are *ex officio* members of the search committee tasked with selecting finalists for the position of Chancellor of USC Upstate.
 - Trustee Leah B. Moody is an *ex officio* member of the search committee tasked with selecting finalists for the position of Vice President for Development.
- Through formal and informal (yet still purposeful) interactions with Trustees, the President has worked to establish relationships with individual members of the Board, to establish trust, and to develop a shared understanding of goals. Some of these interactions have included the following:
 - Informal, social events with Trustees:
 - September 16, 2019 dinner with Trustees C. Edward Floyd, MD; C. Dorn Smith III, MD; Thad H. Westbrook; and Eugene P. Warr, Jr.—and with Secretary of the Board of Trustees Cantey Heath and Senior Vice President for Administration Ed Walton

- October 18, 2019 lunch with Trustee Charles H. Williams
 - December 16, 2019 holiday dinner with Trustees at the USC Columbia presidential residence
 - January 13, 2020 community event at the Anderson Arts Center with host Trustee Chuck Allen
 - Meetings with Trustees:
 - December 19, 2019 meeting with Trustee Robert F. “Hugh” Mobley
 - January 25, 2020 meeting with Trustee A. King Dixon II
 - March 2, 2020 meeting with Trustees Rose Buyck Newton and Mack I. Whittle, Jr.
 - April 13, 2020 meeting with Trustee Mack I. Whittle, Jr.
 - May 1, 2020 meeting with Trustee Thad H. Westbrook
 - The President has regular, if not daily, communications with the Chair of the Board. Some of these communications are unscheduled and ad hoc. The President’s calendar yields these examples of scheduled interactions with the Chair:
 - April 27, 3030 call with Chair John von Lehe, Jr.
 - May 5, 2020 call with Chair John von Lehe, Jr.
 - June 9, 2020 call with Chair John von Lehe, Jr.
 - June 17, 2020 call with Chair John von Lehe, Jr.
 - July 20, 2020 call with Chair John von Lehe, Jr.
- 2) Develop a meaningful written set of mutual expectations between the president and the board.
 - Two primary means ensure a shared understanding of expectations and goals between the President and the Board of Trustees via written agreements:
 - A new [strategic plan](#) for USC Columbia, which includes goals for cooperation across the entire USC System, was initiated by the President. The Board had many opportunities to review the plan as it was developed, the Board approved the plan on June 19, 2020 (see [agenda](#), [minutes](#), and [presentation](#)). The plan ensures agreement between the President and the Board as to goals and future allocation of resources. These examples demonstrate communications from the President to the Board as the strategic plan was in process:
 - May 22, 2020 [update](#) regarding the strategic plan
 - June 12, 2020 [revised detail](#) regarding measurement of the plan’s goals and objectives
 - Goals articulated by the President before he was evaluated by the Board of Trustees serve as another reminder of shared expectations. The Board delivered its assessment of the President at its meeting on August 14, 2020 (see [agenda](#) and [minutes](#)). With this information as context, the [Governance Committee](#) of the Board will consider [improvements](#) to the Board’s annual evaluation of the President, in keeping with [state laws and provisos](#), and the Governance Committee will consider further a required continuing-education [module](#) for 2021 for Trustees who want to participate in assessment of the President. A refreshed

set of goals articulated by the President will inform next year's evaluation process.

- Another opportunity to build a shared understanding of protocols among the President, his administration, and the Board of Trustees is on the horizon. Within the Governance Committee's [work plan](#) for 2020-21 is an action item to discuss, agree to, and set expectations for communication among these parties. AGB suggested (see [pages 28 and 30](#)) the need for this step, and the Board's leadership agrees that discussion and eventual change are needed. See this text from the Governance Committee's work plan:

- 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

- 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.

- The President is the kind of leader who does not require urging on this front. He is demonstrating and has demonstrated participation in meetings of consequence related to presidential leadership, higher education, and the like. Although COVID-19 curtailed the President's availability to travel over the last six months, and although some conferences were cancelled or reformatted for online participation as a result of COVID-19, the President's record of leadership and participation is nevertheless strong for his first year in office. Especially notable are the rate and depth of participation required of President Caslen in COVID-era discussions within the leadership of the Southeastern Conference, which—although regional in name—is national if not international in impact. Some examples and evidence of the President's leadership and participation include the following:

- President Caslen participated in a November 11, 2019 conference call for SEC Conference presidents and chancellors.
- President Caslen attended a March 12, 2020 meeting of SEC Conference presidents and chancellors in Nashville, TN.
- President Caslen served as the keynote speaker for a February 10-11, 2020 meeting at Johns Hopkins University, hosted by The College Board and Ithaka S&R. The agenda for the meeting, entitled "Improving College Opportunity for Veterans and Service Members," highlights President Caslen's keynote.
- President Caslen participated in the June 18, 2020 summer meeting of the Association of Public & Land-grant Universities ("APLU") Council of Presidents.

- President Caslen participated in the July 29, 2020 meeting of the APLU Council of Presidents with U.S. Senate HELP Committee Chairman Lamar Alexander.
 - President Caslen attended the December 8-10, 2019 SACSCOC Annual Conference in Houston, TX, including sessions for presidents and chancellors.
 - President Caslen participated in a May 4, 2020 event sponsored by the Boston Consulting Group regarding “Planning for Restart in COVID-19.”
 - Encouraging Trustee participation in conferences sponsored by groups such as AGB is a specific part of the Governance Committee’s [work plan](#) for 2020-21. In fact, the new Chair of the Board discussed this possibility with an AGB executive as recently as August 24, 2020. Furthermore, both AGB and SACSCOC have expressed interest in having USC representatives, including Trustees, present the work and outcomes documented in this report to regional or national audiences.
- 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.
- Although the Board did not establish such a Transition Committee, the President initiated (with the Board’s support) two important steps to ensure that he would receive guidance and support during his first year of leadership at USC:
 - President Caslen procured transition leadership consulting services from AGB. Advice and a report authored by Sally Mason (former President of the University of Iowa), Brit Kirwan (former Chancellor of the University System of Maryland), and consultant Nancy Targett benefitted President Caslen greatly.
 - President Caslen appointed a Presidential Faculty Fellow to provide assistance and to orient the President to the USC culture on a day-to-day basis. The Fellow, Professor Susan Bon, also serves an important function by communicating the faculty vantagepoint to President Caslen as he considers executive decisions.
- 5) Ensure an annual assessment process for the president based on expectations, leadership, strategic direction, fundraising and policy advocacy.
- President Caslen’s recent annual assessment by the Board of Trustees fulfills this goal. In addition to the standard state evaluation, mandated by [state laws and provisos](#), which the Board has leveraged in the past for its annual assessment of presidents, this year’s assessment protocol benefited from the results of a 360° evaluation, initiated at President Caslen’s request. As is described in the portion of this monitoring report that is dedicated to SACSCOC Standard 4.2.c (CEO evaluation/selection), the President’s 360° evaluation (informed by the opinions of Board members, the President’s direct reports, and the President’s peers) yielded results that were and are more detailed and actionable than the required, state evaluation protocol. Both the standard, state evaluation and the aggregated results of the President Caslen’s 360° evaluation informed the Board’s evaluation of the President, which the Board delivered to the President at its meeting on August 14, 2020

(see [agenda](#) and [minutes](#)). With this information as context, the [Governance Committee](#) of the Board will consider [improvements](#) to the Board's annual evaluation of the President, in keeping with state laws and provisos, and the Governance Committee will consider further a required continuing-education [module](#) for 2021 for Trustees who want to participate in assessment of the President.

- a) Likewise, the board should establish a periodic assessment process for all members of the board regardless of how they were selected to serve.
 - The Board enacts an annual assessment process. (See the assessment instrument, along with results from the most recent assessment.) The Governance Committee believes that the Board would benefit from an evaluation of this process and from evaluations of individual members of the Board. The [Governance Committee](#)'s [work plan](#) for 2020-21 articulates this goal:
 - 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.

Sample Board Development Plan

Issues listed within the sample Board development plan provided by AGB (see [pages](#) 28-29) have been addressed by the Board of Trustees as of this writing or will be addressed by the Board, following consideration by the Governance Committee by the end of 2021. See the work plan for the Governance Committee for 2020-21.

Suggested Bylaws Revisions and New Board Policies

Board Policies

AGB suggested (see [page](#) 30) that the Board introduce new policies regarding the following topics, which are presented with commentary in footnotes regarding the Board's work to-date and the Board's plans for further work, according to the 2020-21 [work plan](#) for the Governance Committee:

- 1) Board roles and responsibilities¹⁹
- 2) Trustee roles and responsibilities, including those of ex officio and non-voting members²⁰
- 3) Trustee evaluation and accountability, annual commitment statement²¹
- 4) Presidential evaluation²²
- 5) Presidential search and selection²³

¹⁹ To date, new efforts to clarify the roles and responsibilities of the Board include the new [Code of Conduct](#) and Oath of Office, new Board [policy](#) BTRU 1.19 (“Protecting the Institution from External Influences”), new Board [policy](#) BTRU 3.01 (“Presidential Candidate Search Committee”), new Board [policy](#) BTRU 3.02 (“Fiduciary Duties of Trustees”), the new committee [structure](#) for the Board as articulated by revised [Bylaws](#), and the new [charters](#) for these new committees. Work to clarify roles and responsibilities will continue as the [Governance Committee](#) conducts a complete review of its Bylaws and policies, according to the committee’s [work plan](#).

²⁰ The efforts described in footnote 15, above, apply to all members of the USC Board of Trustees, whether *ex officio* or appointed by the Governor or elected by the legislature, whether voting or non-voting. All Board [Bylaws](#), [policies](#), and protocols treat Trustees equally, regardless of the method by which they joined the Board, regardless of their ability to vote. There is one potential differentiation, in procedure: Board [policy](#), BTRU 2.03 (“Removal of a Board of Trustees Member”). Because the Board lacks the authority to remove one of its own members, it must request the impeachment of a Trustee by the General Assembly or recommend to the Governor that he or she remove and replace an appointee to the Board.

²¹ The Board will consider a policy regarding Trustee evaluation. The Board practices self-assessment currently. See the assessment instrument and most recent assessment results. At present, assessment of individual Trustees is not conducted, but this is a topic for consideration according to the [Governance Committee](#)’s [work plan](#) for 2020-21.

The Board has adopted a [Code of Conduct](#) and Oath of Office, which is administered annually. [Signed copies](#) of the Code and Oath from the August 14, 2020 meeting of the Board of Trustees (see [agenda](#) and [minutes](#)) are evidence of the most recent attention this commitment statement.

As for Trustee accountability, new policies address consequences for failure to uphold responsibilities. These consequences include removal from the Presidential Candidate Search Committee (see [BTRU 3.01](#)) and potential removal from the Board (see [BTRU 2.03](#)). According to the [Governance Committee](#)’s [work plan](#) for 2020-21, the Governance Committee will consider a policy by which a Trustee may be sanctioned.

²² Portions of this monitoring report dedicated to SACSCOC Standard 4.2.c (CEO evaluation/selection) describe USC’s procedures for assessing the performance of the President. These procedures will be evaluated by the [Governance Committee](#) in 2020-21, and a policy regarding this topic will be considered.

²³ The new [Code of Conduct](#) and Oath of Office requires each Trustee to assert his or her willingness to participate in continuing-education programs. There is no other policy regarding Board orientation and accountability at present, however. As the Governance Committee evaluates new Trustee [orientation](#) and continuing-education [modules](#) in 2020-21, such a policy will be considered.

- 6) Communication protocols²⁴
- 7) Board orientation and education²⁵
- 8) Board evaluation and accountability²⁶
- 9) Shared governance philosophy and practices²⁷

Board Bylaws Revisions

The Board will consider each of AGB's [suggested edits](#) to the Board's Bylaws as it conducts a comprehensive assessment of the Bylaws in 2020-21. See the Governance Committee's work plan for 2020-21, which addresses this topic. Item 8 within the plan reads as follows:

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

²⁴ New Board [policy](#) BTRU 3.01 ("Presidential Candidate Search Committee"), which is described in detail in portions of this monitoring report dedicated to SACSCOC Standard 4.2.c (CEO evaluation/selection), fulfills this AGB recommendation.

²⁵ The Board will consider a policy regarding orientation and education, according to the Governance Committee's [work plan](#) for 2020-21. The Board's new [Code of Conduct](#) and Oath of Office requires each Trustee to assert his or her willingness to participate in educational programs.

²⁶ The Board will consider a policy regarding evaluation of the Board as a whole, according to the Governance Committee's [work plan](#) for 2020-21. The Board practices self-assessment currently. See the assessment instrument and most recent assessment results. The Board has enacted a [program](#) for continuing education, and it has revised its [orientation](#) program for new Trustees, to be implemented in October of 2020.

As for Board accountability, policies address consequences for a Trustee's failure to uphold responsibilities. These consequences include removal from the Presidential Candidate Search Committee (see [BTRU 3.01](#)) and potential removal from the Board (see [BTRU 2.03](#)). According to the [Governance Committee's work plan](#) for 2020-21, the Governance Committee will consider a policy by which a Trustee may be sanctioned.

²⁷ Board [Bylaws](#) and [policies](#) include references to the importance of shared governance, but there is no free-standing policy at present that focuses on shared governance. The topic of shared governance is scheduled for consideration by the [Governance Committee](#) for 2020-21. A policy will be considered when the topic is discussed.

- 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 revised²⁸

2020-21 Work Plan for Governance Committee of USC’s Board of Trustees

The [Governance Committee](#) of the Board of Trustees has developed a [work plan](#) for the remainder of 2020 through the end of 2021. This work plan is in outline form at present, with topics generally in order of priority. More attention to the work plan will enable the Governance Committee to assign a timeline and to project necessary resources for each category of work, in the weeks and months ahead. The work plan was introduced to the Ad Hoc Advisory Committee on Governance on July 17, 2020 (see [agenda](#) and [minutes](#) and [materials](#)). The new Governance

²⁸ 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, 2020 (see [agenda](#) and [minutes](#)). 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 have been 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 AGB consultants 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 BTRU 3.01. 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. Recommendation memos are due to the Board Office by September 30. The Governance Committee will consider all memos received, collectively, thereafter. 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.

Monitoring Report Submitted by USC Columbia to SACSCOC (September 2, 2020)

Committee met on August 27, 2020 to discuss the work plan further (see [agenda](#) and [minutes](#) and [materials](#)). (Since the Governance Committee has been in place only since August 14, 2020, the committee will require additional time to develop this work plan to include more detail.)

Appendix D: Compendium of Evidentiary Documents and Hyperlinks to Evidentiary Documents

Evidentiary documents referenced within the text of this monitoring report regarding SACSCOC Standard 4.2.c (CEO selection/evaluation):

- 2018 [Charge](#) to Presidential Candidate Search Committee from Chair John von Lehe, Jr.
- August 23, 2019 [email](#) to USC Executive and Governance Committee and Scope of Work from AGB
- November 1, 2019 [letter](#) from USC Columbia to SACSCOC (“University Response #3” or “Special Report”)
- January 14, 2020 [letter](#) from SACSCOC to USC Columbia (“SACSCOC Request #4”)
- February 14, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- June 19, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- June 19, 2020 meeting of the Executive and Governance Committee
 - [Agenda](#)
 - [Materials](#)
- June 29, 2020 meeting of the Ad Hoc Advisory Committee on Governance
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- July 16, 2020 [email](#) from Chair John von Lehe, Jr. to the Board of Trustees regarding evaluation of President Caslen
- July 17, 2020 meeting of the Ad Hoc Advisory Committee on Governance
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- July 24, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- July 24, 2020 meeting of the Executive and Governance Committee
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- August 14, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- August 27, 2020 meeting of the Governance Committee
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)

- August 18, 2020 [email](#) from Board Chair Dr. C. Dorn Smith III, soliciting recommendations regarding Board policy BTRU 3.01 (“Presidential Candidate Search Committee”)
- 360° vendor [LeadersEdge](#)
- Agency Head Performance Evaluation Stage 2020 for (President Robert Caslen)
- Agency Head Planning Stage Document
- Agency Head Survey for Board/Commission Members Summary (for President Robert Caslen)
- Aggregated feedback for President Caslen’s 360° evaluation
- [Best practices and scholarly opinion](#) regarding selection of a university or university system chief executive
 - 2012 AGB *Presidential Search: An Overview for Board Members*
 - 2012 [Bowen chapter](#) portion: CEO Transitions
 - 2015 [Bowen and Tobin chapter](#) portion: The Selection and Tenure of the President
 - 2015 [Ingram chapter](#): Select the Chief Executive
 - 2018 AGB *A Complete Guide to Presidential Searches for Universities and Colleges*
 - 2019 [AGB Ensuring Best Practices](#) for Presidential Searches
 - 2020 [AGB Workshop Slides](#): Executive Search: Adapting to COVID-19
 - 2020 [AGB Workshop Slides](#): Inside the Presidential Search Process
- Board [Policy](#) BTRU 1.19 (“Protecting the Institution from Undue Influence”)
- Board [Policy](#) BTRU 3.01 (“Presidential Candidate Search Committee”)
- [Charter](#) for Audit, Compliance and Risk Committee established on August 14, 2000
- [Charter](#) for Governance Committee established on August 14, 2000
- Evaluation of immediate-past President Harris Pastides for 2016
- Evaluation of immediate-past President Harris Pastides for 2017
- Evaluation of immediate-past President Harris Pastides for 2018
- [Guidelines](#) for selecting a university or university system chief executive, according to governing documents of assorted universities and university systems
 - [Clemson University](#)
 - [Massachusetts Board of Higher Education](#)
 - [State University of New York](#)
 - [University of Colorado](#)
 - [University System of Maryland](#)
- Narrative of 2019-20 accomplishments authored by President Caslen
- [Plan](#) for continuing education of Trustees for 2020-21
- [Section 59-117-40\(5\)](#), *Code of Laws of South Carolina* (1976), as amended
- [South Carolina Agency Head Laws and Provisos](#)
- [South Carolina Ethics Act](#)
- [South Carolina Freedom of Information Act](#)
- “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](#)
- [Work Plan](#) for the BOT Governance Committee for 2020-21

Evidentiary documents referenced within the text of this monitoring report regarding SACSCOC Standard 4.2.f (External influence):

- January 22, 2019 [agenda](#) for orientation of new Trustees Dan Adams and Dick Jones
- November 1, 2019 [letter](#) from USC Columbia to SACSCOC (“University Response #3” or “Special Report”)
- January 14, 2020 [agenda](#) for orientation of new Trustee A King Dixon II
- January 14, 2020 [letter](#) from SACSCOC to USC Columbia (“SACSCOC Request #4”)
- February 14, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- June 19, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- July 10, 2020 [agenda](#) for orientation of new Trustees Alex English and Robin Roberts
- July 17, 2020 meeting of the Ad Hoc Advisory Committee on Governance
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- July 24, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- July 24, 2020 meeting of the Executive and Governance Committee
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- August 14, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
 - [Presentation](#) by J. Puckett, Managing Director and Senior Partner with the Boston Consulting Group, regarding fiduciary duties generally and the specific fiduciary duties of the USC Board of Trustees
- August 27, 2020 meeting of the Governance Committee
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- AGB’s [Higher Education Governing Boards: An Introductory Guide for Members of College, University, and System Boards](#)
- [AGB’s online, 10-step seminar](#) for trustees of public institutions of higher education
- [Assessment instrument](#) for revised orientation for new Trustees for October 2020
- [Board Code of Conduct and Oath of Office](#)
- Board [Policy](#) BTRU 1.04 (“Authority to Sign Contracts”)
- Board [Policy](#) BTRU 1.06 (“Audit & Advisory Services”)
- Board [Policy](#) BTRU 1.09 (“Employment of Outside Legal Counsel”)
- Board [Policy](#) BTRU 1.12 (“Use of University of South Carolina Name”)
- Board [Policy](#) BTRU 1.14 (“University Designated Funds”)

- Board [Policy](#) BTRU 1.15 (“University Personnel Expenditure Policy”)
- Board [Policy](#) BTRU 1.16 (“Board Member Expense Policy and Procedures”)
- Board [Policy](#) BTRU 1.18 (“Conflicts of Interest and Commitment”)
- Board [Policy](#) BTRU 1.19 (“Protecting the Institution from External Influences”)
- Board [Policy](#) BTRU 1.20 (“Dishonest Acts and Fraud”)
- Board [Policy](#) BTRU 1.22 (“Reporting Violations of State and Federal Laws or Regulations”)
- Board [Policy](#) BTRU 1.24 (“Internal Control Policy”)
- Board [Policy](#) BTRU 2.01 (“Honorary Degree Recipients”)
- Board [Policy](#) BTRU 2.03 (“Removal of a Board of Trustees Member”)
- Board [Policy](#) BTRU 3.01 (“Presidential Candidate Search Committee”)
- Board [Policy](#) BTRU 3.02 (“Fiduciary Duties of Trustees”)
- [Charter](#) for Governance Committee established on August 14, 2000
- Conflict-of-interest [statements signed](#) by Trustees for 2019
- [Follow-up email](#) from the Secretary of the Board of Trustees
- Forms signed by new Trustees upon completion of orientation for [2019](#)
- Forms signed by new Trustees upon completion of orientation for [2020](#)
- [Plan](#) for continuing education of Trustees for 2020-21
- [Review](#) of the State Ethics Rules of Conduct
- [Revised orientation](#) for new Trustees for October 2020
- [Signed copies](#) of Board Code of Conduct and Oath of Office for 2020
- South Carolina Ethics [Act](#)
- State Ethics Commission’s Statement of Economic Interests [User Guide](#)
- “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
- Trustees’ Statements of Economic Interests for [2019](#)
- Trustees’ Statements of Economic Interests for [2020](#)
- University of South Carolina Board of Trustees [Bylaws](#)
- University of South Carolina Policies and Procedures [Manual](#) (Search for policy header “BTRU” to locate policies that apply to the Board of Trustees.)
- [Work Plan](#) for the BOT Governance Committee for 2020-21

Evidentiary documents referenced within the text of the concluding section of this monitoring report:

- November 1, 2019 [letter](#) from USC Columbia to SACSCOC (“University Response #3” or “Special Report”)
- January 22, 2020 [memo](#) from then-Chair John von Lehe, Jr. to the Board of Trustees, introducing AGB’s report to the University of South Carolina System
- February 14, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- August 14, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)

- Agency Head Performance Evaluation Stage 2020 for (President Robert Caslen)
- Aggregated feedback for President Caslen's 360° evaluation
- [Board Code of Conduct and Oath of Office](#)
- Board [committee membership](#) for 2020-22 (as of August 2020)
- Board [Policy](#) BTRU 1.19 ("Protecting the Institution from External Influences")
- Board [Policy](#) BTRU 3.01 ("Presidential Candidate Search Committee")
- Board [Policy](#) BTRU 3.02 ("Fiduciary Duties of Trustees")
- [Charters](#) for Board committees established on August 14, 2000
 - [Academic Excellence and Student Experience Committee](#)
 - [Advancement, Engagement and Communications Committee](#)
 - [Audit, Compliance and Risk Committee](#)
 - [Finance and Infrastructure Committee](#)
 - [Governance Committee](#)
 - [Health and Medical Affairs Committee](#)
 - [University System Committee](#)
- Curriculum vitae for consultant [Cameron Howell](#) of Howell Strategies, LLC
- *For South Carolina: A Path to Excellence* (University of South Carolina [Strategic Plan](#))
- [Plan](#) for continuing education of Trustees for 2020-21
- [Revised orientation](#) for new Trustees for October 2020
- [Signed Code of Conduct](#) and Oath of Office 2020
- "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 Aiken [website](#)
- University of South Carolina Beaufort [website](#)
- University of South Carolina Board of Trustees [Bylaws](#)
- University of South Carolina Columbia [website](#)
- University of South Carolina Upstate [website](#)
- University of South Carolina Policies and Procedures [Manual](#) (Search for policy header "BTRU" to locate policies that apply to the Board of Trustees.)
- [Work Plan](#) for the BOT Governance Committee for 2020-21

Evidentiary documents referenced within the text of Appendix A of this monitoring report:

- July 24, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- [Sections 59-117-10, et seq., Code of Laws of South Carolina](#) (1976), as amended
- "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 Policies and Procedures [Manual](#) (Search for policy header "BTRU" to locate policies that apply to the Board of Trustees.)

Evidentiary documents referenced within the text of Appendix B of this monitoring report:

- July 15, 2019 [letter](#) from SACSCOC to USC Columbia ("SACSCOC Request #1")

- July 19, 2019 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- July 26, 2019 [letter](#) from USC Columbia to SACSCOC (“University Response #1”)
- August 19, 2019 [letter](#) from SACSCOC to USC Columbia (“SACSCOC Request #2”)
- September 23, 2019 [letter](#) from USC Columbia to SACSCOC (“University Response #2”)
- October 2, 2019 [letter](#) from SACSCOC to USC Columbia (“SACSCOC Request #3”)
- November 1, 2019 [letter](#) from USC Columbia to SACSCOC (“University Response #3” or “Special Report”)
- January 14, 2020 [letter](#) from SACSCOC to USC Columbia (“SACSCOC Request #4”)
- President Caslen’s itinerary for October 19, 2019 meetings with SACSCOC executives
- President Caslen’s itinerary for the December 8-10, 2019 annual meeting of SACSCOC

Evidentiary documents referenced within the text of Appendix C of this monitoring report:

- March 15, 2019 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- March 2019 Equity and Inclusion [Plan](#) for USC
- May 27 workshop of the Ad Hoc Advisory Committee on Governance
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- July 26, 2019 [letter](#) from USC Columbia to SACSCOC (“University Response #1”)
- August 23, 2019 [email](#) to USC Executive and Governance Committee and Scope of Work from AGB
- January 22, 2020 [memo](#) from then-Chair John von Lehe, Jr. to the Board of Trustees, introducing AGB’s report to the University of South Carolina System
- January 24-25, 2020 retreat of the Board of Trustees
 - [Agenda](#)
 - [Report](#)
 - [Materials](#)
- February 14, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- March 13, 2020 [message](#) from President Caslen to the Board of Trustees, transmitted by the Office of the Board of Trustees, regarding a forthcoming [communication](#) to students, faculty, and staff about COVID-19
- March 26, 2020 [update](#) from President Caslen to the Board, [transmitted](#) by the Office of the Board of Trustees
- April 2020 [report](#): “University of South Carolina System Governance”
- April 1, 2020 message from Interim Provost Tayloe Harding to the Board of Trustees, [transmitted](#) by the Office of the Board of Trustees, regarding USC Columbia’s [plan](#) to expand pass/fail grading options for students
- May 1, 2020 Presidential briefing on the work of the Future Planning Group, forwarded to the Board of Trustees

- May 17, 2020 message from Director of Public Relations Jeff Stensland to the Board of Trustees, [transmitted](#) by the Office of the Board of Trustees, regarding USC's Columbia's [plan](#) to alter its academic calendar for Fall Semester 2020
- May 19, 2020 message from Director of Public Relations Jeff Stensland to the Board of Trustees, [transmitted](#) by the Office of the Board of Trustees, regarding USC Columbia's plan for [voluntary pay reductions](#) among senior executives and some coaches
- May 22, 2020 [update](#) regarding the strategic plan
- May 28, 2020 Presidential briefing on the work of the Future Planning Group, forwarded to the Board of Trustees
- June 12, 2020 meeting of the Ad Hoc Advisory Committee on Governance
 - [Agenda](#)
 - [Minutes](#)
 - Materials
- June 12, 2020 [revised detail](#) regarding measurement of the plan's goals and objectives
- July 17, 2020 meeting of the Ad Hoc Advisory Committee on Governance
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- June 19, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- June 19, 2020 meeting of the Executive and Governance Committee
 - [Agenda](#)
 - [Materials](#)
- July 10, 2020 Presidential briefing on the work of the Future Planning Group, forwarded to the Board of Trustees
- July 19, 2020 [resolution](#) recommending that the Board ask the General Assembly for permission to rename Sims College
- July 21, 2020 [agenda](#) of the President's Executive Council
- July 24, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
- July 24, 2020 Presidential [briefing](#) on the work of the Future Planning Group, forwarded to the Board of Trustees
- July 24, 2020 weekly notification to the Board from Vice President for Communications Larry Thomas, [transmitted](#) by the Office of the Board of Trustees
- July 31, 2020 [memo](#) from Conference and Events Manager Grace Salter to the Board of Trustees regarding 2020 New Student Convocation
- August 5, 2020 [agenda](#) of the President's Executive Council
- August 7, 2020 [agenda](#) for colloquy on diversity, equity, and inclusion
- August 7, 2020 [attendees](#) for colloquy on diversity, equity, and inclusion
- August 7, 2020 Presidential briefing on the work of the Future Planning Group, forwarded to the Board of Trustees
- August 7, 2020 weekly notification to the Board from Vice President for Communications Larry Thomas, [transmitted](#) by the Office of the Board of Trustees

- August 14, 2020 meeting of the Board of Trustees
 - [Agenda](#)
 - [Minutes](#)
 - [Presentation](#) by J. Puckett, Managing Director and Senior Partner with the Boston Consulting Group, regarding fiduciary duties generally and the specific fiduciary duties of the USC Board of Trustees
 - [Slides](#) from the President's report
- August 14, 2020 meeting of the Student and System Affairs Committee
 - [Report](#) on Strategic Priority 5.3
- August 18, 2020 [email](#) from Board Chair Dr. C. Dorn Smith III, soliciting recommendations regarding Board policy BTRU 3.01 ("Presidential Candidate Search Committee")
- August 27, 2020 meeting of the Governance Committee
 - [Agenda](#)
 - [Minutes](#)
 - [Materials](#)
- [2020 meeting schedule](#) of the Board of Trustees and its committees
- [2021 meeting schedule](#) of the Board of Trustees and its committees (preliminary)
- AGB Consulting final report for USC and President Caslen
- Agency Head Performance Evaluation Stage 2020 for (President Robert Caslen)
- Aggregated feedback for President Caslen's 360° evaluation
- Background resources assembled for the Ad Hoc Advisory Committee on Governance regarding committee structures of governing boards
 - 2004 portion of [Lohmann chapter](#) ("Darwinian Medicine for the University")
 - 2015 AGB report [Restructuring Board Committee](#): How to Effectively Create Change
 - 2019 [Eckel and Trower chapter](#) ("The 'Jobs' of Committees: Of Drill Bits and Milkshakes")
 - [Data regarding committee structures](#) of SEC universities, peer and aspirant universities, and Clemson University
- [Biographical information](#) regarding Robert G. Anderson, James L. Solomon, Jr., and Henrie Monteith Treadwell
- [Biographical information](#) regarding Judge Ernest Finney, Jr.
- [Biographical information](#) regarding Richard T. Greener
- Board self-assessment questionnaire
- Board self-assessment results 2020
- [Board Code of Conduct](#) and Oath of Office
- Board [committee membership](#) for 2020-22 (as of August 2020)
- Board [Policy](#) BTRU 1.19 ("Protecting the Institution from External Influences")
- Board [Policy](#) BTRU 2.03 ("Removal of a Board of Trustees Member")
- Board [Policy](#) BTRU 3.01 ("Presidential Candidate Search Committee")
- Board [Policy](#) BTRU 3.02 ("Fiduciary Duties of Trustees")
- [Charters](#) for Board committees established on August 14, 2000
 - [Academic Excellence and Student Experience Committee](#)
 - [Advancement, Engagement and Communications Committee](#)
 - [Audit, Compliance and Risk Committee](#)

- [Finance and Infrastructure Committee](#)
- [Governance Committee](#)
- [Health and Medical Affairs Committee](#)
- [University System Committee](#)
- [Composition](#) of the Presidential Commission on University History
- Curriculum vitae for consultant [Cameron Howell](#) of Howell Strategies, LLC
- Evaluations of immediate-past President Harris Pastides for 2016, 2017, and 2018
- [Examples](#) of consultant Cameron Howell's weekly updates to the Chair of the Ad Hoc Advisory Committee on Governance
- *For South Carolina: A Path to Excellence* (University of South Carolina [Strategic Plan](#))
- [H4752](#)
- Iteration 2.0 of USC Columbia's Campus Reopen and Risk Mitigation [Plan](#)
- Memo from President Caslen to the Board of Trustees regarding renaming the J. Marion Sims residence hall
- [Mission statements](#) of USC System and its institutions
- [Plan](#) for continuing education of Trustees for 2020-21
- President Caslen's appointment for the May 4, 2020 Boston Consulting Group program "Planning for Restart in COVID-19"
- President Caslen's daily calendar for September 16, 2019
- President Caslen's daily calendar for October 18, 2019
- President Caslen's daily calendar for December 16, 2019
- President Caslen's daily calendar for December 19, 2019
- President Caslen's daily calendar for January 13, 2020
- President Caslen's daily calendar for January 25, 2020
- President Caslen's daily calendar for March 2, 2020
- President Caslen's daily calendar for April 13, 2020
- President Caslen's daily calendar for April 27, 2020
- President Caslen's daily calendar for May 1, 2020
- President Caslen's daily calendar for May 5, 2020
- President Caslen's daily calendar for May 6, 2020
- President Caslen's daily calendar for June 9, 2020
- President Caslen's daily calendar for June 17, 2020
- President Caslen's daily calendar for July 20, 2020
- President Caslen's itinerary for the December 8-10, 2019 annual meeting of SACSCOC
- [Revised orientation](#) for new Trustees for October 2020
- [SB798](#)
- [SB878](#)
- [Sections 59-117-10, et seq., Code of Laws of South Carolina](#) (1976), as amended
- Self-evaluation of Presidential Faculty Fellow Susan Bon
- [Signed Code of Conduct and Oath of Office 2020](#)
- [South Carolina Agency Head Laws and Provisos](#)
- "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](#)

Monitoring Report Submitted by USC Columbia to SACSCOC (September 2, 2020)

- University of South Carolina Policies and Procedures [Manual](#) (Search for policy header “BTRU” to locate policies that apply to the Board of Trustees.)
- [White Paper](#): Duties, Powers, and Responsibilities of the University of South Carolina Board of Trustees
- [White Paper](#): Principal Duties of Governing Boards of U.S. Colleges and Universities
- [Work Plan](#) for the BOT Governance Committee for 2020-21