

2.2 The institution has a governing board of at least five members that is the legal body with specific authority over the institution. The board is an active policy-making body for the institution and is ultimately responsible for ensuring that the financial resources of the institution are adequate to provide a sound educational program. The board is not controlled by a minority of board members or by organizations or interests separate from it. Both the presiding officer of the board and a majority of other voting members of the board are free of any contractual, employment, or personal or familial financial interest in the institution.

A military institution authorized and operated by the federal government to award degrees has a public board on which both the presiding officer and a majority of the other members are neither civilian employees of the military nor active/retired military. The board has broad and significant influence upon the institution's programs and operations, plays an active role in policy-making, and ensures that the financial resources of the institution are used to provide a sound educational program. The board is not controlled by a minority of board members or by organizations or interests separate from the board except as specified by the authorizing legislation. Both the presiding officer of the board and a majority of other voting board members are free of any contractual, employment, or personal or familial financial interest in the institution.

(Governing Board)

The governing board for USC is established through the provisions of Section 59-117-10, S.C. Code of Laws. That section provides that the Board of Trustees (Board) of USC is a twenty-member body including three ex officio members (the Governor, the State Superintendent of Education, and the President of the Greater University of South Carolina Alumni Association) and seventeen other members. Sixteen of these members are elected by the general vote of the General Assembly, with one from each of the state's sixteen judicial circuits. The seventeenth at-large member is appointed by the Governor. The Board of Trustees of the University of South Carolina serves as the governing board of the University of South Carolina's flagship campus in Columbia and its associated two-year regional campuses in Lancaster, Salkehatchie (including offerings in Allendale and Walterboro), Sumter, and Union. The Board also serves as the governing board for three separately accredited four-year campuses: the University of South Carolina Aiken, the University of South Carolina Beaufort and the University of South Carolina Upstate.

The Off-Site Review Committee's review of the Board's *Bylaws* and of minutes of the Board meetings that are available online confirm that it is an active policy-making body for the institution, required by law to hold regular meetings at least quarterly, with special meetings that may be called by the permanent Chairman of the Board, the President, or any five Board members. A special meeting may also be called by the Chair upon the written request of three members of the Board or of the President of the College.

The S.C. Code, Section 59-101-185 grants the Board fiscal authority and Board *Bylaws* reviewed by the Off-Site Review Committee confirm that one of the Board's seven standing committees is a Fiscal Policy Committee and another is the Academic Affairs and Faculty-Liaison Committee. The *Bylaws* outline the duties and responsibilities of these committees, specifying that the Fiscal Policy Committee is responsible for reviewing and monitoring " . . . the finance and fiscal policies and procedures of the University, its departments, and related entities; receive and evaluate reports and recommendations of internal and external auditors; advise the Executive Committee

and the Board of the financial status of the University, its departments, and related entities; perform such studies of financial matters as the Executive Committee or the Board may request; and recommend fiscal policies to the Executive Committee and Board that will better serve the needs of the University of South Carolina and the public." The Off-Site Review Committee's review of Board minutes affirmed that the work of the Fiscal Policy Committee and the full Board demonstrate that the board is ultimately responsible for ensuring that the financial resources of the institution are adequate to provide a sound educational program.

The Off-Site Review Committee confirmed that the S.C. Code of Laws Section 59-117-50 prevents control by a minority of Board members or organizations of interests separate from it by requiring a majority of the Board to be present for a quorum to exist and requiring all actions of the Board to be approved by a majority of those present, except in the case of the removal of a president which requires a majority vote of the full Board. Additionally, all meetings are conducted in compliance with the South Carolina Freedom of Information Act, and the Board Meeting Schedule and Minutes are available online. USC confirmed through a template developed for its Compliance Certification that, neither the Chair of the Board nor a majority of other voting members of the Board have contractual, employment, or personal or familial financial interest in the institution. Board policy BTRU 1.18 addresses conflicts of interest and reinforces this expectation by specifying that neither Board members nor members of their immediate families may seek pecuniary gain from the university or any of its subsidiaries or affiliated entities.

2.3 The institution has a chief executive officer whose primary responsibility is to the institution and who is not the presiding officer of the board. **(Chief Executive Officer)**

Article XI Section 2 of the Board *Bylaws* provides that the USC President reports to Board of Trustees and enumerates duties that clearly establish that the president is the executive officer whose primary responsibility is to the institution. Board minutes confirm that the current President was elected by the Board as the 28th President of the University of South Carolina effective August 1, 2008. Article V, Section 1 of the Board Bylaws provides that "The *Ex Officio* Chairman of the Board shall be the Governor of South Carolina who, when present, shall preside at all meetings of the Board." Article V, Section 2 of the Board Bylaws provides that "A permanent Chairman of the Board may be elected by written ballot from among those members of the Board elected by the General Assembly" and that "The permanent Chairman of the Board, in the absence of the *Ex Officio* Chairman, shall preside at all meetings of the Board."