

University of South Carolina  
BOARD OF TRUSTEES

October 11, 2019

The University of South Carolina Board of Trustees met at 1:15 p.m. on October 11, 2019, in the C. Edward Floyd Boardroom at the Pastides Alumni Center.

Members participating were: Mr. John C. von Lehe Jr., Chairman; and Mr. Hubert F. Mobley, Vice Chairman; Mr. C. Dan Adams; Mr. Chuck Allen; Mr. Robert F. Dozier Jr.; Dr. C. Edward Floyd; Mr. William C. Hubbard; Mr. Richard A. Jones Jr.; Mr. Toney J. Lister; Mr. Miles Loadholt; Ms. Leah B. Moody; Ms. Rose Buyck Newton; Dr. C. Dorn Smith III; Ms. Molly M. Spearman; Mr. Eugene P. Warr Jr.; Mr. Thad H. Westbrook; Mr. Mack I. Whittle Jr.; and Mr. Charles H. Williams; with Mr. A.C. “Bubba” Fennell joining by telephone. Mr. Egerton Burroughs was absent.

Also present were: Strategic Advisor David Seaton, USC Columbia Faculty Senate Chair Mark Cooper, and USC Columbia Student Government President Luke Rankin.

Others present were: President Robert L. Caslen Jr.; Secretary J. Cantey Heath Jr.; General Counsel Walter “Terry” H. Parham; Interim Executive Vice President for Academic Affairs and Provost Tayloe Harding; Senior Vice President for Administration and Chief Operating Officer Edward L. Walton; Vice President for Student Affairs and Vice Provost for Academic Support Dennis A. Pruitt; Vice President for Human Resources Caroline Agardy; Vice President for Information Technology and Chief Information Officer Doug Foster; Vice President for Research Prakash Nagarkatti; Athletics Director Ray Tanner; Interim Chief Communications Officer and Director of Public Relations Jeff Stensland; Interim Chief Development Officer Will Elliott; Senior Advisor to the President for Advancement Paula Harper Bethea; Palmetto College Chancellor Susan Elkins; USC Aiken Chancellor Sandra Jordan; Vice Provost and Dean of Undergraduate Studies Sandra Kelly; Director of Institutional Effectiveness and Accreditation Donald Miles; College of Arts and Sciences Dean Lacy Ford; College of Education Dean Jon Pedersen; University

Architect and Associate Vice President of Facilities Planning, Design and Construction Derek Gruner; University Controller Mandy Kibler; University Treasurer Pat Lardner; University Budget Director Joe Sobieralski; Associate Vice President for Administration and Finance and Medical Business Affairs Jeffrey L. Perkins III; Associate Vice President for Finance Kelly Epting; Executive Director for the Office of Economic Engagement William D. “Bill” Kirkland; Chief Audit Executive Pam Doran; Executive Director for Strategic Initiatives Jack Claypoole; My Carolina Alumni Association Chief Executive Officer Wes Hickman; Assistant Controller Lindsay Anastasio; Director of Financial Reporting Sandy Smith; Office of Equal Opportunity Programs Director Clifford Scott; Sponsored Awards Director Thomas Coggins; Chief Diversity Officer and Senior Associate Provost for Inclusion John H. Dozier; Assistant to the President for System Affairs Eddie King; Associate Director, Distributed Learning, Trena Houpp; USC Upstate Vice Provost and Associate Vice Chancellor for Academic Affairs Pam Steinke; USC Beaufort Vice Chancellor for Finance and Operations Beth G. Patrick; Palmetto College Faculty Senate Chair Christine Sixta Rinehart; Cynthia Lister, wife of Trustee Toney Lister; Ann Loadholt, wife of Trustee Miles Loadholt; Margaret Metcalf, guest of Trustee von Lehe; Trustee Emeritus M. Wayne Staton; Brian D’Amico, Howie Houston and Brittany Long of Elliott Davis; Association of Governing Boards Consultants Rick Legon, Ellen Chaffe, Sally Mason and Brit Kirwan; University Technology Services Production Manager Matt Warthen; and Board staff members Debra Allen and Terri Saxon.

I. Call to Order

Chairman von Lehe called the meeting to order and stated notice of the meeting had been posted and the press notified as required by the Freedom of Information Act; the agenda and supporting materials had been circulated; and a quorum was present to conduct business. Secretary Heath confirmed those Trustees who had joined the meeting by telephone.

Chairman von Lehe offered a special welcome to a team of consultants from the Association of Governing Boards (AGB). First, he introduced Dr. Ellen Chaffee, who served 15 years as president of two

universities and is past president of two national professional associations. Then he introduced Mr. Rick Legon, who recently retired after 36 years with AGB, serving as the organization's president for the last 14 years.

Chairman von Lehe said the AGB consultants would be interviewing Trustees and others as part of a governance review the Board had requested. Also introduced were two other AGB consultants, Dr. Sally Mason and Brit Kirwan, who he identified as reviewing the University's administrative and academic structure to identify ways in which the University may improve its operation.

Dr. Mason served eight years as president of the University of Iowa while Dr. Kirwan served 13 years as chancellor of the University System of Maryland, four years as president of Ohio State University and 10 years as president of the University of Maryland, College Park.

Mr. Stensland introduced Ms. Meghan Crum with *The Daily Gamecock* and Mike Fitts with the *Post and Courier* in Charleston.

Chairman von Lehe invited Ms. Cheryl Nail, representative of the University's Hillel Student Organization and chair of the University's Carolina Faiths Community, to deliver the invocation. Ms. Nail is Community Relations Director of the Columbia Jewish Federation and also serves as Vice Chair of Interfaith Partners of South Carolina.

### **Motion for Executive Session**

Chairman von Lehe requested a motion and second for an Executive Session for personnel matters for the appointment of honorary academic titles, appointments with tenure, and the awarding of honorary degrees. Mr. Westbrook so moved. Mr. Whittle seconded the motion. The vote was taken, and the motion passed.

The following were invited to remain: President Caslen, Secretary Heath, Mr. Seaton, Dr. Cooper, Mr. Rankin, the President's Executive Council, Ms. Doran and the University's AGB consultants.

## Executive Session Removed

### Return to Open Session

Upon return to Open Session, Chairman von Lehe stated the Executive Session included discussion of an additional employment matter regarding the possible discipline of an employee.

#### II. Approval of Minutes

- A. Ad Hoc Committee on Strategic Planning, December 18, 2018
- B. Board of Trustees, December 18, 2018
- C. Board of Trustees, Called Meeting, July 19, 2019
- D. Executive and Governance Committee, August 16, 2019
- E. Board of Trustees, August 16, 2019
- F. Board of Trustees, Called Meeting, August 17, 2019
- G. Buildings and Grounds Committee, Called Meeting, September 27, 2019

Chairman von Lehe stated there were no additions, deletions or corrections and these seven sets of minutes stood approved as provided for review on the Board Portal.

#### I. Committee Reports (Consent Agendas)

- A. Academic Affairs and Faculty Liaison Committee, September 13, 2019  
(The Honorable Leah B. Mood, Chair)

Chairman von Lehe said the Academic Affairs and Faculty Liaison Committee met on September 13<sup>th</sup> and recommended for approval all items listed on its consent agenda, all of which had received the appropriate academic and administrative approvals. There were no objections to a single vote to approve all agenda items, the vote was taken, and the consent agenda was approved:

##### 1. Honorary Academic Titles

The requests below for honorary academic titles were posted on the Board Portal with supporting materials. On

approval, the following individuals will be awarded the title indicated, effective with his/her retirement:

For the title Professor Emerita:

Christine A. Christle

Susan C. Williams

For the title Professor Emeritus:

Kenneth W. Gaines

For the title Distinguished Professor Emerita:

Bonnie Drewniany

For the title Wade T. Batson Jr. Professor of Botany Emerita:

Vicki Vance

For the title Founding Dean Emeritus, University of South Carolina School of Medicine Greenville:

Jerry R. Youkey

2. Appointments with Tenure

Mr. Brent Dedas – Appointment with tenure at the rank of Associate Professor in the School of Visual Art and Design, College of Arts and Sciences.

Dr. Marjorie Jenkins – Appointment with tenure at the rank of Professor in the University of South Carolina School of Medicine Greenville (USCSOM Greenville). Also appointed as Dean of USCSOM Greenville.

Dr. Adel Nasiri – Appointment with tenure at the rank of Professor in the Electrical Engineering Department, College of Engineering and Computing.

Dr. Robert LeFavi – Appointment with tenure at the rank of Professor in Public Health at the University of South Carolina Beaufort. Also appointed Dean of the Beaufort Campus.

3. USC Columbia

a. Mission Statement Revisions

i. USC Columbia

- ii. USC System
  - b. New Dual Degree Program – Darla Moore School of Business
    - Dual Degree Doctoral Program in Business Administration with IAE Business School, Argentina
  - c. Articulation Agreement – College of Education
    - Agreement to facilitate transfer of Central Carolina Technical College students into undergraduate degree programs in the College of Education at the University of South Carolina (BA/BS Early Childhood Education, BA/BS Elementary Education, BA/BS Middle Level Education)
  - d. Program Modification/New Program Proposal – College of Education
    - Education Doctorate (Ed.D.) in Curriculum and Instruction
4. Palmetto College Campuses Mission Statement Revisions
- a. USC Lancaster
  - b. USC Salkehatchie
  - c. USC Sumter
  - d. USC Union
5. Upstate
- a. New Programs
    - i. Bachelor of Science in Cybersecurity
    - ii. Registered Nurse – Master of Science in Nursing
    - iii. Master of Science in Nursing with concentration in Nursing Leadership

- iv. Master of Science in Nursing with concentration in Nursing Educator
- b. Program Modification
  - Bachelor of Science in Business Administration
- c. USC Upstate Faculty Manual Changes

The committee also received updates on the following:

- First-Year Student Experience and Living-Learning Programs Rankings
- Office of Student Conduct & Academic Integrity/Honor Code
- Faculty/Student Ratios
- Academic Advisement

In addition, the Annual Review of New Programs reports was presented during the meeting.

This concludes the Academic Affairs and Faculty Liaison Committee report.

B. Building and Grounds Committee, September 13, 2019  
(The Honorable William C. Hubbard, Chair)

Chairman von Lehe said the Buildings and Grounds Committee met September 13<sup>th</sup> and recommended for approval all items listed on its consent agenda. There were no objections to a single vote to approve all agenda items, the vote was taken, and the consent agenda was approved:

- 1. Project Approvals
  - a. Phase I Approval
    - West Campus Parking Development  
To establish this project for Phase I with a

budget of \$50,000 to be funded with the Greek Parking Student Fee.

b. Phase II Approvals

i. Strom Thurmond Wellness Center  
Intramural Recreation Fields Synthetic  
Turf Installation

To fund Phase II design and construction for a total project budget of \$1,850,000 funded with Student Wellness Fee Reserve Funds.

ii. Honors College Residence Hall Expansion

To fund Phase II design and construction for a total project budget of \$19,450,000 funded with \$5,000,000 of State Appropriations and \$14,450,000 of Housing Maintenance Reserve.

iii. USC Upstate Hall Parcel Land Acquisition

To fund Phase II acquisition for a total project budget of \$385,000 funded with USC Upstate Institutional Capital Project Funds.

iv. Maintenance and Renovation Projects  
with State Appropriated Funds

1. USC Upstate Smith Science  
Building Renovation

2. USC Lancaster Critical  
Maintenance and Repair

3. USC Salkehatchie Critical  
Maintenance and Repair

4. USC Sumter Critical Maintenance  
and Repair

5. USC Sumter Science Building  
Renovation

v. USC Union Critical Maintenance and Repair

To fund these maintenance and renovation projects for design and construction with State Appropriations for the amounts indicated in the project descriptions.

c. Other Approvals

i. College of Engineering and Computing Artificial Intelligence Lab Renovation

To establish and fully fund this project with a budget of \$995,000 to be funded with Institutional Funds.

ii. USC Columbia Campus Fire Sprinkler Installation II

To establish and fully fund this project with a budget of \$750,000 to be funded with Institutional Capital Project Funds.

iii. Greek Village Information Technology Infrastructure

To establish and fully fund this project with a budget of \$975,000 to be funded with Greek Village Administrative Fees.

iv. Advising Department Renovation in Close-Hipp

To establish and fully fund this project with a budget of \$980,000 to be funded with Institutional Funds.

v. Disability Services Department Renovation in Close-Hipp

To establish and fully fund this project with a budget of \$500,000 to be funded with Institutional Capital Project Funds.

vi. A’ja Wilson Sculpture

To fully fund, create and install a sculpture of A’ja Wilson at the Colonial Life Arena with a budget of \$275,000 to be funded with private gifts.

vii. USC Aiken Science Building Lab Exhaust System Renovation

To establish and fully fund this project with a budget of \$900,000 to be funded with USC Aiken Institutional Funds.

viii. USC Upstate Johnson Building Third Floor Classroom Upfit

To establish and fully fund this project with a budget of \$995,000 to be funded with USC Upstate Institutional Capital Project Funds.

2. Gift Naming Opportunities

As approved and recommended by the Gift Naming Opportunities Committee at its meeting on Thursday, August 15, 2019.

a. Athletics

i. Computerized Tax Service, LLC and Carol L. Bourne, Madeline Hunt Mental Health Room

ii. Wurzburger Family Student Gate

b. College of Education

– Dominion Energy Science Education & Investigation Classroom Fund and the Dominion Energy Science Education & Investigation Classroom – Amendment

c. Darla Moore School of Business

– Dominion Energy Study Commons Fund and the Dominion Energy Study

Commons – Amendment

- d. School of Music
  - Randy Herald Marching Band Tower

This concludes the report of the Buildings and Grounds

Committee.

- C. Health Affairs Committee, September 13, 2019  
(The Honorable A.C. “Bubba” Fennell, Chair)
- D. Audit and Compliance Committee, October 11, 2019  
(The Honorable Rose Buyck Newton, Chair)

Chairman von Lehe said the Health Affairs Committee met on September 13<sup>th</sup> and the Audit and Compliance Committee will meet later today. The two committees have no action items to bring forward and the minutes of those meetings will be prepared for approval at a future meeting of the full Board.

- E. Executive and Governance Committee, October 11, 2019  
(The Honorable John C. von Lehe, Jr., Chair)

Chairman von Lehe said the Executive and Governance Committee met earlier in the day and recommended for approval all items listed on its consent agenda. There were no objections to a single vote to approve all agenda items, the vote was taken, and the consent agenda was approved:

- 1. Board of Trustees Policies
  - a. BTRU 1.02, *Mission Statements*: A policy to establish a process under which the Office of Institutional Research, Assessment and Analytics is responsible for ensuring the mission statement for each campus in the University System is reviewed by the Board of Trustees in a timely manner so as to comply with the requirements of the Southern Association of Colleges and Schools Commission on Colleges and the South Carolina Commission on Higher Education.
  - b. BTRU 2.00, *Commencement Exercises*: A policy establishing standards to maintain the dignity and

tradition of academic commencement exercises to honor the achievements, learning, and rigorous work of undergraduate, graduate and professional students.

2. Contracts Valued at \$750,000 and Above
  - a. HelioCampus, Inc. Subscription and Service Agreement: A subscription and service agreement with HelioCampus, Inc. to centralize University data to improve institutional data analytics. The term of the contract is one year, renewable for a maximum term of five years. The value of the contract is not to exceed \$6.3 million.
  - b. Alumni Association Affiliation Agreement: An affiliation agreement with the University of South Carolina Alumni Association recognizing the Alumni Association as a 501(c)(3) non-profit organization and establishing the relationship and responsibilities of the parties.
  - c. Athletics Department: Football Hotel Contract: A three-year agreement with DoubleTree Hotel in Columbia, South Carolina, under which DoubleTree will provide rooms and food service for the University's football team on Friday nights before University home football games. The value of the contract is estimated at \$840,000.
3. College of Education: Voluntary Separation Plan: A program to realign resources and/or permanently downsize the number of faculty and staff based on the College of Education's ability to demonstrate a cost savings estimated at \$2.875 million over five years. Open to all College of Education employees in FTE positions, the program will be capped at 12 participants and is designed in accordance with the current Appropriation Act Proviso.
4. USC Columbia Off-Cycle Fee Request: Elimination of the Greek fee for parking, currently approved at \$375 per semester, effective with the Spring 2020 semester.

This concludes the consent agenda report of the Executive and Governance Committee.

IV. Buildings and Grounds Committee, Called Meeting, October 11, 2019  
(The Honorable William C. Hubbard, Chair)

Chairman von Lehe called on Mr. Hubbard.

– Project Approval: Greek Village Student Parking Development

Mr. Hubbard said the Buildings and Grounds Committee held a called meeting earlier in the day and recommended full Board approval to establish and fully fund the Greek Village Student Parking Development Project with a budget of \$995,000 to be funded with Greek Parking Student Fee.

Chairman von Lehe called for discussion of the committee's motion. There was none. The vote was taken and the motion passed.

V. Directors and Officers Coverage

Chairman von Lehe said updated information was posted on the Board Portal for this meeting. He said he would refer the matter to the Executive and Governance Committee to review and make a recommendation to the full Board at its meeting on December 17<sup>th</sup>.

VI. Report of the President

Chairman von Lehe called on President Caslen who updated Trustees on several topics, including modifications and changes to the organizational structure, which Trustees had requested. He also addressed the processes and next steps in working with the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC).

As an update, he said he was continuing his outreach with faculty, students, legislators, and the community to improve relationships following the search process.

He announced the selection of his faculty fellow, Dr. Susan Bon of the College of Education, who was unable to attend the day's meeting. He also said in a couple of weeks, he would hold presidential office hours on Greene Street, moving his entire office there for his weekly calendar meeting and cabinet meeting, followed by open hours for students to come visit with him. "My continued outreach to the

students is very important,” he said.

As for the legislature, he said he had spent the previous day in Greenville with Trustee Whittle meeting with elected officials. President Caslen said he also had spent time in meetings with Governor McMaster, Columbia Mayor Benjamin, and the University’s Community Advisory Committee.

“I’m still continuing to focus on my own personal assessment of the University. You met Dr. Sally Mason who is looking at where our University is in association with the landscape of higher education and where we should go in the future. I value very much the assessment of our Association of Governing Boards (AGB) consultants, which will make a huge difference to our upcoming strategic offsite.”

President Caslen reminded Trustees his vision is to be the preeminent higher education institution in the nation, with student excellence, faculty excellence, and research excellence. Offering a quick update on research, he said, the University was expanding its Department of Defense and Department of Energy research – working with Fort Gordon and its three cyber commands, working with West Point and the Army Cyber Institute there, and working with the Army’s Futures Command, a new, four-star command lead by a USC graduate with oversight of all Army laboratories and acquisition programs. Effort also is being spent on the Savannah River Plant, he said. “There is a lot of great potential in the research area,” he said.

The strategic off-site will be with all vice presidents and deans on November 4-5. The agenda will look at higher education, where it is and where it is going in the future. “Then we will have a good, honest discussion on what the University’s vision should be, what our mission statement should be and to identify five or eight strategic objectives,” he said. For example, he said one objective is to address the system, which has tremendous potential but needs work on how it is integrated and how it addresses significant needs of the state through access, affordability, and diversity.

“As a flagship university, we have a responsibility to have elite programs and also to reach out to our clients – the students from the State of South Carolina – to work with them, work with K-12 students,

to enable them to be inspired to want to go to college so they will want to meet the requirements of higher education and prepare themselves to meet the standards and requirements for eligibility,” President Caslen said.

Another strategic area is to define what innovation and partnership look like for the University, he said discussing his visit to the School of Medicine Greenville where he learned about how the school was created with no state dollars. “This is a tremendous example of innovation and partnership,” he said, describing it as a model that could be replicated in other areas.

Online learning is another area of innovation with a lot of potential, he said, noting it would address issues of access and affordability. The emphasis is how can the existing online programs be integrated with a common infrastructure – a common support base of marketing and admissions that supports all the University’s online programs, across disciplines.

As for SACSCOC and what would be happening over the coming weeks, President Caslen said a second response from the University had been escalated to SACSCOC President Dr. Belle Wheelan who has determined she will forward the University’s situation to the SACSCOC Compliance Committee. This committee will make the decision, which will be one of five options: 1) no additional report, 2) a monitoring report, 3) a warning, which is a sanction, 4) probation, which is a sanction, and 5) removal, which is the worst case situation.

The University will receive a letter in January with the official decision of the Compliance Committee of the Board of Trustees for SACSCOC. There is a SACSCOC conference in Texas in December, which President Caslen said he would attend and at which he would likely be informed of the committee’s decision. He and Chairman von Lehe also would visit Dr. Wheelan before the December conference.

President Caslen concluded his report by presenting organizational changes under consideration. Trustees were provided an organizational chart illustrating the existing structure, which he used as a basis

for discussing the changes under consideration. Changes include:

- dual reporting to the Board and to the President for the chief audit executive, who currently reports directly to the Board – a change that has yet to be confirmed
- a Presidential Faculty Fellow, a new position reporting directly to the President
- a chief of staff, a position that had previously existed, to be filled around the first of the year
- the vice president for research would now report to the President and the Provost
- a vice president for diversity and inclusion, which would be an additional direct report to the President.

President Caslen then discussed various aspects of the organizational structure such as the national search for a vice president for advancement, noting he wanted a more cohesive working relationship in the future among Alumni, Development and University Foundations.

He then addressed the position of general counsel and executive director of compliance programs. A director of compliance needs to be added to report to Mr. Parham, he said.

Next, he addressed his plans for the position of senior vice president of administration. The chief operating officer and the chief financial officer position need to be separate, reporting to the vice president for administration – this would bring integrity into the entire financial and operations process, President Caslen said.

A director of strategy is a new position reporting to the vice president for administration, he said. A position that also will work with the Provost Office to ensure the right metrics are used in the assessment and review of strategic plans. A national search is underway for a new position, a vice president for diversity and inclusion, which should be finalized by the end of the year, he said.

President Caslen then circled back to his desire to have a dual reporting responsibility for the chief audit executive, which came from his concern for a “culture of character” as defined by the values one embraces such as the Carolinian Creed. Ethics and conflict of interest training are vital and is a task to be

given the chief audit executive.

In conclusion, President Caslen said during the week of November 18, he would travel around the State of South Carolina to meet business leaders, elected officials, educators, and civic groups to advocate for the University of South Carolina. He also will write an op-ed of what a flagship university is and what it means to the people of South Carolina.

In response to a question from Trustee Moody about diversity, President Caslen said the new vice president position would address faculty, staff and student diversity within the University but also would embrace diversity and inclusion within the community. Trustee Westbrook added that the vice president for diversity also should work closely with Advancement when dealing with external constituents. Trustee Moody underscored the need to do this with in-state and out-of-state constituents.

Regarding an observation from Trustee Whittle about the chief audit executive and chief financial officer (CFO), President Caslen said he wanted to limit direct reports, but he would be closely involved with the CFO. As for the chief audit executive, his experience in Florida illustrated to him how important it is to be able to offer direction to the internal auditor. Several Trustees voiced no issue with dual reporting for the chief audit executive if Trustees were responsible for hiring/firing and setting the salary of the individual.

Faculty Senate Chair Cooper observed the power to discipline its own members resides with the faculty when looking at what the authority of an ethics office and what authority the faculty retained. In talking about moving ethics training/conduct of the Board/Presidential level, there needed to be clarity so shared governance provisions were preserved, and academic freedom was respected.

In response to Dr. Cooper's question about where the Palmetto College Chancellor was in the organizational structure, President Caslen said in order to meet accreditation requirements the chief academic officer from Palmetto College had to report to the Provost, which preserves the reporting of the chancellor to the President.

Chairman von Lehe thanked President Caslen, accepting his report as information.

VII. Other Matters

Chairman von Lehe announced since the last Board meeting he had approved a request from the School of Law to exceed the University's daily allowable rate for an interview room in Washington, D.C. for members of the Law School Faculty Hiring Committee attending a meeting of the American Association of Law Schools. University policy requires approval by the Board Chairman with notice to the Board before the University's \$300 daily allowable rate can be exceeded.

VIII. Adjournment

There being no other business to come before the committee, Chairman von Lehe declared the meeting adjourned at 2:30 p.m.

Respectfully submitted,

J. Cantey Heath, Jr.  
Secretary