

University of South Carolina
BOARD OF TRUSTEES

Board of Trustees – Called Meeting

July 24, 2020

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

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

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

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

Others participating by video and teleconference were Vice President for Human Resources Caroline Agardy; President's Chief of Staff Mark Bieger; President and Chief

Executive Officer, USC Foundations Jason Caskey; Executive Director for Strategic Initiatives Jack Claypoole; USC Upstate Chancellor J. Derham Cole Jr.; Chief Audit Executive Pamela Dunleavy; Chancellor, Palmetto College Chancellor Susan Elkins; Interim Vice President for Development and Alumni Relations William Elliott; Associate Vice President for Finance and Budget, University Budget Office Kelly Epting; Vice President for Information Technology and Chief Information Officer Doug Foster; University Architect, Associate Vice President of Facilities Planning, Design and Construction Derek S. Gruner, School of Music Dean Tayloe Harding; Chief Executive Officer, My Carolina Alumni Association Wes Hickman; USC Aiken Chancellor Sandra Jordan; Assistant to the President for System Affairs Eddie King; Executive Director of Economic Engagement William Kirkland; Executive Communications Director Sally McKay; Director of Government Relations Derrick Meggie; Vice President for Research Dr. Prakash Nagarkatti; USC Beaufort Chancellor Al Panu; General Counsel Walter “Terry” H. Parham; College of Education Dean Jon Pedersen; Chief Operating Officer Jeff Perkins; Vice President for Student Affairs and Vice Provost, Dean of Students Dr. Dennis Pruitt; Executive Assistant to the President, Equal Opportunity Programs Cliff Scott; Special Assistant to the President James Smith; Assistant Vice President for Administrative Operations and Chief of Staff Division of Administration and Finance Joe Sobieralski; Athletics Director Ray Tanner; Executive Vice President for Academic Affairs and Provost William “Bill” F. Tate; Vice President for Communications Larry Thomas; Executive Vice President for Administration and CFO Ed Walton; Public Relations Strategist, and Communications and Public Affairs Dana Woodward.

OPEN SESSION

I. Call to Order

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

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

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

II. Approval of Minutes

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

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

- I. Ad Hoc Advisory Committee on Governance, May 13, 2020
- J. Ad Hoc Advisory Committee on Governance, May 27, 2020

Chair von Lehe stated there were no additions, deletions, or corrections and these minutes stand approved as provided for review on the Board Portal.

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

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

- 1. Board of Trustees Bylaws Revisions
 - a. Presidential Candidate Search Committee

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

- b. Fiduciary Duties of Trustees

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

- 2. Board of Trustees Policies
 - a. BTRU 3.01 – Presidential Candidate Search Committee

On behalf of the Executive and Governance Committee,

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

b. BTRU 3.02 – Fiduciary Duties of Trustees

On behalf of the Executive and Governance Committee,

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

3. Affiliation Agreements – USC Support Foundations

a. USC Business Partnership Foundation Affiliation Agreement

b. USC Educational Foundation Affiliation Agreement

c. USC Development Foundation Affiliation Agreement

On behalf of the Executive and Governance Committee,

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

IV. Board of Trustees Bylaws Amendments (Second Reading)

Chair von Lehe said on June 19, 2020 the full Board approved first reading of proposed amendments to the Board Bylaws regarding the creation of new standing committees, the appointment of committee members, and certain other modifications. He said these amendments were recommended by the Ad Hoc Advisory Committee on Governance and the Executive and Governance Committee for approval. On behalf of the Executive and Governance Committee Chair von Lehe moved final approval of the Board

of Trustees Bylaws amendments previously approved by the full Board on June 19, 2020 and provided on the Board Portal. He called for discussion and Mr. Allen noted for the record his concern about the Board maintaining clear lines of authority at the committee level regarding the Athletic Department and athletic programs. He said he has been assured that the issue of committee level jurisdiction regarding the Athletic Department as soon as practical. Chair von Lehe noted Mr. Allen’s concern. There being no further discussion the vote was taken, and the motion carried. Chair von Lehe said these Board of Trustees Bylaws amendments will take effect as of the commencement of the full Board meeting on August 14, 2020 and will be included in the minutes of this meeting.

UNIVERSITY OF SOUTH CAROLINA BYLAWS

BOARD OF TRUSTEES

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PREAMBLE

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

ARTICLE I

THE UNIVERSITY OF SOUTH CAROLINA

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

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

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

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

A. University of South Carolina Aiken.

- B. University of South Carolina Beaufort.
- C. University of South Carolina Columbia.
- D. University of South Carolina Lancaster.
- E. University of South Carolina Salkehatchie.
- F. University of South Carolina Sumter.
- G. University of South Carolina Union.
- H. University of South Carolina Upstate.

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

ARTICLE II

THE BOARD OF TRUSTEES

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

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

The term of the office of the at-large members appointed by the Governor is effective upon certification to the Secretary of State and is four years. If the Governor chooses to designate a member to serve in the Governor’s stead as permitted by Section 1 hereinabove, the appointment is effective upon

certification to the Secretary of State and shall continue at the pleasure of the Governor. The term of the President of the University of South Carolina Alumni Association is for the active term of office as President.

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

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

ARTICLE III

INDIVIDUAL TRUSTEE RESPONSIBILITIES

Each member of the Board of Trustees shall:

A. Honor his/her fiduciary responsibility to the University System and the Board as a whole, as set forth in University Policy BTRU 3.02, “Fiduciary Duties of Trustees”;

B. Recognize that the Board, as the governing authority of the University System, is responsible for defining the mission, role and scope of the University System, for establishing the general policies by which the University System shall operate, and for delegating the day-to-day management function of the University System to the President;

C. Recognize that the legal authority of the Board to govern and direct the University System rests with the collective Board and not individual Board members;

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

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

ARTICLE IV

RESPONSIBILITIES OF THE BOARD

SECTION 2. PRESIDENTIAL CANDIDATE SEARCH COMMITTEE. When there is a vacancy or notification of a forthcoming vacancy in the office of the President, the Board will create a Presidential Candidate Search Committee to conduct a search for the next president of the University of South Carolina. The composition of the Presidential Candidate Search Committee and the conduct of the search shall be as set forth in University Policy BTRU 3.01, “Presidential Candidate Search Committee.”

ARTICLE V

POWERS OF THE BOARD

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

ARTICLE VI

OFFICERS OF THE BOARD

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

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

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

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

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

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

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

ARTICLE VII

COMMITTEES

SECTION 1. STANDING COMMITTEES.

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

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

C. The several standing committees are charged specifically with the immediate care and supervision of the subject matter respectively indicated by and properly relating to their titles and as

expressly provided in these Bylaws. In order to facilitate effective governance, each standing committee shall adopt and recommend for consideration and approval by the Governance Committee and then the Board a charter outlining the committee's mission, authority, responsibilities, frequency of meetings and such other information as the committee deems appropriate. Committee charters shall not be inconsistent with the Bylaws of the Board.

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

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

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

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

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

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

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

SECTION 2. SPECIAL OR AD HOC COMMITTEES.

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

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

ARTICLE VIII

RESPONSIBILITIES OF STANDING COMMITTEES

SECTION 1. ACADEMIC EXCELLENCE AND STUDENT EXPERIENCE COMMITTEE.

The Academic Excellence and Student Experience Committee shall:

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

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

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

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

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

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

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

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

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

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

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

L. review admissions policies and practices;

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

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

SECTION 2. ADVANCEMENT, ENGAGEMENT AND COMMUNICATIONS COMMITTEE.

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

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

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

C. economic development activities and opportunities;

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

E. communications and public relations strategies and activities; and

F. community engagement and outreach strategies and activities.

SECTION 3. AUDIT, COMPLIANCE AND RISK COMMITTEE.

The Audit, Compliance and Risk Committee shall:

- A. oversee the activities of the office of Audit and Advisory Services;
- B. review and monitor policies of the University, its departments, and related entities;
- C. receive and evaluate reports and recommendations of internal and external auditors;
- D. perform such studies of financial matters as the Finance and Infrastructure Committee or the Board may request;
- E. recommend policies to the appropriate standing committee and the Board that will better serve the needs of the University of South Carolina and the public;
- F. serve as the human resources and compensation committee of the Board; monitor adherence to state and federal law, and tax and accounting requirements, regarding compensation practices; authorize salary studies as it deems appropriate or as referred to it by the Board; make recommendations to the Governance Committee regarding the compensation of the President;
- G. make recommendations to the Board regarding the appointments and salaries of principal officials elected by the Board as well as University officers having the rank of Vice President or Chancellor or equivalent rank;
- H. review and make recommendations, as appropriate, regarding ethics disclosures by the president and University employees; and
- I. review and monitor the Enterprise Risk Management process, reports from the University risk manager, and actions taken to mitigate risks.

SECTION 4. FINANCE AND INFRASTRUCTURE COMMITTEE.

The Finance and Infrastructure Committee shall:

- A. serve as the financial committee of the Board, exercising general supervision of the finances of the University; shall review in advance the proposed budget for the succeeding year; and shall review in advance the proposed application for appropriation for the succeeding year in the light of overall University plans;
- B. provide for appropriate fidelity surety bonds covering all officers, agents, and employees of the University who at any time shall hold any property or funds of the University, and for appropriate officers and directors insurance to insure the officers and members of the Board against liability arising by virtue of the acts of such officers or Board members in their official capacity with the University;
- C. monitor and consider auxiliary enterprises and operations on University System campuses;
- D. provide for a Design Review Committee to perform such functions as may be determined by the Board;

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

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

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

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

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

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

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

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

Buildings and other naming opportunities shall only bear the name of individuals or entities that exemplify attributes of integrity, character and leadership consistent with the highest values of the

University. In the event the Committee determines that those attributes have been violated, it shall recommend to the Board that the individual's or entity's name be removed.

SECTION 5. GOVERNANCE COMMITTEE.

The Governance Committee shall:

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

SECTION 6. HEALTH AND MEDICAL AFFAIRS COMMITTEE.

The Health and Medical Affairs Committee shall:

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

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

SECTION 7. UNIVERSITY SYSTEM COMMITTEE.

The University System Committee shall:

- A. function as the University System committee of the Board and shall be charged with the consideration of issues of System-wide application not otherwise expressly delegated by these Bylaws to another standing committee of the Board, including such matters as System administrative services, governance and coordination, and student transfer programs;
- B. maintain attention to the integrity and independent accreditation status of the Comprehensive Universities while promoting collaboration, cooperation and appreciation for the spectrum of programs and capacities that span the University System;
- C. be kept informed of all matters affecting the efficient management and operation of the System;
- D. be charged with the responsibility for reviewing the activities of Palmetto College, and the coordination of University System on-line programs;
- E. monitor matters of strategic importance that span the University System when doing so does not replicate work of any Board committee charged with strategic planning; and
- F. meet from time to time with the President and Chancellors on matters of concern or interest.

ARTICLE IX

MEETINGS OF THE BOARD AND COMMITTEES

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

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

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

four hours before the meeting in accordance with the requirements of Section 30-4-80, Code of Laws of South Carolina (1976), as amended.

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

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

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

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

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

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

SECTION 8. MEETINGS OF COMMITTEES. Meetings of committees shall be called by the Secretary at the direction of the permanent Chairman of the Board, the Chairman of the particular committee

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

ARTICLE X

BOARD AND COMMITTEE PROCEDURES

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

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

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

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

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

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

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

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

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

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

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

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

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

SECTION 9. MINUTES OF BOARD AND COMMITTEE PROCEEDINGS.

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

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

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

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

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

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

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

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

ARTICLE XI

DUTIES OF THE SECRETARY

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

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

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

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

D. Prepare and send out notices of all meetings of the Board and its committees, together with an agenda and other pertinent material relating thereto, in the manner and time provided in these Bylaws;

E. Be responsible for the effective staffing and management of office premises to serve the working needs of the Board and ensure that the University provides sufficient and suitable space for the Secretary and the Secretary's staff and for the holding of all Board and committee meetings;

F. Select and administer the staff of the Board Office and provide such staff assistance to the members of the Board and to the committees of the Board as may be requested or required from time to time in furtherance of their duties; appoint assistant secretaries, as necessary, to accomplish the responsibilities set forth in these Bylaws;

G. Be responsible for the welfare, travel and compensation of the Board in accordance with applicable State statutes;

H. Be responsible for and provide for the preservation of the records of the Board and all documentary files thereof;

I. Be responsible for the text of all official plaques and notices erected on University premises by order of the Board;

J. Be responsible for preparation of recommendations and citations for all honorary degrees granted in the name of the University;

K. Ensure that the Board is informed of all other honors and distinctions given in the University's name;

L. Be responsible for keeping members of the Board and such persons as the Board may direct supplied with copies of any changes or amendments to these Bylaws or the policies of the University as adopted or amended by the Board from time to time and any interpretive rulings previously made regarding matters being or to be considered;

M. Provide liaison between the Board and its members as well as provide an additional communication link between the Board and the President and be responsible for communications between the Board and others as set forth in Section 7 of Article X of these Bylaws;

N. Be custodian of the official seal of the University;

O. Certify as to the authority of all administrative or executive officers of the University when necessary;

P. Assist the Board, in liaison with the President, in activities involving local higher education commissions associated with the two-year and four-year campuses;

Q. Generally, act as the coordinator of the Board and its members for all official functions and activities of the Board or with which the Board is involved;

R. Sign contracts, certificates and instruments authorized or issued by authority of the Board or any properly authorized committee thereof and all diplomas;

S. Serve as Secretary of the Board of Visitors;

T. Serve as chair of the commencement committee and oversee all University System graduation ceremonies and activities;

U. Manage the Board's annual performance evaluation of the University President and the annual self-evaluation of the Board;

V. Review and, if appropriate, approve payment of or reimbursement for documented personal consumption and travel-related expenses in accordance with established University policies;

W. Perform such other duties and functions as may be prescribed by the Board.

ARTICLE XII

THE UNIVERSITY SYSTEM AND ITS GOVERNANCE

SECTION 1. ORGANIZATION. The University of South Carolina System, at times also referred to as the "University System," consists of the component campus units described in Section 4 of Article I of these Bylaws. It shall be charged with the responsibility of providing to the State of South Carolina readily accessible comprehensive undergraduate, graduate and professional programs and other instruction, research, continuing education and service programs, all of the highest quality, through the operation of major components or campuses with varying missions and at various locations throughout the State. Each Comprehensive University campus with the exception of the Columbia campus shall be administered by a Chancellor who shall report directly to the President. The position of the President of the University System shall also encompass the office and duties of Chancellor of the Columbia campus. Each Regional Palmetto College campus shall be administered by a Campus Dean who shall report to the Chancellor of Palmetto College who in turn reports to the President.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SECTION 3. AUTHORITY AND DUTIES OF THE CHANCELLORS OF THE COMPREHENSIVE UNIVERSITIES. There shall be a Chancellor of each component Comprehensive University within the University System, and the President shall serve as and perform the duties of Chancellor for the Columbia campus. These Chancellors shall be the chief administrative officers of their respective campuses and shall have full authority to administer campus affairs and to formulate and issue regulations and orders not inconsistent with the Bylaws, rules, policies and procedures of the Board and the President. They shall be responsible for the participation of their campuses in the overall planning, resource allocation and program evaluation of the University System. These Chancellors shall report directly to the President who in turn shall report to the Board. Within the general authority granted by the Board and the President, the Chancellors shall perform duties and responsibilities including but not limited to the following:

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE XIII

DUTIES OF THE TREASURER OF THE UNIVERSITY

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

The Treasurer shall:

A. in consultation with the Vice President and Chief Financial Officer, direct the preparation and analysis of financial statements and status reports of university funds for the presentation to the Board and the President;

B. direct the preparation of special reports and financial analyses as requested by the Board or the President;

C. review the status and use of all funds of the University on a periodic basis to determine that the financial position of the University is properly reflected;

D. exercise signatory authority for all checks issued by the University of South Carolina;

E. appoint assistant treasurers as necessary to accomplish the responsibilities set forth in these Bylaws and be responsible for the effective staffing and management of the Treasurer's Office and for providing staff assistance to the Board and President as needed; and

F. perform such other duties and functions as may be required by the Board.

ARTICLE XIV

TRUSTEES EMERITI

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

ARTICLE XV

THE BOARD OF VISITORS

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE XVI

CONFLICTS OF INTEREST POLICY

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

SECTION 2. DEFINITIONS.

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

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

1. an ownership or investment in any entity with which the University has a transaction or arrangement;

2. a compensation arrangement with the University or with any entity or individual with which the University has a transaction or arrangement; or

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

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

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

SECTION 3. PROCEDURES.

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

B. Determining Whether a Conflict of Interest Exists.

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

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

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

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

A. has received a copy of the Conflicts of Interest Policy;

B. has read and understands the policy; and

C. has agreed to comply with the policy.

ARTICLE XVII

INDEMNIFICATION

The University shall furnish its current and former members and officers with legal defense in connection with any threatened or pending action, suit or proceeding, whether civil, criminal, administrative or investigative, to which they are made parties by reason of being or having been a representative of the University, provided the President or Secretary is promptly notified of the need for such defense. Furthermore, the University shall indemnify to the extent permitted by South Carolina law any members or officers for judgments, damages, settlements and costs reasonably incurred in such proceedings so long as such matters are not as a result of gross negligence or willful misconduct. In addition to the indemnification herein provided, the University shall secure and maintain in full force and effect a policy of Directors and Officers Liability Insurance covering all members of the Board with limits as established by the Board.

ARTICLE XVIII

MISCELLANEOUS

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

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

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

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

ARTICLE XIX

AMENDMENTS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

V. Adjournment

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

Respectfully submitted,

J. Cantey Heath, Jr.
Secretary