

#### **4.1.d**

### **Governing Board: Not Controlled by a Minority**

The institution has a governing board of at least five members that:

- d. is not controlled by a minority of board members or by organizations or institutions separate from it.

#### **Judgment**

Compliant  Non-Compliant  Not Applicable

#### **Narrative**

S.C. Code of Laws Section 59-117- 50 prevents control by a minority of Board members or organizations of interests separate from it by requiring a majority of the Board to be present for a quorum to exist and requiring all actions of the Board to be approved by a majority of those present, except in the case of the removal of a president which requires a majority vote of the full Board. Additionally, all meetings are conducted in compliance with the South Carolina Freedom of Information Act, and the Board Meeting Schedule and Minutes are available online.

The Board of Trustees of the University of South Carolina consists of twenty members and is chaired by John C. von Lehe Jr., who was elected Chairman of the Board of Trustees in August 2018 ([University of South Carolina Board of Trustees Minutes, August 17, 2018, Page 10, Item VII](#)). The Board has the authority granted to it as a governing board by [Section 59-117-40\(5\)](#) of the South Carolina Code of Laws, including the power to appoint a Chairman of the Board of Trustees.

#### **Composition of Board**

The composition of the Board is defined in [Article II, Section 1](#), of the Board of Trustees' Bylaws which states as follows:

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.

The terms of office for members of the Board are defined in [Article II, Section 2](#), of the Board's Bylaws which states as follows:

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 his 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.

#### **Meetings of Board: Quorum**

Minutes of the proceedings of the board and each committee are kept by the Secretary, and as soon as practical after a meeting, a copy of the board approved minutes are uploaded to the Board Portal and [website](#). 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. Pursuant to the [South Carolina Code of Laws Section 59-117-50](#), the Board shall meet no less than quarterly...a majority of the members of the Board of Trustees shall constitute a quorum (11 members for full board and 3 members for each committee) for the transaction of all business of the Board but not less than a majority vote of the whole board shall be required for the election or removal of a president. The guidelines for the Board meetings, including the meeting schedule, agendas, minutes of the Board and committee proceedings are described in detail in the Board of Trustees [Bylaws Articles IX and X](#).

## Sources

-  [August 17 2018 BoT Meeting Minutes](#)
-  [BoT Meeting Minutes](#)
-  [Board of Trustees Bylaws](#)
-  [Board of Trustees Bylaws \(Page 11\)](#)
-  [Board of Trustees Bylaws \(Page 26\)](#)
-  [Code of Laws - Title 59 - Chapter 117 - 50 - Meetings of board; quorum](#)
-  [Code of Laws - Title 59 - Chapter 117 - University Of South Carolina](#)