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OCT 22 2020

OFFICE OF THE PRESIDENT

Mr. Robert L. "Bob" Caslen Jr.  
President  
University of South Carolina - Columbia  
Osborne Admin. Building, Suite 206  
Columbia, SC 29208

Dear President Caslen:

Thank you again for the hospitality and assistance extended to the Special Committee during its virtual visit to your institution on October 7 – 8, 2020. Enclosed is the final report prepared by the Committee.

The report represents the professional judgment of the Special Committee made in accordance with the *Principles of Accreditation: Foundations for Quality Enhancement*. The report will be reviewed by a Committee on Compliance and Reports, and a final decision will be made by the SACSCOC Board of Trustees. Some parts of the report are directly related to the requirements of the *Principles*, while others may represent advisory comments offered by the visiting committee in a spirit of helpfulness.

The SACSCOC Board of Trustees meets officially in June and in December to review institutional cases. Final decisions on accreditation are made public following each meeting on the SACSCOC website, and a public announcement regarding official actions occurs during the meeting of the College Delegate Assembly at the SACSCOC Annual Meeting each December. The report of the committee which visited your institution will be reviewed in **December 2020**.

Since the enclosed report contains no formal recommendations indicating areas of non-compliance, no written response to the report is required. You may, if you would like, submit additional written materials for consideration at the December 2020 meeting of the SACSCOC Board of Trustees. **A copy of the SACSCOC Policy "Special Committee Procedures and Team Report" is enclosed.** At least one copy must be in pdf format (narrative with no supporting documentation). The other copies may be submitted on electronic media.

An institution may release its visiting committee report; however, release of this report in its entirety or in part must be accompanied by the following statement: "The findings of this visiting committee represent a preliminary assessment of the institution at this time; final action on the report rests with the SACSCOC Board of Trustees." If the institution releases part of its report, that part must contain a note stating: "A copy of the entire report may be obtained from the institution."



Mr. Robert L. "Bob" Caslen Jr.  
October 19, 2020  
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SACSCOC works to maintain a cooperative and constructive relationship with officials in system and state offices. Due to the institutional nature of the accreditation process, however, visiting committee reports would more appropriately be furnished to the system or state offices by the institution rather than directly from SACSCOC. Should you wish to do so, you will find enclosed a second copy of the report.

Please express my sincere appreciation to all members of your faculty and staff for their cooperation and assistance during the review process. Please feel free to call upon me if I can be of any assistance.

Sincerely,

A handwritten signature in blue ink that reads "Linda K. Thomas-Glover". The signature is written in a cursive, flowing style.

Linda K. Thomas-Glover, Ph.D.  
Vice President

LTG:ktf

cc: Mr. Douglas D. Miles, Director of Institutional Effectiveness and Accreditation

Enclosures



*Southern Association of Colleges and Schools  
Commission on Colleges  
1866 Southern Lane  
Decatur, Georgia 30033-4097*

## **SPECIAL COMMITTEE PROCEDURES AND TEAM REPORT**

### **Policy Statement**

Special Committees are authorized by the Board of Trustees of the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) or its President to evaluate institutional circumstances that the Commission determines to be accreditation related. The principal role of the Special Committee is to judge whether the institution meets the requirements of the *Principles of Accreditation* in terms of the circumstances that prompted the authorization of the Special Committee visit and to determine continued compliance with the *Principles*, and/or to obtain information for the Commission. The Committee's report and recommendations are forwarded to the SACSCOC Board of Trustees for review and action.

Listed below are the protocols for conducting Special Committee reviews:

1. Special Committees may be authorized by the President of SACSCOC, the Committees on Compliance and Reports, or the Executive Council. Special Committees may not be combined with reaffirmation or substantive change reviews.

For an institution placed or continued on Probation, a Special Committee is automatically authorized to evaluate the institution prior to the next scheduled review of the institution if the institution has not been visited within six months.

2. The Special Committee is charged to conduct an on-site review in order to determine an institution's compliance with the *Principles of Accreditation* and to forward its findings to the SACSCOC Board of Trustees to enable a decision regarding the institution's accreditation status. To that end, it will review specific sections of the *Principles* cited in the notification letter from the President of SACSCOC. The Committee may extend its initial focus if any evidence of additional accreditation-related concerns comes to its attention.
3. A Special Committee should be of sufficient size to adequately review the issues and to make a determination regarding the institution's compliance with the *Principles of Accreditation*.
4. A SACSCOC staff member is required to accompany all Special Committees.
5. If an institution has filed bankruptcy and it is determined by the Commission that the institution may not have sufficient faculty, staff, or resources to host a visit or to respond adequately to a review authorized by the SACSCOC Board of Trustees or its President, the SACSCOC President may modify, reschedule, or discontinue the visit. In such cases, the institution is obligated to

provide evidence of compliance with the *Principles* through other means specified by the Commission.

## **PROCEDURES FOR THE REVIEW**

### ***Materials for the Visit***

It is the responsibility of the SACSCOC staff member to decide what materials will be sent to the Special Committee prior to the visit (including committee member writing assignments) and what materials will be available to the Committee during the on-site evaluation. It is the responsibility of the institution to provide materials as requested by Commission staff and the SACSCOC Board and to provide any additional documentation appropriate to support the institution's compliance with the *Principles*.

### ***Scheduling of the Visit***

The Special Committee visit will occur no later than four weeks prior to the date of the final mailing to the SACSCOC Board of Trustees for action on the institution's case (meaning six weeks in advance of the Board's meeting). The date will be relative to the institution's next specified review at either the Board of Trustees' Summer Meeting in June or its Annual Meeting in December.

### ***The Exit Conference***

The Commission will offer the chief executive officer the opportunity to have an exit conference to discuss the Committee's findings.

### ***The Committee Report and Response of the Institution to the Report***

The Committee will complete the "Report of the Special Committee," a report form that can be accessed on the SACSCOC website. Within one week of the conclusion of the visit, the Chair forwards the draft report to Committee members and to Commission staff. After the report is reviewed by members of the Special Committee and Commission staff, the Chair of the Committee forwards the draft report to the institution for the identification of factual errors only. Following any necessary revisions, the Chair forwards the final report to Commission staff that will then send it to the institution. If the institution elects to submit a written response, a copy of that response will be forwarded to the SACSCOC Board of Trustees if received by the date in the letter of transmittal from Commission staff—usually no later than 10 working days in advance of the Board meeting. The Report of the Special Committee and the response of the institution to the report will be forwarded to SACSCOC Board of Trustees for action.

The President of SACSCOC may grant an exception to the deadline for submitting documents only in unusual circumstances or only for previously unavailable significant documents. In such cases, the institution must petition the President in writing and include copies of the previously unavailable documents, if applicable.

### *Meetings on the Record with SACSCOC Board of Trustees*

Representatives of an institution may be invited for a meeting on the record only if the institution's status is such that a meeting on the record is warranted in accordance with SACSCOC policy.

### **EXPENSES OF THE VISIT**

As with all committee visits, it is the policy of the Commission that the institution being reviewed bear the travel, meals, and lodging expenses of the visiting committee and the accompanying Commission staff representative, \$200 for the miscellaneous expenses of the chair and \$100 for each committee member, and any clerical expenses. In addition, the institution will be assessed \$1,500 as part of the Commission's cost recovery program for the administration of special reviews. The total cost is billed to the institution by SACSCOC following the visit.

If an institution has filed bankruptcy and a special committee has been authorized to visit the institution, SACSCOC may opt to pre-bill the institution the estimated cost of the visit in order to ensure payment.

#### *Document History*

*Approved: Commission on Colleges, December 1998*

*Revised and Approved: Commission on Colleges, December 2002*

*Edited in accord with the Principles of Accreditation: February 2004*

*Edited: Executive Council, December 2007*

*Revised: Commission on Colleges, June 2008*

*Revised: SACSCOC Board of Trustees: June 2012*

*Edited March 2014*

*Formatted: August 2018*



## REPORT OF THE SPECIAL COMMITTEE

### Statement Regarding the Report

*The Board of Trustees of the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) is responsible for making the final determination on reaffirmation of accreditation based on the findings contained in this committee report, the institution's response to issues contained in the report, other assessments relevant to the review, and application of the Commission's policies and procedures. Final interpretation of the Principles of Accreditation and final action on the accreditation status of the institution rest with SACSCOC Board of Trustees.*

**Name of the Institution:**            **University of South Carolina - Columbia**

**Date of the Review:**                **October 7-8, 2020**

**SACSCOC Staff Member:**        **Linda Thomas-Glover, Ph.D.**

**Chair of the Committee:**           **Mr. Jonathan R. Alger**  
**President**  
**James Madison University**  
**Harrisonburg, VA**

## **Part I. Overview and Introduction to the Institution**

Founded in 1801, the University of South Carolina Columbia (“the institution”) serves as the state’s flagship research university and is part of the University of South Carolina System (“System”). The System as well as the institution are governed by the University of South Carolina Board of Trustees (“BOT”) as established by South Carolina’s *Code of Laws*. The BOT is made up of the governor (who is the ex officio chair of the board and serves for the duration of his or her tenure as governor), the state education superintendent, 16 members appointed by state lawmakers from each of the state’s judicial circuits (who serve four-year terms with no term limits defined by statute), and the president of the Alumni Association. The governor has an at-large appointee and usually also designates another individual to fill the governor’s seat on the board. The current President was selected in 2019 to serve as the 29<sup>th</sup> President of the System as well as of the Columbia campus.

This Special Committee was authorized by the SACSCOC Board of Trustees at its December 8, 2019 meeting, following the SACSCOC Board’s review of the institution’s Special Report dated November 1, 2019. The Special Report had been requested following receipt of unsolicited information from media sources that addressed ongoing compliance with standards related to the governing board, CEO evaluation and selection, and external influence. The concerns related to the propriety of the 2018-19 presidential search and undue external influence in the search itself.

## **Part II. Assessment of Compliance**

### **Section 4: Governing Board**

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#### 4.2 The governing board

- 4.2.c selects and regularly evaluates the institution’s chief executive officer.  
(*CEO evaluation/selection*)

The Special Committee’s review of the CEO evaluation process indicated that the BOT follows a regular process using the official Agency Head Salary Commission’s evaluation instrument as required by state law, and that this process has been recently enriched by the new President to include a 360° feedback process administered by a third-party vendor for leadership development purposes (which was completed in August 2020). The new President has made the results of this 360° process widely available in an effort to increase transparency and rebuild trust. Under the leadership of the newly formed Governance Committee, the BOT will continue to examine these procedures and will introduce an annual continuing-education module for Trustees regarding evaluation of the President. The Special Committee determined that these current practices represent appropriate board oversight and execution of the presidential

evaluation process and commends the BOT and the President on the added elements to this process.

According to the institution's Monitoring Report submitted to SACSCOC on September 2, 2020, former activities of the BOT in the context of the most recent presidential search caused a crisis in public confidence that revealed governance weaknesses and provoked the BOT to initiate a comprehensive analysis of its practices. In August 2019, at the suggestion of the new President, the BOT engaged the Association of Governing Boards of Universities and Colleges ("AGB") to assess its governance practices and offer recommendations for improvement. Over the following months, the BOT responded to these recommendations and enacted a series of changes.

While only time, and the opportunity to conduct a new presidential search, will tell whether these changes made the intended difference, the charge to the Special Committee was to assess whether the enacted changes offer reasonably strong protection against a similar crisis occurring in the future.

AGB conducted a thorough assessment of the BOT's governance practices and offered recommendations for improvement. The BOT members interviewed described the presentation of the results by AGB as sobering, but necessary. And while the conversations were difficult, without exception, BOT members described the experience as having a positive impact. With some exceptions, mostly related to changes outside the purview of the BOT, the institution has adopted virtually all major recommendations from AGB.

One of those recommendations had to do directly with the presidential search process. The BOT has introduced changes to its bylaws and created a new policy (BTRU 3.01 on "Presidential Candidate Search Committee") that changes the search committee composition for future searches and further details specific rules and expectations for the search committee's conduct. The changes in bylaws and the new policy emerged directly from the work commissioned to AGB and was informed by the examination of best practices by peer universities and systems. The changes were approved by the full BOT on July 24, 2020.

The new policy tightens the responsibilities of the search committee chair, sets expectations for committee member orientation and a more detailed committee charge, and highlights the importance of confidentiality and protection from external influences (referencing the new policy BTRU 1.19 on "Protecting the Institution from External Influences"). It also sets up mechanisms for removal of search committee members or even the chair by the full BOT, to ensure compliance with the policy.

Very importantly, Policy BTRU 3.01 emphasizes that the BOT "is an independent fiduciary body that must take measures to insulate itself and the University System's universities and branch campuses from undue political influence." The expectation of independence is extended to Trustees and non-Trustee search committee members who are now required to disclose to the chair of the committee any approach "by an external stakeholder for the purpose of leveraging



authority to influence their independent judgement regarding the Presidential search.” Failure by a search committee member to disclose an approach of this kind to the committee chair can result in their removal from the search committee. Failure by the committee chair to disclose to the full board chair may result in their removal as committee chair.

The new policies provide a significant improvement with regard to clarity of the search process and expectations of independence, confidentiality and good fiduciary conduct.

Interviews conducted by the Special Committee indicated that Trustees are aware of and supportive of the changes. And Trustees indicated that they believe the changes are contributing to a positive and necessary change in board culture.

The President, the Chair and Vice Chair of the BOT and the Chair of the Faculty Senate consistently described the BOT’s efforts to improve its culture, limit political influence and commit to a fiduciary, independent culture, as genuine. Several interviewees recognized that the work with AGB was painful but necessary. The process exposed weaknesses in governance that were difficult to hear and acknowledge, but that led to a deliberate process to improve governance culture and systems. As a result, the new Governance Committee was formed (now separate from the Executive Committee), new policies established governing presidential searches and addressing political influence, a code of conduct (including explicit commitment to fiduciary obligations and independence) has been adopted as well as an oath of office, and new Trustee orientation and board education modules have been strengthened.

The Special Committee concludes that the BOT has taken the issues seriously that arose from the most recent presidential search and, within the limits of its authority, has taken necessary steps to avoid similar situations in the future.

4.2.f protects the institution from undue influence by external persons or bodies.  
(*External influence*)

As noted in the previous section with regard to the presidential search process, the BOT and the institution have taken a number of steps to protect the institution from undue influence by external persons or bodies. The Special Committee discussed these steps in interviews with the President, Chair and Vice Chair of the BOT, and several other members of the BOT (who serve on the Governance Committee) as well as the Faculty Senate President and Board Secretary. The BOT has made significant changes in policy and procedure. In February 2020, the BOT adopted a Code of Conduct, as well as an Oath of Office that states each board member’s obligation to fulfill his or her fiduciary duties, to “resist any efforts to influence my decisions or that might compromise my independent judgment,” to participate in continuing education programs for Trustees, to abide by policies, to maintain confidentiality, and to notify the Chair of the Board of suspected violations of the Code.

In addition, Policy BTRU 1.19 (on “Protecting the Institution from External Influences”) was adopted by the BOT in February 2020. This policy reaffirms the BOT’s independence to govern, consistent with state law, as well as essential fiduciary responsibilities of BOT members, and defines principles to guide Trustees’ actions. In particular, the policy includes procedures that explicitly spell out how Trustees should react if approached by external stakeholders who seek to influence their independent judgment, along with a clear chain of command to notify the BOT Chair, Governance Committee and President in such circumstances. The fiduciary responsibilities of Trustees are also clearly defined in Policy BTRU 3.02 (“Fiduciary Duties of Trustees”), which was approved by the BOT in July 2020 and which links a Trustee’s fiduciary duties to the need to protect the institution from undue external influence, citing Policy BTRU 1.19.

The BOT members were quite candid in the initial reaction of the BOT to AGB suggestions, but all felt that they were taken in good faith, and basically raised to their attention some inherent problems in board structure and culture. The BOT has restructured its committees, with the Governance Committee taking a lead role to ensure that the BOT is operating in an effective manner with regard to governance policies and procedures. The BOT has begun a series of board education activities and has developed a plan to continue with additional board education on issues of accountability and fiduciary responsibility. Additionally, the BOT has adopted a Conflicts of Interest Policy which complements Board policy BTRU 1.18 (“Conflicts of Interest and Commitment”)—which in turn operates similarly to Bylaws but applies more broadly to other, appropriate members of the institution in addition to Trustees.

The BOT’s newly designed educational activities include a more in-depth orientation process for new Trustees that includes a focus on Trustees’ legal, ethical, and mission-driven obligations. The orientation program will be assessed by new Trustees so that it can be further revised as necessary. Additional continuing-education modules for all BOT members are scheduled for every board meeting as the institution moves into the 2021 year, with an annual retreat scheduled for January 2021. The efficacy of each of these modules will be assessed through survey instruments.

The BOT members interviewed acknowledged past problems with practices and procedures related to external influences, and the BOT appears to have appropriately addressed the concerns raised in this regard that led to the appointment of the Special Committee.

**Additional observations regarding strengths and weaknesses of the institution.**  
(optional)

The Special Committee acknowledges the extensive work that has been put into developing, revising and updating policies and procedures to address the issues that led to this visit. The institution, the BOT, and the President are all to be commended for their serious attention to this

work and for their willingness to engage and listen to external experts and consultants who have shared and encouraged best practices.

The Special Committee recognizes that this process is ongoing, with additional discussions planned at upcoming board orientation and meetings. The continuing review and assessment of policies, the focus on continuing education for board members, and the leadership of the Governance Committee will all be critical in sustaining and enhancing a strong culture of accountability and fiduciary responsibility that will benefit the institution for years to come.

## **APPENDIX A**

### **Roster of the Special Committee**

Mr. Jonathan R. Alger - **CHAIR**  
President  
James Madison University  
Harrisonburg, VA

Dr. Ángel Cabrera  
President  
Georgia Institute of Technology  
Atlanta, GA

Mr. Michael H. Woods  
President  
Woods Operating Company  
Shreveport, LA

#### **SACSCOC STAFF REPRESENTATIVE**

Dr. Linda Thomas-Glover  
Vice President  
SACSCOC  
Decatur, GA

## **APPENDIX C**

### **List of Recommendations Cited in the Report of the Special Committee**

The Special Committee offered no recommendations.