

(Approved at January 24, 2020 Board of Trustees Meeting)

COLLEGE OF CHARLESTON
UNIVERSITY OF CHARLESTON, SC
Board of Trustees Meetings
Alumni Hall/Randolph Hall Boardroom¹
October 17-18, 2019

Presiding:

Trustee Chuck Baker, Chair of Student Affairs & Athletics Committees
Trustee Randy Lowell, Chair of Budget & Finance, Facilities & IT Committees
Trustee Henrietta Golding, Chair of Audit and Governance Committee
Trustee Steve Swanson, Chair of Development, Alumni Affairs & Govt. Affairs & External Relations
Trustee Ricci Welch, Chair of Academic Affairs Committee
David M. Hay, Chair of the Board of Trustees

THURSDAY, OCTOBER 17, 2019

8:30 a.m.

JOINT MEETING OF STUDENT AFFAIRS AND ATHLETICS COMMITTEES – Alumni Hall
Trustee Chuck Baker chaired the temporarily-designed committee membership for this Joint Committee Meeting.

Student Affairs Committee Members – Trustees Charles J. Baker (Chuck) (chair); Demetria Noisette Clemons; Henry A. Futch, Jr. (Hank); Randolph R. Lowell (Randy), Toya D. Pound; David M. Hay, ex officio; Andrew T. Hsu, ex officio, non-voting

Athletics Committee Members – Trustees Shawn M. Holland (chair); Renée B. Romberger; Penny S. Rosner; Craig C. Thornton; Ricci L. Welch; David M. Hay, ex officio; Andrew T. Hsu, ex officio, non-voting

Additional Board Member(s) Present – Trustees R. McLaurin Burch, Elizabeth M. Burke (Beth), L. Cherry Daniel, Henrietta U. Golding, David M. Hay, Steven D. Swanson (Steve), August G. Swarat II (Tav) and John B. Wood, Jr.

Additional Board Member(s) Participating by Conference Call – Trustees John H. Busch and Brian J. Stern

Others Present – President Andrew Hsu, Michaela Abbott (Staff Asst. to the BOT), Michael Adeyanju (Director, Exec. Communications), Melantha Ardrey (Director, Residence Life/Chair, Staff Adv. Comm. to the Pres.), Vince Benigni (Prof., Communication Dept./Faculty Senate Athletics Rep.), Mark Berry (VP, Div. of Marketing and Communications), Alicia Caudill (Exec. VP, Stud. Affairs), Betty Craig (Exec. Asst. to the BOT), John Curtis (IT Field Support Asst. Manager), Jimmie Foster (VP, Enrollment Planning), Godfrey Gibbison (Dean, SPS and Interim Dean, Grad. School), Renard Harris (Assoc. VP/Chief Diversity Officer), George Hicks (Pres., Student Govt. Assoc.), Anthony James (Director, Director of Minority Education and Outreach), Tim Johnson (Dean, LCWA), Elizabeth Kassebaum (Exec. Sec. to the BOT & VP for College Projects), Andrew Lewis (Acting Assoc. Dean, School of

¹In accordance with requirements of the S. C. Freedom of Information Act, news media was notified of the time, location, and agenda for this meeting.

Education, Health & Human Performance), Simon Lewis (Speaker of the Faculty/Prof., Eng. Dept./Director, African Studies), Paul Maneval (Audio Visual Events Support), Todd McNerney (Associate Dean, School of the Arts), John Morris (VP, Facilities Mgmt.), Angela Mulholland (Gen. Counsel), Amy Orr (Director, Business and Auxiliary Services), Ashleigh Parr (Deputy Director, Business & Auxiliary Services), Paul Patrick (Chief of Staff), Ed Pope (VP of Human Resources and Interim Executive VP for Business Affairs), Matt Roberts (Director of Athletics), Jen Stevens (Admin. Coordinator, Business Affairs), Chris Tobin (Exec. VP, Inst. Advancement), Fran Welch (Interim Provost/Exec. VP, Acad. Affairs), Dawn Willan (Controller), and Michael Zinn (Pres., Grad. Student Assoc.) Call Me MISTER Students – Javan Scott, Darius Smith, Azel Womble and Dennis Wright; Student Athletes – Grant Riller and Nia Covington; Katie Miceli, Resident Assistant

Call to Order

Committee Chair Chuck Baker called the meeting to order at 8:30 a.m. in Alumni Hall noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Approval of Minutes

The motion was made by Trustee Hank Futch, and seconded by Trustee Shawn Holland, that the minutes of the August 8, 2019 Student Affairs Committee and Athletics Committee Meetings be approved as presented. The Chair called for the yeas and nays, and the Minutes were approved.

Student Spotlights

Committee Chair Baker turned the meeting over to Alicia Caudill, Executive VP for Student Affairs, who introduced Dr. Anthony James, Director of Minority Education and Outreach. Dr. James introduced four students from the Call Me MISTER (Mentors Instructing Students Toward Effective Role Models) Program who spoke regarding the importance of the Teacher Education Program in preparing students to be future African American teachers in K-12:

- Mr. Azel Womble
- Mr. Javan Scott
- Mr. Darius Smith
- Mr. Dennis Wright

[Trustee Beth Burke joined the meeting at 8:48 a.m.]

Dr. Caudill introduced Katie Miceli, Resident Assistant, who spoke regarding her experience with assisting with evacuating students to Winthrop University during Hurricane Dorian.

Matt Roberts, Director of Athletics, introduced student-athletes Grant Riller (Men's Basketball) and Nia Covington (Women's Basketball), who spoke regarding the upcoming men's and women's basketball schedule and the importance of fan support.

Additional reports/updates:

- Alicia Caudill, Executive VP for Student Affairs
Her report included a promotion of the SCAMP (South Carolina Alliance for Minority Participation) Program.
- Matt Roberts, Director of Athletics
- Dr. Renard Harris, Chief Diversity Officer
His report included an update on the College of Charleston Diversity Review Committee Report chaired by Trustee John Busch.

[Trustee John Busch left the conference call at 9:11 a.m.]

Dr. Caudill introduced the following students to provide reports:

- George Hicks, President of the Student Government Association
- Michael Zinn, President of the Graduate Student Association

[Trustee John Busch resumed the conference call at 9:21 a.m.]

Motion to Adjourn

The motion was made by Trustee Hank Futch, and seconded by Trustee Renée Romberger, that the Joint Meeting of the Student Affairs and Athletics Committees be adjourned at 9:25 a.m. All in favor.

[Break at 9:25 a.m.]

JOINT MEETING OF BUDGET AND FINANCE, FACILITIES AND INFORMATION TECHNOLOGY COMMITTEES – Alumni Hall

Trustee Randy Lowell chaired the temporarily-designed committee membership for this Joint Committee Meeting.

Budget & Finance Committee Members – Trustees Randy Lowell (chair); Beth Burke; Demetria Clemons; Henrietta Golding; David Hay, *ex officio*; Andrew Hsu, *ex officio*, non-voting

Facilities Committee Members – Trustees John Wood (chair); Shawn Holland; Renée Romberger; David Hay, *ex officio*; Andrew Hsu, *ex officio*, non-voting

Information Technology Committee Members – Trustees Chuck Baker (chair); Steve Swanson; David Hay, *ex officio*; Andrew Hsu, *ex officio*, non-voting

Information Technology Committee Members Participating by Conference Call – Trustee Brian Stern

Additional Board Member(s) Present – Trustees Laurin Burch, Cherry Daniel, Hank Futch, Toya Pound, Renée Romberger, Penny Rosner, Tav Swarat, Craig Thornton and Ricci Welch

Additional Board Member(s) Participating by Conference Call – Trustee John Busch

Others Present – President Andrew Hsu, Michaela Abbott, Michael Adeyanju, Melantha Ardrey, Mark Berry, Alicia Caudill, Betty Craig, John Curtis, Trisha Folds-Bennett ((Dean, Honors College), Jimmie Foster, Godfrey Gibbison, Dan Greenberg (Chair, Psychology Dept.), Renard Harris, Tim Johnson, Elizabeth Kassebaum, Simon Lewis, Paul Maneval, John Morris, Angela Mulholland, Amy Orr, Ashleigh Parr, Paul Patrick, Ed Pope, Matt Roberts, Mark Staples (CIO/Senior VP, Info. Tech.), Jen Stevens, Chris Tobin, Fran Welch and Dawn Willan

Call to Order

Committee Chair Randy Lowell called the meeting to order at 9:37 a.m. in Alumni Hall noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Approval of Minutes

The motion was made by Trustee John Wood, and seconded by Trustee Steve Swanson, that the minutes of the August 8, 2019 Budget and Finance Committee, Facilities Committee, and Information Technology Committee Meetings be approved as presented. The Chair called for the yeas and nays, and the Minutes were approved.

Chair Lowell turned the meeting over to Ed Pope, VP of Human Resources and Interim Executive VP for Business Affairs, to begin the presentations. He introduced the following:

- Jimmie Foster – Enrollment Update

- Mark Staples – IT Update
- John Morris – Facilities Update
- Dawn William – Budget/Finance Update

President Hsu informed the Board of Trustees that he is working on a more detailed financial report that will help them better understand the budget process.

Resolution to Approve Quarterly Budget Adjustments through September 30, 2019

Committee Chair Lowell reviewed the Resolution to Approve Quarterly Budget Adjustments through September 30, 2019. He asked for unanimous consent to dispense with the reading of the Resolution since all Board members were provided with a copy of the Resolution for review prior to the meeting. **The motion was made by Trustee Henrietta Golding, and seconded by Trustee Shawn Holland, to approve the Quarterly Budget Adjustments through September 30, 2019 Resolution as presented. The Chair called for the yeas and nays, and the motion passed – the Resolution was adopted and approved.**

[Resolution was approved by full Board on Friday, October 18, 2019.]

Motion to Adjourn

The motion was made by Trustee John Wood, and seconded by Trustee Steve Swanson, that the Joint Meeting of the Budget and Finance, Facilities and Information Technology Committees be adjourned at 10:34 a.m. All in favor.

AUDIT AND GOVERNANCE COMMITTEE – Alumni Hall

Audit and Governance Committee Members – Trustees Henrietta Golding (chair); Laurin Burch; Beth Burke; Steve Swanson; and John Wood

Additional Board Members – Trustees Chuck Baker, Demetria Clemons, Cherry Daniel, Hank Futch, David Hay, Shawn Holland, Randy Lowell, Toya Pound, Renée Romberger, Penny Rosner, Tav Swarat, Craig Thornton and Ricci Welch

Additional Board Member(s) Participating by Conference Call – Trustees John Busch (joined Executive Session at 11:34 a.m.) and Brian Stern

Others Present – President Andrew Hsu, Michaela Abbott, Michael Adeyanju, Melantha Ardrey, Mark Berry, Alicia Caudill, Betty Craig, John Curtis, Jimmie Foster, Godfrey Gibbison, Dan Greenberg, Renard Harris, Elizabeth Kassebaum, Simon Lewis, John Morris, Angela Mulholland, Amy Orr, Ashleigh Parr, Paul Patrick, Ed Pope, Jen Stevens, Chris Tobin, Fran Welch and Dawn Willan

Call to Order

Committee Chair Golding called the meeting to order at 10:35 a.m. in Alumni Hall noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Approval of Minutes

The motion was made by Trustee John Wood, and seconded by Trustee Beth Burke, that the minutes of the August 8, 2019 Joint Meeting of the Executive Committee and the Audit and Governance Committee be approved as presented. The Chair called for the yeas and nays, and the Minutes were approved.

Revised Board of Trustees Bylaws

Committee Chair Golding noted that she made the motion at the August Board Meeting, seconded by Trustee John Wood, recommending the revised bylaws to the full board for consideration and review with vote to be at the October Board meeting, and the motion passed.

In keeping with the 30-day notice requirement for Bylaws amendments outlined in the Bylaws, Elizabeth Kassebaum emailed all Board Members clean and redline DRAFT revised bylaws documents, noting the changes made to the Bylaws since the August Board meeting.

Committee Chair Golding asked if there were any questions related to the Bylaws. Hearing none, **the motion was made by Trustee Beth Burke, and seconded by Trustee John Wood, recommending the Revised Bylaws to the full Board for approval at tomorrow's Board meeting. Chair Golding called for the yeas and nays, and the motion passed.**

[Trustee Brian Stern joined the conference call at 10:36 a.m.]

Audit Update

Committee Chair Golding shared an Audit Update provided by Gail Long, Internal Auditor, and noted there are no issues at this time. Although Gail was unable to attend the meeting today, Chair Golding expressed appreciation for all her hard work and for ensuring that the College complies with standard auditing practices.

SACSCOC Board Members' Self-Evaluation Survey Results/Compilation Report

Committee Chair Golding thanked Board members for completing their Board Self-Evaluation Survey, per the SACSCOC Standard 4.2 which states that "the governing Board defines and regularly evaluates its responsibilities and expectations."

Committee Chair Golding stated "The bottom line is we are a good Board. We work together. We are not sitting on this Board because of personal agendas. I want to commend everyone for their participation. It showed the Board of Trustees what we need to do at each meeting and to use our independent judgment."

Before moving into the Randolph Hall Boardroom for Executive Session, Committee Chair Golding shared with everyone that the committee meetings will resume in Alumni Hall at approximately 1:30 p.m. with the Joint Meeting of the Development, Alumni Affairs, Governmental Affairs and External Relations (DAAGAER) Committees.

Executive Session – Randolph Hall Boardroom

The motion was made by Trustee Beth Burke, and seconded by Trustee John Wood, to enter Executive Session at 10:42 a.m. for the following purpose: (1) Discussion of trade secrets (Section 30-4-40) where public disclosure would expose commercially valuable plans, marketing services, and competitive information. All in favor.

[Board of Trustees, President Hsu, Paul Patrick, Angela Mulholland, Fran Welch, and Elizabeth Kassebaum attended Executive Session.]

[Trustee John Busch joined Executive Session at 11:34 a.m.]

[At 11:42 a.m., Trustee Chuck Baker recused himself from the discussion in Executive Session due to a potential conflict of interest.]

[Break at 11:50 a.m.]

[Executive Session continued with Mariah Cherniss, Blue Beyond Governance Consultant.]

The motion was made by Trustee Henrietta Golding, and seconded by Trustee John Wood, to come out of Executive Session and resume regular session at 1:25 p.m. All in favor.

Committee Chair Golding noted for the record that no action was taken during Executive Session.

Motion to Adjourn

The motion was made by Trustee Beth Burke, and seconded by Trustee Laurin Burch, that the Audit and Governance Committee Meeting be adjourned at 1:25 p.m. All in favor.

JOINT MEETING OF DEVELOPMENT, ALUMNI AFFAIRS AND GOVERNMENTAL AFFAIRS AND EXTERNAL RELATIONS COMMITTEES – Alumni Hall

Trustee Steve Swanson chaired the temporarily-designed committee membership for this Joint Committee Meeting.

Development Committee Members – Trustees Steve Swanson (*chair*); Laurin Burch; Beth Burke; Hank Futch; David Hay, *ex officio*; Andrew Hsu, *ex officio*, non-voting

Alumni Affairs Committee Members – Trustees John Busch (*chair*), Henrietta Golding, David Hay, *ex officio*; Andrew Hsu, *ex officio*, non-voting

Alumni Affairs Committee Members Participating by Conference Call – Trustee Brian Stern

Governmental Affairs and External Relations Committee Members – Trustees Cherry Daniel (*chair*), Tav Swarat, John Wood; David Hay, *ex officio*; Andrew Hsu, *ex officio*, non-voting

Additional Board Members Present – Trustees Chuck Baker, Demetria Clemons, David Hay, Shawn Holland, Randy Lowell, Toya Pound, Renée Romberger, Penny Rosner, Craig Thornton and Ricci Welch

Others Present – President Andrew Hsu, Michaela Abbott, Michael Adeyanju, Susan Anderson (*Director/Asst. VP for Research*), Melantha Ardrey, Mark Berry, Alicia Caudill, Betty Craig, John Curtis, Trisha Folds-Bennett, Jimmie Foster, Godfrey Gibbison, Dan Greenberg, Shirley Hinson (*Director, Government Relations*), Courtney Howard (*Interim Dean, School of Education, Health & Human Performance*), Karen Jones (*Director, Alumni Communications*), Elizabeth Kassebaum, Gibbs Knotts (*Interim Dean, HSS*), Simon Lewis, Paul Maneval, John Morris, Angela Mulholland, Paul Patrick, Jen Stevens, Chris Tobin, Sebastian Van Delden (*Interim Dean, School of Sciences & Math*), Fran Welch and John White (*Dean of Libraries*)

Call to Order

Committee Chair Steve Swanson called the meeting to order at 1:32 p.m. in Alumni Hall noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Approval of Minutes

The motion was made by Trustee Henrietta Golding, and seconded by Trustee John Busch, that the minutes of the August 8, 2019 Development Committee, Alumni Affairs Committee and Governmental Affairs and External Relations Committee Meetings be approved as presented. The Chair called for the yeas and nays, and the Minutes were approved.

Reports

- Paul Patrick – Governmental Affairs Update
Paul Patrick reported that Shirley Hinson, Director of Government Relations, is transitioning to part-time. To assist Shirley, an outside lobbying firm will be hired to have full-time presence in Columbia.
- Chris Tobin – FY 2020 Fundraising Update
- Karen Jones – Fall Alumni Weekend Update
- Mark Berry – Marketing and Communications Report

Motion to Adjourn

The motion was made by Trustee Henrietta Golding, and seconded by Trustee Beth Burke, that the Joint Meeting of the Development, Alumni Affairs and Governmental Affairs and External Relations Committees be adjourned at 2:09 p.m. All in favor.

ACADEMIC AFFAIRS COMMITTEE MEETING – Alumni Hall

Academic Affairs Committee Members – Ricci Welch (Chair), Penny Rosner (Vice Chair), Laurin Burch, John Busch, Demetria Clemons, Cherry Daniel, Toya Pound, Renée Romberger, Tav Swarat, Craig Thornton, David Hay (ex officio), Andrew Hsu (ex officio, non-voting)

Additional Board Members – Trustees Chuck Baker, Beth Burke, Hank Futch, Henrietta Golding, David Hay, Shawn Holland, Randy Lowell, Steve Swanson and John Wood.

Additional Board Member(s) Participating by Conference Call – Trustee Brian Stern

Others Present – President Andrew Hsu, Michaela Abbott, Michael Adeyanju, Susan Anderson, Melantha Ardrey, Mark Berry, Alicia Caudill, Betty Craig, John Curtis, Mark Del Mastro (Chair/Professor, Hispanic Studies), Trisha Folds-Bennett, Jimmie Foster, Godfrey Gibbison, Dan Greenberg, Shirley Hinson, Courtney Howard, Tim Johnson, Karen Jones, Elizabeth Kassebaum, Gibbs Knotts, Andrew Lewis, Simon Lewis, John Morris, Angela Mulholland, Paul Patrick, Alan Shao (Dean, School of Business), Chris Tobin, Sebastian Van Delden, Fran Welch and John White

Call to Order

Committee Chair Ricci Welch called the meeting to order at 2:09 p.m. in the Randolph Hall Boardroom noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Approval of Minutes

The motion was made by Trustee Renée Romberger, and seconded by Trustee Laurin Burch, that the minutes of the August 8, 2019 Academic Affairs Committee Meeting be approved as presented. The Chair called for the yeas and nays, and the Minutes were approved.

Resolution to Approve Awarding of December Graduate and Undergraduate Degrees

Committee Chair Welch reviewed the Resolution to Approve Awarding of December Graduate and Undergraduate Degrees. She asked for unanimous consent to dispense with the reading of the Resolution since all Board members were provided with a copy of the Resolution for review prior to the meeting. **The motion was made by Trustee John Busch, and seconded by Trustee Toya Pound, to approve the Awarding of Degrees at December Commencement as presented. The Chair called for the yeas and nays, and the motion passed – the Resolution was adopted and approved.**

[Resolution was approved by the full Board on Friday, October 18, 2019 – see Friday’s meeting minutes for wording.]

Additional Reports/Updates

- Fran Welch – Provost’s Report
Fall 2015-Fall 2019 Reported Gender, All Faculty
Fall 2015-Fall 2019 Reported Race, All Faculty
- Susan Anderson – Research and Grants Administration Report
- Simon Lewis – Speaker of the Faculty Report
- Melantha Ardrey – Chair of the Staff Advisory Committee to the President Report

Executive Session

The motion was made by Trustee Renée Romberger, and seconded by Trustee Tav Swarat, to enter Executive Session at 2:40 p.m. for the following purpose: (1) Employee records – legal matters and executive contract negotiations – personnel matters. All in favor.

[Board of Trustees, President Hsu, Paul Patrick, Angela Mulholland, Fran Welch, and Elizabeth Kassebaum attended Executive Session.]

[Trustee Laurin Burch recused himself from the discussion in Executive Session due to a potential conflict of interest.]

The motion was made by Trustee Tav Swarat, and seconded by Trustee Renée Romberger, to come out of Executive Session and resume regular session at 3:50 p.m. All in favor.

Committee Chair Welch noted for the record that no action was taken during Executive Session.

Regular Session resumed.

Resolution Regarding Appeal Request of Christopher Cain, Ph.D.

Committee Chair Welch noted that the Board of Trustees received notice of a faculty tenure grievance, which had been appealed to the Board of Trustees. In accordance with the Faculty Administration Manual and consistent with the past practice, the grievance was forwarded to the Academic Affairs Committee.

The Academic Affairs Committee reviewed the Resolution regarding the grievance and Committee Chair Welch asked for unanimous consent to dispense with the reading of the Resolution since all Board members were provided with a copy of the Resolution for review prior to the meeting. **The motion was made by Trustee Renee Romberger, and seconded by Trustee Craig Thornton, to approve the Resolution recommending that the Board declines to accept the appeal as presented. The Chair called for the yeas and nays, and the motion passed – the Resolution was adopted and approved.**

[The Resolution was approved by the full Board on Friday, October 18, 2019 – see Friday’s meeting minutes for wording.]

Motion to Adjourn

The motion was made by Vice Chair Demetria Clemons, and seconded by Trustee Renée Romberger, that the Academic Affairs Committee meeting be adjourned at 4:00 p.m. All in favor.

Committee Chair Welch turned the meeting over to Chair Hay.

Executive Session – Randolph Hall Boardroom

Chair Hay called the Board Meeting to order at 4:05 p.m. noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Before moving into Executive Session, Trustee Burch recused himself for the Executive Session topic, “Employee records – legal matters and executive contract negotiations – personnel matters,” due to a potential conflict of interest.

The motion was made by Trustee Renée Romberger, and seconded by Trustee Toya Pound, to go into Executive Session for the following purposes: (1) Employee records – legal matters and executive contract negotiations – personnel matters; (2) Consideration of Candidates’ Qualifications for Commencement Speaker and Candidates’ Qualifications for Honorary Degrees; and (3) Discussion of negotiations incident to proposed contractual arrangements and proposed purchase/lease of property. All in favor.

[Board of Trustees (except Trustee Burch who recused himself), President Hsu, Paul Patrick, Angela Mulholland, Fran Welch, and Elizabeth Kassebaum attended Executive Session. Trustee Brian Stern participated by conference call.]

The motion was made by Vice Chair Demetria Clemons, and seconded by Trustee Renée Romberger, to come out of Executive Session and resume regular session at 4:40 p.m. All in favor.

Chair Hay noted for the record that no action was taken during Executive Session.

Regular Session resumed.

Motion to Recess

The motion was made by Trustee Renée Romberger, and seconded by Trustee Penny Rosner, to recess the full Board meeting at 4:45 p.m. until tomorrow morning at 8:30 a.m. in Alumni Hall. All in favor.

[Faculty Drop-In at 5:00 p.m. at the President’s House, 6 Glebe Street, and then later for supper with President Hsu and First Lady Chen.]

FRIDAY, OCTOBER 18, 2019

8:30 a.m.

Board Members – Trustees Chuck Baker, Beth Burke, John Busch, Demetria Clemons, Cherry Daniel, Hank Futch, Henrietta Golding, David Hay, Shawn Holland, Randy Lowell, Toya Pound, Renée Romberger, Penny Rosner, Steve Swanson, Tav Swarat, Craig Thornton, Ricci Welch and John Wood

Board Member(s) Participating by Conference Call – Trustee Brian Stern

Board Member(s) Absent – Trustees Laurin Burch

Others Present – President Andrew Hsu, Michaela Abbott, Michael Adeyanju, Melantha Ardrey, Mark Berry, Divya Bhati (Assoc. VP, Inst. Effectiveness), Alicia Caudill, Cande Cook (Director, 250th Celebration), Betty Craig, John Douglass (President, Cougar Club), Trisha Folds-Bennett, Jimmie Foster, Rénard Harris, Tim Johnson, Karen Jones, Elizabeth Kassebaum, Gibbs Knotts, Simon Lewis,

Cathy Mahon (VP, Development), John Morris, Angela Mulholland, Paul Patrick, Ed Pope, Jonathan Ray (Director, Inst. Events and Chef Concierge), Michael Renault (Pres., CofC Alumni Assoc.), Matt Roberts, Keith Sauls (Foundation Board Director), Mark Staples, Jen Stevens, Chris Tobin, Kenton Youngblood (Director of Development), David Watson (Trustee Emeritus) and Fran Welch. Also attending were John Curtis, Paul Maneval and Mike Ledford (Photographer)

[Trustee Randy Lowell left the meeting.]

Call to Order

Chair Hay called the meeting to order at 8:39 a.m. noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

First, Chair Hay thanked all who worked around the clock to secure the campus for Hurricane Dorian and then the clean-up of the campus following the storm, including the Emergency Management Team, Public Safety, Facilities Management, and Residence Life and the Student Affairs Division.

Chair Hay welcomed everyone attending the meeting. Specifically, he welcomed Trustee Emeritus David Watson; Michael Renault, President of the Alumni Association; John Douglass, President of the Cougar Club; and Keith Sauls, Foundation Board Director, to the meeting.

Recognition of Debbie Counts

Chair Hay asked Debbie Counts to come forward to be recognized. He announced that Debbie was awarded CHE's 2019 College Access Champion Award.

The award reads "On behalf of the S.C. Commission on Higher Education and the College Board, in recognition of your outstanding leadership and commitment in service to students and families of South Carolina, in the field of College Access."

Debbie is the Director of Instate Recruitment, Access Initiatives and Pre-College Programs for the Office of Admissions. She has been with the College since 2007 and created the diversity initiatives that serve to recruit students of color to the College – MOVE, Junior and Senior projects among them.

Chair Hay congratulated Debbie and noted that this is a great honor for both Debbie and the College.

Approval of Minutes

It was moved by Vice Chair Demetria Clemons, and seconded by Trustee Renée Romberger, that the minutes of the August 8-9, 2019 Board Meeting be approved as presented. The Chair called for the yeas and nays, and the Minutes were approved.

Resolution to Approve Quarterly Budget Adjustments – September 30, 2019

Chair Hay noted that the Joint Meeting of the Budget and Finance, Facilities and IT Committees (B.F.F.I.T.) was held yesterday, and the Committee approved the Resolution to Approve Quarterly Budget Adjustments – September 30, 2019. He asked for unanimous consent to dispense with reading of the Resolution. **The B.F.F.I.T. Committees moved that the Resolution to approve the Quarterly Budget Adjustments – September 30, 2019 be adopted as presented. The Chair called for the yeas and nays, and the motion passed – the Resolution was adopted and approved.** *[Trustees Laurin Burch and Randy Lowell were absent and did not vote.]*

**COLLEGE OF CHARLESTON
RESOLUTION OF THE BOARD OF TRUSTEES
BUDGET ADJUSTMENTS**

October 18, 2019

WHEREAS, College management has reviewed its projections of revenues and expenses for the year 2019-2020 and, based on that review, has recommended certain reallocations and adjustments to the budget previously approved by the Board; and

WHEREAS, those recommended reallocations and adjustments were presented to the Board's Budget and Finance, Facilities and Information Technology Joint Committee and were determined to be reasonable and appropriately supported by College management.

NOW THEREFORE, be it

RESOLVED, that the Board hereby approves the recommended reallocations and adjustments to the approved budget for year 2019-2020, as presented by College management to the Budget and Finance, Facilities and Information Technology Joint Committee and as further detailed in the table captioned "College of Charleston 2019-2020 Revenue and Expense Budget Adjustments September 30, 2019" contained in the Board of Trustees briefing materials dated October 11, 2019; and

RESOLVED, that all actions of College management to effectuate these reallocations and adjustments prior to the effective date of this Resolution are hereby ratified and affirmed.

Revised Bylaws

Chair Hay noted that the Audit and Governance Committee met yesterday, and the Committee voted to present the amended Bylaws to the full Board for approval. **The Audit and Governance Committee moved that the full Board approve the amended Bylaws as presented. The Chair called for the yeas and nays, and the motion passed.** Trustee Henrietta Golding noted that the Bylaws amendment vote required and had a 2/3 majority vote. *[Trustees Laurin Burch and Randy Lowell were absent and did not vote.]*

Chair Hay expressed his gratitude towards Vice Chair Demetria Clemons, Audit and Governance Committee Chair Henrietta Golding, and all Trustees for their dedication to and involvement in the Bylaws revision process.

"In particular, I would like to share that the support provided to me by Vice Chair Clemons through the Bylaws revision process and all of the work of the Board over the past year has been invaluable. I was pleased to learn that all of the Committee Chairs have been involving their respective Vice Chairs in each committee's work and am confident that this effort makes the committee's work less onerous for the Committee Chair and more effective for the Committee members.

Moving forward, the new committee structure will take effect at the January Board meeting. The new standing committees are Executive; Audit and Governance; Academic Affairs; Budget, Finance and

Facilities; Development, Alumni, Governmental and External Relations; and Student Affairs and Athletics.

All of us would like to adopt President Hsu's suggestion that we utilize the skills and strengths of all Board members in service to the Board of Trustees in the role of Committee Chair or Vice Chair.

To that end, I will officially appoint the current Committee Chairs and Vice Chairs to serve their one-year term effective January 2020 through October 2020.

However, as a matter of practice, in order to avoid possible challenges in the education of five new Committee Chairs and Vice Chairs every year, I recommend we consider new appointments for the Chair and Vice Chair from only three of the five committees in 2021 and the Chair and Vice Chair from the two remaining committees be re-appointed to serve a second one-year term in 2021. And that we continue this rotation every other year going forward.

Specifically, we may want to consider that we plan to ask the Chairs and Vice Chairs of Academic Affairs, DAAGER, and Student Affairs and Athletics, to serve for one year. And that we ask the Committee Chairs and Vice Chairs of Budget, Finance and Facilities, as well as Audit and Governance, to remain in place for two years. Thereby, alternating new Committee Chairs/Vice Chairs every other year in an effort to execute the smoothest transition possible for Board Members and Committee Liaisons.

We don't need to decide this today, and I will ask Elizabeth Kassebaum to gather your feedback before the holidays in order to have a consensus plan by the January Board Meeting.

Above all, I am confident that our Bylaws revisions are exemplary of best practice in good governance and will create a solid foundation to support President Hsu, his administration, the faculty, and students in our unified effort to move our institution forward. Complementary to the Strategic Plan, I believe these revisions will allow us to best accomplish our role in supporting President Hsu's leadership into the College's next 250 years.

One additional note, at the recommendation of AGB Consultant Larry White regarding governance best practices, Elizabeth Kassebaum will create a Board of Trustees Policies and Procedures Manual that will be part of our Governance Guidelines currently posted on the Board's website. The Policies and Procedures Manual will include those policies and procedures by which the Board is directly affected and/or by which the Board is directly responsible, and/or are usually reference/requested by the Board of Trustees Office annually.

The policies likely to be included are:

- Campus Wide Policy Formation Procedures
- Board of Trustees' Self-Evaluation Policy
- Ethics Policy
- Gift Acceptance Policy
- Institutional Policy for the Protection of Academic Freedom
- Contracts Policy
- Board of Trustees' Dismissal Policy

Elizabeth Kassebaum will work with Vice Chair Clemons and Audit and Governance Committee Chair Golding in the development of the Board of Trustees Policies and Procedures Manual and in the

updating of our current Governance Guidelines. We plan to have both documents posted to the Board's website by the January Board Meeting.

At the January meetings, our committee membership and committee meeting structure will be organized in accordance with the newly approved Revised Bylaws.”

Resolution to Approve Awarding of Graduate and Undergraduate Degrees During December Commencement

Chair Hay noted that the Academic Affairs Committee met yesterday, and the Committee voted to approve the awarding of Graduate and Undergraduate Degrees during December Commencement. He asked for unanimous consent to dispense with reading of the Resolution. **The Academic Affairs Committee moved that the Resolution to Approve Awarding of Graduate and Undergraduate Degrees during December Commencement be adopted as presented. The Chair called for the yeas and nays, and the motion passed.** *[Trustees Laurin Burch and Randy Lowell were absent and did not vote.]*

**COLLEGE OF CHARLESTON
UNIVERSITY OF CHARLESTON, SOUTH CAROLINA
RESOLUTION OF THE BOARD OF TRUSTEES
AWARDING OF DEGREES**

October 18, 2019

WHEREAS, pursuant to S.C. Code Ann. §59-130-30, the Board of Trustees of the College is constituted as a body corporate and politic and is empowered, among other things, to “confer degrees upon students and other persons as the board considers qualified”;

WHEREAS, the President has made available to the Board a preliminary list of candidates for the award of baccalaureate and graduate degrees from the several Schools of the College;

WHEREAS, each such candidate has been certified by the appropriate Dean, the Registrar, and the Interim Provost, as Chief Academic Officer of the College, as meeting the requirements and prerequisites for the award of the appropriate degree upon the candidate's successful conclusion of the 2019 Fall Semester;

WHEREAS, the Board has accepted such representations and certifications as being true and accurate in all material respects and has determined that all such degree candidates are so qualified for the award of their respective degrees upon the successful conclusion of the 2019 Fall Semester; and

WHEREAS, all of the relevant degree-awarding programs of the College related to degrees to be awarded under this Resolution have been duly approved by the South Carolina Commission on Higher Education;

NOW THEREFORE, BE IT --

RESOLVED, that the Board hereby authorizes the President to confer on each and all of the aforementioned described degree candidates who have successfully completed the 2019 Fall Semester, the names of each of which shall be published in the Official Program for the December 2019 Graduation Ceremony, those degrees for which they have been found qualified, together with all the rights, honors, privileges and responsibilities appertaining thereto;

RESOLVED, that the President and the Interim Provost, or either of them, may make such adjustments to the preliminary list of candidates for the award of baccalaureate and graduate degrees from the several Schools of the College, as may be necessary and appropriate to account for the actual academic performance of degree seeking candidates during the 2019 Fall Semester; and

RESOLVED, that the President and Interim Provost, and such employees as may be designated by both or either of them, are hereby authorized and directed to take any and all action as may be necessary and appropriate to implement this Resolution and effectuate its purposes.

Commencement Speaker/Honorary Degree Recipients for December 2019 Commencement Ceremony

Chair Hay noted that yesterday afternoon, in executive session, the full Board discussed recommendations for December 2019 Commencement Speaker and Honorary Degree Recipients.

The motion was made by Trustee Renée Romberger, and seconded by Trustee Ricci Welch, to approve Mitsy Mangum '86 as the December 2019 Commencement Speaker and receive an honorary degree. The Chair called for the yeas and nays, and the motion was unanimously approved by voice vote. [Trustees Laurin Burch and Randy Lowell were absent and did not vote.]

The motion was made by Trustee Ricci Welch, and seconded by Trustee John Wood, to approve Candidate A for an honorary degree at the December 2019 Commencement ceremony. The Chair called for the yeas and nays, and the motion was unanimously approved by voice vote. [Trustees Laurin Burch and Randy Lowell were absent and did not vote.]

The motion was made by Trustee John Busch, and seconded by Trustee Ricci Welch, to approve Candidate B for an honorary degree at the December 2019 Commencement ceremony. The Chair called for the yeas and nays, and the motion was unanimously approved by voice vote. [Trustees Laurin Burch and Randy Lowell were absent and did not vote.]

The motion was made by Vice Chair Demetria Clemons, and seconded by Trustee Cherry Daniel, to approve Candidate C for an honorary degree at the December 2019 Commencement ceremony. The Chair called for the yeas and nays, and the motion was approved by voice vote. [Trustees Laurin Burch and Randy Lowell were absent and did not vote.]

Faculty Tenure Grievance

Chair Hay noted that the Board of Trustees received notice of a faculty tenure grievance which was appealed to the Board of Trustees. In accordance with the Faculty Administration Manual and consistent with the past practice, the grievance was forwarded to the Chair of the Academic Affairs Committee. Academic Affairs Committee Chair Welch distributed the information to the Academic Affairs Committee and the Committee reviewed the case in Executive Session yesterday afternoon and voted in regular session of the Academic Affairs Committee Meeting to approve a Resolution for consideration by the full Board. Chair Hay asked for unanimous consent to dispense with the reading of the Resolution as copies were at Board Members' places.

The Academic Affairs Committee moved to recommend that the Board declines to accept the appeal of Christopher Cain, Ph.D. The Chair called for the yeas and nays, and the motion was approved by voice vote. [Trustees Laurin Burch and Randy Lowell were absent and did not vote.]

**COLLEGE OF CHARLESTON
RESOLUTION OF THE BOARD OF TRUSTEES
ON THE
APPEAL REQUEST OF CHRISTOPHER CAIN, Ph.D.**

OCTOBER 18, 2019

HEREAS, with respect to his denial of tenure and promotion by the College, Christopher Cain, Ph.D. has failed to present to the Board newly discovered evidence that was previously unknown at the time of his denial of tenure and promotion that could have affected the outcome of that decision, nor has he presented any irregularity in the tenure and promotion process that adversely affected a finding of material fact or that otherwise improperly influenced the outcome of such decision.

NOW THEREFORE, be it --

RESOLVED, that the Board of Trustees hereby declines to accept the appeal of Christopher Cain, Ph.D., dated June 18, 2019, from the denial of tenure and promotion determination made by the College on March 15, 2019 and subsequently reaffirmed by the President on June 5, 2019.

Inauguration Ceremony and Associated Events Report

Jonathan Ray, Director of Institutional events and Chef Concierge, provided an update regarding the Inauguration Ceremony and associated events on Friday, October 25, 2019, at 3:30 p.m., in Cistern Yard.

250th Anniversary Celebration Report

Cande Cook, Project Director of the 250th Anniversary Celebration, provided an update regarding the College's 250th Celebration.

Committee Chairs' Reports

- Chuck Baker (Chair, Joint Meeting of Student Affairs and Athletics Committees)
- Randy Lowell (Chair, Joint Meeting of Budget and Finance, Facilities, and IT Committees) - *[absent during this portion of meeting.]*
- Henrietta Golding (Chair, Audit and Governance Committee)
- Steve Swanson (Chair, Joint Meeting of Development, Alumni Affairs, and Governmental Affairs and External Relations Committees)
- Ricci Welch (Chair, Academic Affairs Committee)

Alumni Association Board President's Report – Michael Renault

Cougar Club Board President's Report – John Douglass

Foundation Board Director's Report – Keith Sauls

[Trustee Randy Lowell joined the meeting at 9:22 a.m.]

BOT Philanthropy Report

Kenton Youngblood, Director of Development, delivered a brief report regarding the value of Board of Trustees' philanthropy. Kenton asked the Board of Trustees to contribute to the newly established "Stephen C. Osborne Endowed Leadership Scholarship" Fund.

Chair Hay asked everyone to consider recognizing all Steve has done for the College by making a contribution.

President's Report

First, President Hsu spoke regarding his first fast-paced, fun semester on campus – from the beginning it was almost a trial by fire due to a couple of emergency situations, from Hurricane Dorian to Mumps. He expressed thanks to his capable and experienced staff for handling these situations.

He gave a "shout out" to his senior staff and the deans. We learned from their reports that we have made great progress, from enrollment to student services, in just a few months. President Hsu attributes any accolades he receives in the media to his staff.

First-year Focus

While the College undergoes its strategic planning process, President Hsu talked with faculty and staff and developed what he calls his five pillars: (1) Student Success, (2) Diversity, (3) Distinction and Reputation, (4) Creating New Academic Programs, and (5) Innovation.

For his first year, President Hsu is focusing on two basic areas as the foundation to our future success and our strategic implementation: (1) Student Success and (2) Enrollment and Finance.

- **Student Success** – Working with Fran Welch, President Hsu appointed a Student Success Steering Committee, co-chaired by Alicia Caudill and Lynne Ford. The committee is tasked with conducting a comprehensive review of our current practice and recommending new initiatives and goals.

The committee has been very active since the beginning of the semester. They have already identified gaps in our activities, i.e., the lack of a student success management software package, which President Hsu discussed with Mark Staples this summer. The committee is evaluating options and will soon fill that gap. Also, the committee is evaluating our current student success performance and developing measurable goals and a timeline to improve the retention rate (79%) and graduation rates (60%).

In addition, President Hsu would like to instill a customer service mentality across campus by (1) ensuring that this university is operated in a way that puts our students first and makes their experience on campus a positive one, (2) cutting down on the red tape that so often frustrates our students, i.e., from facilities issues to financial aid issues to wellness and mental wellbeing. This is something we must work hard on and will be doing for the long-term.

- **Enrollment and Finance** – Chair Hay tasked President Hsu with developing a simplified budget report to help the Board of Trustees understand the College's finances and better perform its fiduciary duties.

This is a work in progress. President Hsu plans to start with the most basic information and gradually add layers of details as we progress over this year, hoping that in the end when we

report the College's finances to the Board, there will be enough understandable information for those who weren't accounting majors.

President Hsu noted that what you saw yesterday was the first step of this effort. As you know, a healthy budget relies on a healthy environment. Admissions has been working very hard on this, and Jimmie Foster presented some of the results during yesterday's committee report.

The College is now on the Common App, streamlining application process and is working to finalize the aid model for this recruitment class.

It is clear that the College's budget model is unsustainable over the long-term. We must wait for the hiring of a new Chief Financial Officer to develop a new budget model for the College.

President Hsu asked Institutional Research to begin some analyses on revenue and expenditures at the unite level so we can better understand our current performance and be prepared to develop a new performance-based budget model.

[Trustee Emeritus David Watson joined the meeting at 9:39 a.m.]

Board Chair's Report

Chair Hay briefed the Board on a number of items:

- President Hsu has begun meeting with individual Board members, and Chair Hay joins them when possible. Appointments are scheduled through the middle of November.
- While we all agree that the Board of Trustees Shadowing Program has been a positive experience for those able to participate, we believe we might have a more effective and enlightening way to engage more Board members in a manner more in keeping with the strategic and generative efforts of the Board going forward.

The goal is to educate as many Board members as possible regarding students, faculty and staff campus-wide programs/efforts exercising the most efficient use of the Board members' time on campus and that of those providing the presentations, tours, etc.

To that end, the Deans and others on campus have been asked to provide ideas for presentations, tours, events, and/or performances to be incorporated into the Wednesday preceding each quarterly Board of Trustees Meeting and during the Friday Board meetings.

However, if any Board members would like to participate in the traditional one-on-one shadowing experience, Elizabeth will be happy to coordinate the arrangements.

Further, recommendations for future Board meeting presentations in January, April, August and October 2020 would be appreciated. Elizabeth Kassebaum will maintain a list of recommended options for future Board meetings.

- Two Grant Opportunities for the College:

As an employee of BC/BS, Trustee Laurin Burch has access to BC/BS of S.C. Foundation Grants awarded to organizations that provide health care to the under and uninsured. He

believes the College's Office of Fire and Life Safety might have a great opportunity to receive a grant as they provide emergency medical care free of charge and are staffed mainly by student volunteers.

Trustee John Busch serves on the S.C. Humanities Board and while attending its quarterly meeting, he learned about a national grant initiative spearheaded by the Federation for State Humanities Councils, where the S.C. Humanities Council will present "Picturing Democracy," a series about American democracy. This series will be presented in the Charleston area, and thanks to Trustee Busch the S.C. Humanities Council has already begun a partnership for the series with the College of Charleston, as well as the *Post and Courier*. This will complement the Bully Pulpit Series and offers an opportunity for collaboration with the *Post and Courier*.

New Business

Elizabeth Kassebaum provided housekeeping items:

- Board of Trustees license plate information will be distributed as soon as it is available.
- Commencement will be on Saturday, December 14, at 2:00 p.m. at the TD Arena.
- Board Members up for re-election this spring: Cherry Daniel, Brian Stern, Craig Thornton, Renée Romberger, Laurin Burch, Ricci Welch, Penny Rosner, and David Hay
- Mark your calendars for the Legislative Reception to be held on Tuesday, February 11, 2020, 6:00 p.m., Palmetto Club, Columbia, SC.
- Updated Board event calendars are distributed every two weeks and the media distribution weekly.

Executive Session – Randolph Hall Boardroom

Board Members Present – Trustees Chuck Baker, Beth Burke, John Busch, Demetria Clemons, Cherry Daniel, Hank Futch, Henrietta Golding, David Hay (chair), Shawn Holland, Randy Lowell, Renée Romberger, Penny Rosner, Steve Swanson, Tav Swarat, Craig Thornton, Ricci Welch and John Wood

Board Member(s) Participating by Conference Call – Trustee Brian Stern

Board Member(s) Absent – Trustee Laurin Burch

Others Present – President Andrew Hsu, Mark Berry, Alicia Caudill, Jimmie Foster, Renard Harris, Elizabeth Kassebaum, Angela Mulholland, Paul Patrick, Ed Pope, Matt Roberts, Chris Tobin and Fran Welch

The motion was made by Vice Chair Demetria Clemons, and seconded by Trustee Ricci Welch, to go into a single Executive Session at 9:49 a.m., to be attended by all Board members and by such members of college management who at any given time are asked to attend that portion of Executive Session to take up the topic(s) then under consideration for the following purposes: (1) Legal Counsel will consult and provide legal advice on litigation, including actual and potential legal claims; (2) Employee records – legal matters and executive contract negotiations – personnel matters; (3) Discussion of negotiations incident to proposed contractual arrangements and proposed purchase/lease of property; and (4) Discussion of trade secrets (Section 30-4-40) where public disclosure would expose commercially valuable plans, marketing services, and competitive information. All in favor.

[Short break and then move to Randolph Hall Boardroom for Executive Session.]

The motion was made by Trustee Renée Romberger, and seconded by Trustee Henrietta Golding, to come out of Executive Session at 12:00 p.m. All in favor.

Chair Hay noted for the record that no action was taken during Executive Session.

Motion to Adjourn

The motion was made by Vice Chair Demetria Clemons, and seconded by Trustee Renée Romberger, that the meeting be adjourned at 12:05 p.m. All in favor.

[Trustees Chuck Baker, Beth Burke, John Busch, Demetria Clemons, Cherry Daniel, Henrietta Golding, David Hay, Shawn Holland, Renée Romberger, Penny Rosner, Steve Swanson, Craig Thornton, Ricci Welch and John Wood remained in the Randolph Hall Boardroom for lunch and Safe Zone Training by Lynda Keller, Assistant Director of Multicultural Student Programs and Services; and Kris De Welde. Professor and Director of Women's and Gender Studies and Professor of Sociology.]