

(Approved at October 16, 2020 Board of Trustees Meeting)

COLLEGE OF CHARLESTON
UNIVERSITY OF CHARLESTON, SC
Board of Trustees Meeting
August 6, 2020

Zoom Video Conference*
Board of Trustees' Office, Room 208-C, Randolph Hall

Presiding:
David M. Hay, Chair, Board of Trustees

Trustee Ricci Welch, Chair, Academic Affairs Committee
Trustee Chuck Baker, Chair, Student Affairs & Athletics Committee
Trustee Randy Lowell, Chair, Budget, Finance, & Facilities Committee
Trustee Henrietta Golding, Chair, Audit and Governance Committee
Trustee Steve Swanson, Chair, Development, Alumni, Governmental
& External Relations Committee

THURSDAY, AUGUST 6, 2020
8:30 a.m.

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

Other Attendees – President Andrew Hsu, Melantha Ardrey, Mark Berry, Alicia Caudill, Betty Craig, John Curtis, Irina Gigova, Renard Harris, Elizabeth Kassebaum, John Loonan, Bridget McLernon-Sykes, Ron Menchaca, John Morris, Angela Mulholland, Amy Orr, Paul Patrick, Matt Roberts, Mark Staples, Suzette Stille, Amy Takayama-Perez, Chris Tobin, Jeremy Turner, and Fran Welch -- (only attending Board Members, President Hsu, Chief of Staff, Senior Leadership Team, Board Office Staff, and others presenting or participating in the meetings are noted as attendees).

Elizabeth Kassebaum, Executive Secretary for the Board of the Trustees and meeting organizer for today's virtual meeting, welcomed everyone and turned the meeting over to Chair Hay.

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.

**Board of Trustees Meeting held via Zoom Video Conferencing due to COVID-19 crisis.*

Chair Hay began the meeting by recognizing that we are in unprecedented times and stated "I am particularly grateful that all of the Board members are able to join us for the meetings today. I know

that, like me, you are running your respective businesses and supporting your colleagues and friends and family in every way possible. To accommodate everyone's busy schedules, we are presenting virtual one-day Board of Trustees meetings which precludes us from providing many of our usual Board of Trustees presentations, including those from the Foundation Board, Alumni Association Board and College of Charleston Athletics Fund Chairs/Presidents and has even precluded the scheduling of our usual Access, Equity and Inclusion Subcommittee meeting. We hope to organize a more traditional Board of Trustees meeting schedule for the October Board of Trustees meetings."

Recognizing that we are in these challenging times, Chair Hay turned the meeting over to Trustee Ricci Welch for a prayer and words of encouragement.

Chair Hay thanked Committee Chair Welch for her prayer and words of encouragement and asked her to continue with the Academic Affairs Committee meeting.

ACADEMIC AFFAIRS COMMITTEE MEETING

Trustee Ricci Welch, Chair; Trustee Penny Rosner, Vice Chair

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)

Other Board Members – Trustees Chuck Baker, Beth Burke, Hank Futch, Henrietta Golding, Shawn Holland, Randy Lowell, Penny Rosner, Brian Stern, Steve Swanson and John Wood

Call to Order

Committee Chair Ricci Welch called the meeting to order at 9:45 a.m. noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Approval of Minutes

Since the May 7th Board Meeting Minutes were approved at the Special Meeting of the Board of Trustees on June 25th, there were no meeting minutes for approval at this committee meeting.

Reports/Updates

Fran Welch – Acting Provost's Report

- Summer Orientation Sessions on August 17, 18, 19 and 20 have been moved to a virtual format.
- New Student Convocation will be entirely on-line on Monday, August 24. "College Reads" book selected this year is "The Line Becomes a River," by Francisco Cantu.
- Fall 2020 Scheduling – On-line classes are planned for three weeks beginning Tuesday, August 25, with in-person classes to safely begin on Monday, September 14.
- Continuing to monitor data from CDC, DHEC and what is happening in SC and the Lowcountry and will make plans accordingly.
- Plans for the Spring Semester 2021 will begin but will be flexible considering the data and trends and plan accordingly.

Melantha Ardrey – Staff Advisory Committee Chair's Report

- Melantha highlighted the Committee's work this past year and introduced the newly elected Chair of the Committee, Ana Gilpatrick, who is a Program Manager in the Academic Affairs Office.

Acting Provost Fran Welch thanked Melantha for her service and involvement with the Strategic Plan and expressed Congratulations to Ana as the newly elected Chair of the Staff Advisory Committee to the President.

Irina Gigova – Faculty Senate Report

- On behalf of Simon Lewis, Speaker of the Faculty Senate, Irina Gigova, Associate Professor of History, presented a brief overview regarding faculty achievements, focusing on two main areas, both pertaining to responses to COVID-19: faculty service and faculty adaptation.

Motion to Adjourn

The motion was made by Trustee Craig Thornton, and seconded by Trustee Penny Rosner, that the Academic Affairs Committee meeting be adjourned at 9:13 a.m. All in favor.

STUDENT AFFAIRS AND ATHLETICS COMMITTEE MEETING

Trustee Chuck Baker, Chair; Trustee Shawn Holland, Vice Chair

Committee Members – Trustees Charles J. Baker (Chuck) (chair); Demetria Noisette Clemons; Henry A. Futch, Jr. (Hank); Shawn Holland (vice chair); Randolph R. Lowell (Randy), Toya D. Pound; Renée B. Romberger; Penny S. Rosner; Craig C. Thornton; Ricci L. Welch; David M. Hay, ex officio; Andrew T. Hsu, ex officio, non-voting

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

Call to Order

Committee Chair Chuck Baker called the meeting to order at 9:14 a.m. noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Approval of Minutes

Since the May 7th Board of Trustees Meeting Minutes were approved at the Special Meeting of the Board of Trustees on June 25th, there were no meeting minutes for approval at this committee meeting.

Student Affairs Updates

Committee Chair Baker turned the meeting over to Alicia Caudill, Executive VP for Student Affairs, who introduced program updates.

- Fall Student Experience and Activities – Alicia Caudill
- Student Health Update – Bridget McLernon-Sykes
- Partnership with MUSC – Bridget McLernon-Sykes

Cougar Pledge

Jeremy Turner, newly elected Student Government Association President, presented the Cougar Pledge. There are steps we must take in order to keep our community safe. To outline these steps, student leaders wrote the Cougar Pledge for the College of Charleston campus community. The Cougar Pledge is for students, faculty and staff and serves as a guide for practices that will help keep everyone safe. So mask up, practice physical distancing and make sure to share the #CougarPledge with your friends and family on social media <https://cofc.edu/back-on-the-bricks/cougar-pledge/graphics.php>.

Athletics Updates

Matt Roberts, Director of Athletics, reported on the COVID-19 direction of fall sports. Trustee Renée Romberger asked whether or not season tickets will be available, and Matt responded that they usually sell 2,300 season tickets a year and it should be okay to accommodate season tickets.

Motion to Adjourn

The motion was made by Trustee Renée Romberger, and seconded by Trustee Hank Futch, that the Student Affairs and Athletics Committee meeting be adjourned at 10:00 a.m. All in favor.

BUDGET, FINANCE AND FACILITIES COMMITTEE MEETING

Trustee Randy Lowell, Chair; Trustee John Wood, Vice Chair

Committee Members – *Trustees Randy Lowell (chair); Chuck Baker; Beth Burke; Demetria Clemons; Henrietta Golding; Shawn Holland; Renée Romberger; Brian Stern; Steve Swanson; and John Wood (Vice Chair); David Hay, ex officio; Andrew Hsu, ex officio, non-voting*

Other Board Member(s) – *Trustees Laurin Burch, John Busch, Cherry Daniel, Hank Futch, Toya Pound, Penny Rosner, Tav Swarat, Craig Thornton and Ricci Welch*

Call to Order

Committee Chair Randy Lowell called the meeting to order at 10:01 a.m. noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Approval of Minutes

Since the May 7th Board of Trustees Meeting Minutes were approved at the Special Meeting of the Board of Trustees on June 25th, there were no meeting minutes for approval at this committee meeting.

Chair Lowell turned the meeting over to John Loonan, Executive VP for Business Affairs, to introduce those presenting updates.

Budget and Finance Update

John Loonan, Executive VP, Business Affairs, presented the budget update.

- FY 20 Year-End Results
- FY 20 Year-End Results and Surplus Recommendation
- Projected FY 21 Budget Shortfall
- Proposal to address the budget shortfall in the first quarter of FY 21
- Additional FY 21 Budget Improvement Initiatives

- FY 21 Budget Issues
- Room and Board, Updated Projections FY 21
- Parking Operations Updated Projections FY 21
- COVID-19 Contingency Planning

Enrollment Update

Amy Tamakaya-Perez, VP of University Marketing and Enrollment Planning, commended Suzette Stille for the tremendous job she did while serving as Interim VP.

Amy presented an overview of 2020 enrollment.

- The College has received the highest number of freshman applications in history.
- Pre-COVID-19 freshman deposits were significantly up and on track to enroll 2,300 students.
- There has been no significant uptick in deferrals or withdrawals.
- All things considered, the College is in good shape.

Information Technology Update – Mark Staples

Facilities Management Update – John Morris

Motion to Adjourn

The motion was made by Trustee Steve Swanson, and seconded by Trustee John Wood, that the Budget, Finance and Facilities Committee be adjourned at 11:12 a.m. All in favor.

AUDIT AND GOVERNANCE COMMITTEE MEETING

Trustee Henrietta Golding, Chair

Committee Members – *Henrietta Golding (Chair), Laurin Burch, Beth Burke, Steve Swanson, and John Wood; David Hay, Chair, Board of Trustees, ex-officio*

Other Board Members – *Trustees Chuck Baker, John Busch, Demetria Clemons, Cherry Daniel, Hank Futch, Shawn Holland, Randy Lowell, Toya Pound, Renée Romberger, Penny Rosner, Brian Stern, Tav Swarat, Craig Thornton, and Ricci Welch*

Call to Order

Committee Chair Henrietta Golding called the meeting to order at 11:13 a.m. 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 Steve Swanson, and seconded by Trustee Beth Burke, that the minutes of the July 31, 2020 Audit and Governance Committee Special Meeting be approved as presented. The Chair called for the yeas and nays, and the Minutes were approved.

Nominations of Three Board Officers and Trustees Emeriti

Committee Chair Golding informed everyone that beginning with today's Audit and Governance Committee meeting through the end of the full Board meeting later today, she and the Audit and Governance Committee will accept nominations for the three Board Officers (Chair, Vice Chair and Secretary) by email or in person (no texts, please).

Also, nominations for Trustees Emeriti will be accepted beginning with today's Audit and Governance Committee meeting through the end of the full Board meeting later today.

Upon retirement from the Board of Trustees, Trustee Cherry Daniel, with 24 years of service, may declare herself as "Trustee Emeritus."

SACSCOC Board Members' Self-Evaluation Survey

Board Members' Self-Evaluation Surveys will be distributed via U.S. Mail to the Board members in early September, and Committee Chair Golding will present the survey results at the October Board meeting. It is hopeful that the results will include unanimous survey participation.

Executive Session

The motion was made by Trustee John Wood, and seconded by Trustee Beth Burke, to go into Executive Session at 11:14 a.m. for "Discussion of negotiations incident to proposed contractual arrangements and proposed purchase/lease of property." All in favor.

[Only the Board of Trustees, President Hsu, Senior Team and Elizabeth Kassebaum remained for Executive Session. All others were put in the waiting room.]

The motion was made by Trustee Beth Burke, and seconded by Trustee Steve Swanson, to come out of Executive Session at 11:26 a.m. All in favor.

Committee Chairman Golding noted that no action was taken in Executive Session.

Motion to Approve Amended Board of Trustees Bylaws

Committee Chair Golding called for a motion to approve replacing the old Mission Statement in the current Board of Trustees Bylaws with the new Strategic Plan Board of Trustees approved Mission Statement. The motion was made by Trustee Beth Burke, and seconded by Trustee Steve Swanson. Committee Chair Golding called for the yeas and nays, and the motion passed.

Motion to Adjourn

The motion was made by Trustee Laurin Burch, and seconded by Trustee Beth Burke, that the Audit and Governance Committee meeting be adjourned at 11:28 a.m. All in favor.

DEVELOPMENT, ALUMNI AND GOVERNMENTAL AND EXTERNAL RELATIONS COMMITTEE MEETING

Trustee Steve Swanson, Chair; Trustee John Busch, Vice Chair

Committee Members – Trustees Steve Swanson (*chair*); Laurin Burch; John Busch (*vice chair*); Beth Burke; Cherry Daniel; Hank Futch; Henrietta Golding; Brian Stern; Tav Swarat; John Wood; David Hay, *ex officio*; Andrew Hsu, *ex officio, non-voting*

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

Call to Order

Committee Chair Steve Swanson called the meeting to order at 11:29 a.m., noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Approval of Minutes

Since the May 7th Board Meeting Minutes were approved at the Special Meeting of the Board of Trustees on June 25th, there were no meeting minutes for approval at this committee meeting.

Reports

- Chris Tobin – Development and Alumni Affairs Update
- Ron Menchaca – Communications Update
- Paul Patrick – Governmental Affairs Update

Motion to Adjourn

The motion was made by Trustee John Busch, and seconded by Trustee Hank Futch, that the Development, Alumni, and Governmental Affairs and External Relations Committee be adjourned at 12:03 p.m. All in favor.

BOARD OF TRUSTEES MEETING

Chair Hay called the Board meeting at 12:04 p.m. and thanked everyone for joining the meeting.

Approval of Minutes

The motion was made by Trustee Demetria Clemons, and seconded by Trustee Craig Thornton, that the minutes of the June 25, 2020 and July 28, 2020 Board of Trustees Special Meetings be approved as presented. The Chair called for the yeas and nays, and the minutes were approved.

Motion from the Audit and Governance Committee

The Audit and Governance Committee moves that the Board Bylaws Amendment replacing the old Mission Statement in the current Board of Trustees Bylaws with the new Strategic Plan Board of Trustees approved Mission Statement be approved as presented. The Chair called for the yeas and nays, and the motion was approved.

Committee Reports

Chair Hay shared that at the Executive Committee meeting on July 23, he assigned to the Audit and Governance Committee the task of studying, for the Board of Trustees, processes/procedures with respect to naming opportunities that are within the Board's scope of responsibilities. On behalf of the

Board of Trustees, Chair Hay noted that he is grateful for the Committee's willingness to take on this important responsibility.

President's Report

"I will keep my remarks fairly brief since much of our business is covered in the committee meetings and has been the topics of our frequent discussions over these past several months.

Certainly, COVID-19 has thrown us all for a loop. It has hit all of us of in many different ways, putting strains on our businesses ... our families ... and, especially, our individual physical and mental health.

It has been hard on all of us, to say the least.

But in this everyday struggle, there is cause for hope.

I want to take this moment to recognize the campus leadership for all of their efforts these past months, and especially these past weeks.

They have dealt with so many different problems and have found solutions where none may have existed in a pre-COVID-19 world.

Each division head, each dean, each department chair and each supervisor – they have all done a remarkable job to keep the College moving forward ... always forward.

I can't say it enough – we have a great team here at your Alma Mater.

They are both passionate and compassionate ... working tirelessly for our students and for their colleagues.

They inspire me every day, and I want to say thank you to them.

That is the moment I would then stand back and lead a standing ovation for them.

History teaches us that even COVID-19 will only be a temporary hurdle in our overall story.

The aerospace engineer in me sees the pandemic as just another setback ... a puzzle to solve ... a challenge to overcome.

Call it turbulence on our university's flight.

And the way engineers deal with turbulence is to make sure that the infrastructure is sound to withstand disruption and is adaptable to changing conditions.

I can say proudly that our university is doing that right now.

In these culture-changing times, I think we have discovered much about ourselves and what is possible with technology.

And I know we will incorporate many of these lessons into some of our everyday business practices.

But, this pandemic also reinforces to me how important it is to learn in person ... how important it is to be together in person.

While content of a subject can be conveyed in a remote setting, what we miss is the serendipitous collisions of a university experience.

And that is some of the best parts of college: It's two students meeting randomly in the laundry room of a residence hall and then becoming lifelong friends ... it's a student walking by a room in the Stern Student Center ...

... peering inside and joining a club meeting ... it's two faculty members of different disciplines talking at a campus coffee in Randolph Hall one morning and then going on to write and collaborate on a research grant.

We will get back to those moments.

And when we do, we will take full advantage of those moments.

While it seems like a lifetime ago, we have a 10-year strategic plan ready to launch.

I hope to use these next few weeks to gather campus leadership together to discuss implementation and execution strategies so that we lose little time in our efforts of transformation.

Times may be tough right now, but I have seen firsthand, that we, together, are tougher.

And that, yes, tomorrow will come and we will be stronger for it ... Cougar strong.

Thank you. “

Board Chair's Report

First, Chair Hay thanked Vice Chair Demetria Clemons and Secretary Renée Romberger for agreeing to serve as a member of the Alumni Association Strategic Plan Committee, chaired by Elizabeth Colbert Busch.

Presentation to Retiring Board Member Cherry Daniel

Chair Hay thanked Trustee Cherry Daniel for her 24 years of dedicated service as a member of the Board of Trustees.

Chair Hay presented Cherry Daniel with a small silver plate with the College of Charleston Seal that reads “L. Cherry Daniel, on behalf of a grateful college, we thank you for your dedicated service as a member of the College of Charleston Board of Trustees, 1996-2020. Presented on August 6, 2020” on

the front and the following wording on the back of the plate: “Your generosity of time, spirit and wisdom contributed significantly to the present and future success of the College of Charleston.”

“Thank You” Gifts to Two Staff Members

Next week, Elizabeth Kassebaum will present, on behalf of the Board of Trustees, tokens of appreciation to two dedicated staff members.

First, Melantha Ardrey, who served as Chair of the Staff Advisory Committee to the President for the past two years.

And Ed Pope, who has stepped down as Interim Executive VP, Business Affairs, and returned to his position as VP of Human Resources.

Chair Hay expressed appreciation for all Melantha and Ed have done for the College, and he looks forward to their continued service to the College.

Recognition of George Hicks and Mikey Zinn

Chair Hay recognized George Hicks, who has stepped down as President of the Student Government Association; and Mikey Zinn, who has stepped down as President of the Graduate School Association.

Elizabeth Kassebaum will present George and Mikey with black leather folders when they return to the campus in person later in the fall.

Recognition of Jeff Kinard and Michael Renault

Chair Hay noted that when we are back on campus in person with our traditional Board meetings, we will recognize Jeff Kinard, who has stepped down as Chair of the Foundation Board; and Michael Renault, who has stepped down as President of the Alumni Board.

Chair Hay welcomed Peggy Boykin, new Chair of the Foundation Board; and Derrick Williams, new President of the Alumni Board, to the meeting today.

Chair Hay expressed appreciation for all that Jeff and Michael have done for the College and looks forward to working with Peggy and Derrick and the opportunity to celebrate the four of them at a future Board meeting in person.

Housekeeping Items

Elizabeth Kassebaum briefed the Board on a few information items:

- Board Candidate Elections will be held in Columbia on Wednesday, September 23. New Board member, Andy Gianoukos, will attend the New Board Member Orientation likely to be scheduled on Friday, September 25.
- We will be reviewing the best days and times to schedule an Audit and Governance Committee meeting, Budget, Finance and Facilities Committee meeting, a full Board meeting, and an Executive Committee meeting the last week of September.

- Spring Commencement has been rescheduled for Sunday, October 11. Inclement weather date will be Sunday, October 25, with details to be confirmed.

Executive Session

The motion was made by Trustee John Busch, and seconded by Trustee Demetria Clemons, to go into Executive Session at 12:18 p.m. 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.; and (5) Discussion of Agency Head Survey. All in favor.

[Trustees Chuck Baker and John Wood recused themselves from the discussion in Executive Session due to a potential conflict of interest.]

[Only the Board Members, President Hsu, Senior Team, and Elizabeth Kassebaum remained for Executive Session. Others were put in the waiting room until Executive Session ends and regular session resumes.]

[At this point, only the Board members remained in Executive Session. Others were put in the waiting room until Executive Session ends and regular session resumes.]

The motion was made by Trustee John Busch, and seconded by Trustee Demetria Clemons, to come out of Executive Session at 2:04 p.m. All in favor.

Regular session resumed.

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

Motion to Adjourn

The motion was made by Trustee Demetria Clemons, and seconded by Trustee John Busch, that the meeting be adjourned at 2:05 p.m. All in favor.