

(Approved at January 15-16, 2026 Board of Trustees Meeting)
COLLEGE OF CHARLESTON
UNIVERSITY OF CHARLESTON, SC
Board of Trustees Meeting
October 16-17, 2025

Alumni Hall/Zoom Video Conference

Presiding:

Steve Swanson, Vice Chair, Board of Trustees

Trustee Laurin Burch, Chair, Finance Committee
Trustee David Hay, Chair, Property Committee
Trustee Matt Klein, Chair, Academic Affairs Committee
Trustee Neysa Williams, Chair, Student Success Committee
Trustee Shawn Holland, Athletics Committee
Trustee Tav Swarat, Chair, Advancement Committee
Trustee Beth Burke, Chair, Governance Committee

THURSDAY, OCTOBER 16, 2025

8:30 a.m.

Board Member(s) Present – Trustees Laurin Burch, Beth Burke, Hank Futch, Darryl Fyall, Andy Gianoukos, Henrietta Golding, David Hay, Shawn Holland, Matt Klein, Toya Pound, Penny Rosner, Steve Swanson (Vice Chair), Tav Swarat, Craig Thornton, Ricci Welch (Secretary) and Derrick Williams

Board Member(s) via Zoom – Trustees Renée Romberger (Chair), Brian Stern and Neysa Williams

President's Cabinet Member(s) Present – President Andrew Hsu, Suzanne Austin, Chuck Baker, Mark Berry, Alicia Caudill, Katarina Fjording, Jimmie Foster, Dan Frezza, Courtney Howard, John Loonan, Michelle McGrew, Ron Menchaca, Paul Patrick, Matt Roberts and Brad Weiland

Other Attendees Present – J. R. Barnhart, Dex Blank, Joh-nette Brown, Peggy Cieslikowski, Betty Craig, Kyle Denzel, Jason Grimes, Miller Harper, Elizabeth Kassebaum, David King (IT), Jesse Kunze, Lance Laidlaw, Kevin McCord, Ashleigh Parr, Christian Sottile and Dawn Willan

(Only attending Board Members, President Hsu, Chief of Staff, President's Cabinet, Board Office Staff, and others presenting or participating in the meetings are noted as attendees).

BOARD OF TRUSTEES MEETING

Welcome

Vice Chair Swanson called the meeting to order at 8:30 a.m. noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

Executive Committee’s Resolution for “Creation of a College of Charleston Board of Trustee’s Circle”

At its meeting on Wednesday, October 1, the Executive Committee approved the Resolution for the “Creation of a College of Charleston Board of Trustee’s Circle” to be presented for the full Board’s consideration/approval at the Board meeting on Thursday morning, October 16.

The Executive Committee moves that the Board approve the Resolution for the “Creation of a College of Charleston Board of Trustee’s Circle.” The Chair called for the yeas and nays, and the motion is adopted.

RESOLUTION OF THE BOARD OF TRUSTEES OF THE COLLEGE OF CHARLESTON

WHEREAS, the College of Charleston Board of Trustees desires to honor all individuals who have served as members of the Board of Trustees; and

WHEREAS, the Board recognizes the valuable contributions of its former Trustees in protecting and promoting the College as guardians of its mission, stewards of its resources, and champions of its students; and

WHEREAS, the Board seeks to acknowledge these contributions and encourage the continued engagement and advocacy of its former Trustees;

NOW, THEREFORE, BE IT RESOLVED, that the College of Charleston Board of Trustees hereby establishes the **Trustee’s Circle**, to be comprised of all living former members of the Board of Trustees; and

BE IT FURTHER RESOLVED, that each calendar year a **Trustee’s Circle Reception** shall be held in conjunction with the October Board of Trustees Meeting, at which the College President shall deliver a **State of the College Address**; and

BE IT FURTHER RESOLVED, that all former Trustees shall be invited to this annual reception, and their attendance shall be specifically recognized and honored.

Adopted this sixteenth day of October 2025.

President’s Report

"President Hsu opened his report by noting the significant challenges currently facing higher education, including demographic shifts, increasing competition and changing student expectations. He highlighted the national “demographic cliff,” with a projected 6% decline in high school graduates in the coming years. While South Carolina’s decline will be less pronounced, the college-going rate has fallen from 72% in 2010 to 65% in 2022. At the same time, state flagship institutions have grown substantially, increasing competitive pressures. Students and families are increasingly focused on total cost, debt and tangible career outcomes.

In response, the College has acted with greater focus and urgency. Key actions include: adjusting the strategic plan to reflect emerging realities; expanding academic programs, particularly in business, engineering, and health sciences; integrating artificial intelligence into the curriculum and operations; pursuing operational efficiencies; and building new strategic partnerships to align with workforce and student demand.

Despite these headwinds, the College is achieving strong results. Applications have nearly tripled over the past decade (from 11,000 to over 32,000), enrollment has reached historic highs (nearly 12,000 students), average salaries have increased 21% since FY2019, and philanthropic support reached a record \$29 million in FY25.

President Hsu noted that throughout its history, the College has continually adapted to changing conditions, and he expressed confidence that by remaining focused and united, the institution will continue to make progress toward its goal of becoming a national university and a first-choice destination for top students.

Finally, he emphasized the importance of strategic reinvestment in facilities, including addressing deferred maintenance and pursuing property acquisitions, to support future growth. He encouraged continued bold thinking, noting the long-term impact of decisions made today. He concluded by previewing the visioning session on facilities, which will explore opportunities and challenges in shaping the College's physical future."

PROPERTY COMMITTEE MEETING *(with Vision, Strategy and Priorities Session – “Facilities Management” during Executive Session)*

Trustee David Hay, Chair; Trustee Craig Thornton, Vice Chair

Committee Member(s) – *Trustees David Hay (chair), Hank Futch, Andy Gianoukos, Shawn Holland, Steve Swanson, Tav Swarat and Craig Thornton (vice chair)t; Renée Romberger (ex officio), Andrew Hsu (ex officio, non-voting)*

Call to Order – *Committee Chair David Hay*

Approval of Minutes

The motion was made by Trustee Hank Futch, and seconded by Trustee Craig Thornton, that the minutes of the August 21, 2025 Property Committee Meeting be approved. The Chair called for the yeas and nays, and the Minutes were approved.

Executive Session *[Only the Board Members, President's Cabinet, J.R. Barnhart, Peggy Cieslikowski, Christian Sottile, Miller Harper, Board Staff and IT Staff remained for executive session.]*

The motion was made by Trustee Tav Swarat, and seconded by Trustee Craig Thornton, to go into Executive Session at 8:58 a.m. for the purpose of “Receipt of legal advice where the legal advice relates to a pending, threatened, or potential claim or other matters covered by the attorney-client privilege”; “Discussion of negotiations incident to proposed contractual arrangements and proposed purchase/lease of property”; and “Discussion of trade secrets

(Section 3-4-40) where public disclosure would expose commercially valuable plans, marketing services, and competitive information”. All in favor.

The motion was made by Trustee Shawn Holland, and seconded by Trustee Steve Swanson, to come out of Executive Session at 11:53 a.m. All in favor.

Committee Chair Hay noted that no action was taken in Executive Session.

Motion to endorse and support the efforts of the President to acquire land to construct a new academic building in downtown Charleston

Upon careful review of all of the associated issues, the Administration recommends the Board of Trustees make a motion to endorse and support the efforts of the President to acquire land, through the support of philanthropy, to construct a new academic building in downtown Charleston, and the President shall provide updates to the Board as appropriate.

The motion was made by Trustee Steve Swanson, and seconded by Trustee Craig Thornton, to endorse and support the efforts of the President to acquire land, through the support of philanthropy, to construct a new academic building in downtown Charleston, and the President shall provide updates to the Board as appropriate. The Chair called for the yeas and nays, and the motion passed. All in favor.

Motion to Adjourn

The motion was made by Trustee Craig Thornton, and seconded by Trustee Shawn Holland, that the Property Committee meeting be adjourned at 11:55 a.m. All in favor.

FINANCE COMMITTEE MEETING

Trustee Laurin Burch, Chair; Trustee Darryl Fyall, Vice Chair

***Committee Member(s)** – Trustees Laurin Burch (chair), Darryl Fyall (vice chair), Andy Gianoukos, Henrietta Golding, David Hay, Matt Klein, Brian Stern, Steve Swanson, Craig Thornton, Derrick Williams, Renée Romberger (ex officio) and Andrew Hsu (ex officio, non-voting)*

Call to Order – Committee Chair Laurin Burch

Approval of Minutes

The motion was made by Trustee Derrick Williams, and seconded by Trustee Matt Klein, that the minutes of the August 21, 2025 Budget, Finance and Facilities Committee Meeting be approved. The Chair called for the yeas and nays, and the Minutes were approved.

Information/Discussion Items

- Budget & Finance IQ FY26 Budget Report – John Loonan
- Housing & Dining Rate Increase for January 2026 Board Consideration and Approval – John Loonan

Executive Session – No Executive Session Items

Motion to Adjourn

The motion was made by Trustee Matt Klein, and seconded by Trustee Derrick Williams, that the Finance Committee meeting be adjourned at 12:48 p.m. All in favor.

“BOT CONNECTIONS” SESSIONS (formerly “Talk Abouts”)

Board Members departed for the three “BOT Connections” sessions for today’s meeting.

- (1) School of Languages, Cultures & World Affairs (Faculty) – *11 Glebe Street Conference Room*
- (2) Orientation Student Interns (Students) – *Lightsey Center Annex*
- (3) Financial Aid (Staff) – *Lightsey Center Room 141*

Upon return from the “BOT Connections” sessions, Board members reported on their respective tours.

BOARD OF TRUSTEES MEETING RECESSED

Vice Chair Swanson recessed the full Board meeting at 2:00 p.m. and handed the floor over to Committee Chair Shawn Holland for the Athletics Committee meeting.

ATHLETICS COMMITTEE MEETING

Trustee Shawn Holland, Chair; Trustee Andy Gianoukos, Vice Chair

Committee Member(s) – Trustees Shawn Holland (chair), Andy Gianoukos (vice chair), Laurin Burch, Hank Futch, David Hay, Toya Pound, Craig Thornton, Derrick Williams, Renée Romberger (ex officio) and Andrew Hsu (ex officio, non-voting)

Call to Order – *Committee Chair Shawn Holland*

Approval of Minutes

The motion was made by Trustee Derrick Williams, and seconded by Trustee Toya Pound, that the minutes of the August 21, 2025 Student Affairs and Athletics Committee Meeting be approved. The Chair called for the yeas and nays, and the Minutes were approved.

Athletics Updates

- Introduced Dex Blank, Senior Associate AD for Athletics Development – *Matt Roberts*
- Basketball Pre-Season Updates – *Matt Roberts*

Executive Session *(Only the Board Members, President Hsu, President’s Cabinet, Dex Blank, Kyle Denzel, Jason Grimes, Board Staff and IT Staff remained for executive session.)*

The motion was made by Trustee Hank Futch, and seconded by Trustee Derrick Williams, to go into Executive Session at 2:20 p.m. for the purpose of “Receipt of legal advice where the legal advice relates to a pending, threatened, or potential claim or other matters covered by the attorney-client privilege; “Discussion of negotiations incident to proposed contractual arrangements and proposed purchase/lease of property; and “Discussion of trade secrets where public disclosure would expose commercially valuable plans, marketing services, and competitive information.” All in favor.

The motion was made by Trustee Andy Gianoukos, and seconded by Trustee Craig Thornton, to come out of Executive Session at 2:51 p.m. All in favor.

Committee Chair Holland noted that no action was taken in Executive Session.

Motion to Adjourn

The motion was made by Trustee Hank Futch, and seconded by Trustee Derrick Williams, that the Budget, Finance and Facilities Committee meeting be adjourned at 2:51 p.m. All in favor.

STUDENT SUCCESS COMMITTEE MEETING

Trustee Neysa Williams, Chair; Trustee Hank Futch, Vice Chair

Committee Member(s) – *Trustees Neysa Williams (chair), Hank Futch (vice chair), Beth Burke, Darryl Fyall, Shawn Holland, Toya Pound, Penny Rosner, Ricci Welch, Renée Romberger (ex officio) and Andrew Hsu (ex officio, non-voting)*

Call to Order – *Committee Vice Chair Hank Futch*

Approval of Minutes

Since the Athletics Committee approved the minutes of the August 21, 2025 Student Affairs & Athletics Committee meeting, it's not necessary for the Student Success Committee to approve them.

Student Leader Spotlights

- Rafael Guerra, Graduate Student Association Vice President– *Alicia Caudill*
- Simons Adams, Student Government Association President – *Alicia Caudill*

Fall Semester Highlights

- Weeks of Welcome
- Center for Intentionality
- National Hazing Prevention Week Programming
- 1967 Legacy Program
- SGA Reunion during Homecoming 2025
- Stern Center Time Capsule

Review of Committee Bylaws and Proposed Upcoming Meeting Feature Topics

- January 2026: Career Development for Students (cross-campus efforts)
- April 2026: Student Health and Wellbeing Updates
- August 2026: Student Engagement, Campus Recreation, Residence Life
- October 2026: Fraternity and Sorority Life

Executive Session - *No Executive Session Items*

Motion to Adjourn

The motion was made by Trustee Beth Burke, and seconded by Trustee Penny Rosner, that the Student Success Committee meeting be adjourned at 3:09 p.m. All in favor.

ADVANCEMENT COMMITTEE MEETING

Trustee Tav Swarat, Chair; Trustee Derrick Williams, Vice Chair

Committee Member(s) – *Trustees Tav Swarat (chair), Derrick Williams (vice chair), Beth Burke, Henrietta Golding, Matt Klein, Steve Swanson, Neysa Williams, Renée Romberger (ex officio) and Andrew Hsu (ex officio, non-voting)*

Call to Order – *Committee Chair Tav Swarat*

Approval of Minutes

The motion was made by Trustee Derrick Williams, and seconded by Trustee Henrietta Golding, that the minutes of the August 21, 2025 Development, Alumni, Governmental and External Relations Committee Meeting be approved. The Chair called for the yeas and nays, and the minutes were approved.

Information/Discussion Items

- **Advancement Update – Dan Frezza**
 - Year-to-date Update
 - Homecoming Overview
- **Marketing and Communications Update – Ron Menchaca**
 - Advertising – A preview of some new College advertising at Charleston Airport
 - Media – Highlights of recent coverage from our owned media channels focused on the three pillars

Executive Session (*Only the Board Members, President Hsu, President’s Cabinet, J.R. Barnhart, Peggy Cieslikowski, the Board Staff and IT Staff remained during Executive Session.*)

The motion was made by Trustee Henrietta Golding, and seconded by Trustee Derrick Williams, to go into Executive Session at 3:26 p.m. for the purpose of “Discussion of trade secrets where public disclosure would expose commercially valuable plans, marketing services and competitive information.” All in favor.

The motion was made by Trustee Derrick Williams, and seconded by Trustee Henrietta Golding, to come out of Executive Session at 3:58 p.m. All in favor.

Committee Chair Swarat noted that no action was taken in Executive Session.

Motion to Adjourn

The motion was made by Trustee Henrietta Golding, and seconded by Trustee Derrick Williams, that the Advancement Committee meeting be adjourned at 3:58 p.m. All in favor.

Board of Trustees Meeting Recessed Until Tomorrow Morning

Board of Trustees Meeting recessed until tomorrow morning at 8:30 a.m.

FRIDAY, OCTOBER 17, 2025

BOARD OF TRUSTEES MEETING RECONVENED

Board Member(s) Present – Trustees Laurin Burch, Beth Burke, Darryl Fyall, Henrietta Golding, David Hay, Shawn Holland, Matt Klein, Penny Rosner, Steve Swanson (vice chair), Tav Swarat, Ricci Welch (secretary) and Derrick Williams

Board Member(s) via Zoom – Trustees Hank Futch, Andy Gianoukos, Toya Pound, Renée Romberger (chair), Brian Stern, Craig Thornton and Neysa Williams

President’s Cabinet Member(s) Present – President Andrew Hsu, Suzanne Austin, Chuck Baker, Mark Berry, Alicia Caudill, Katarina Fjording, Jimmie Foster, Dan Frezza, Courtney Howard, John Loonan, Michelle McGrew, Ron Menchaca, Paul Patrick, Sasan Pouretezadi (IT), Matt Roberts and Brad Weiland

Other Attendees Present – Roselle Bonnoitt, Joh-nette Brown, Lindsey Copeland, Betty Craig, Frank Gadsden (Trustee Emeritus), Gus Gustafson, Elizabeth Kassebaum, Tom Kunkle (Senate Speaker Pro Tempore), Jesse Kunze, Lance Laidlaw, Kevin McCord, Laurie Minges, Keith Sauls, Paul Schwager, Alan Uram and Jeff Woraratanadharm

(Only attending Board Members, President Hsu, Chief of Staff, President’s Cabinet, Board Office Staff, and others presenting or participating in the meetings are noted as attendees).

Call to Order/Welcome

Vice Chair Swanson reconvened the Board meeting at 8:32 a.m. and welcomed everyone attending the meeting. He welcomed Trustee Emeritus Frank Gadsden, a special guest attending the meeting this morning, and thanked everyone for attending last evening’s Inaugural Trustee’s Circle Reception and Recognition Ceremony.

Executive Session #1 (Board of Trustees, President Hsu, President’s Cabinet, Board Staff and IT Staff)

The motion was made by Trustee Ricci Welch, and seconded by Trustee Tav Swarat, to go into Executive Session at 8:35 a.m. for the “Receipt of legal advice where the legal advice relates to a pending, threatened, or potential claim or other matters covered by the attorney-client privilege”; “Discussion of negotiations incident to proposed contractual arrangements and proposed purchase/lease of property”; “Employee records – legal matters and executive contract negotiations – personnel matters”; Personnel matters – legal matters covered by attorney-client privilege”; and “Discussion of trade secrets where public disclosure would expose commercially valuable plans, marketing services and competitive information”. All in favor.

Executive Session #2 (Board of Trustees, President Hsu, Chuck Baker, Mark Berry, Suzanne Austin, Paul Patrick and Elizabeth Kassebaum)

Executive Session #3 (only the Board of Trustees)

The motion was made by Trustee Henrietta Golding, and seconded by Trustee Ricci Welch, to come out of Executive Session at 10:13 a.m. All in favor.

Vice Chair Swanson noted that no action was taken in Executive Session.

Approval of Minutes

The motion was made by Trustee Henrietta Golding, and seconded by Trustee Ricci Welch, that the minutes of the August 21-22, 2025 Board of Trustees Meeting and the October 8, 2025 Special Board of Trustees Meeting be approved. The Chair called for the yeas and nays, and the Minutes were approved.

Alumni Association Board President, Foundation Board Chair and Charleston Athletic Fund President Reports

Laurie Minges, President of the Alumni Association Board; Keith Sauls, Chair of the Foundation Board; and Alan Uram, President of the Charleston Athletic Fund, presented their respective Board Reports.

(Trustee Tav Swarat left the meeting at 10:36 a.m. and continued on zoom.)

Faculty Senate Report

Liz Jurisich, Speaker of the Faculty Senate, could not attend today's meeting. Therefore, Dr. Tom Kunkle, Senate Speaker Pro-Temp, gave the Faculty Senate Report on behalf of the Faculty.

Staff Advisory Committee Report

Jeff Woraratanadharm, Chair of the Staff Advisory Committee to the President, gave the Staff Advisory Committee Report on behalf of the Staff.

“Moment of Mission” (formerly “Moment of History”) Presentation – *President Hsu*

ACADEMIC AFFAIRS COMMITTEE MEETING

Trustee Matt Klein, Chair; Trustee Toya Pound, Vice Chair

Committee Member(s) – *Trustees Matt Klein (chair), Toya Pound (vice chair), Darryl Fyall, Henrietta Golding, Penny Rosner, Brian Stern, Ricci Welch, Neysa Williams, Renée Romberger (ex officio) and Andrew Hsu (ex officio, non-voting)*

Call to Order – *Committee Chair Matt Klein*

Approval of Minutes

The motion was made by Trustee Ricci Welch, and seconded by Trustee Darryl Fyall, that the minutes of the August 21, 2025 Academic Affairs Committee Meeting be approved. The Chair called for the yeas and nays, and the Minutes were approved.

Provost's Report – *Suzanne Austin*

- Dean Searches
 - School of Natural and Environmental Sciences
 - Graduate School and Associate Provost of Research
- New Faculty Update

Enrollment Planning Update – *Jimmie Foster*

Executive Session – *No Executive Session items*

Motion to Approve Awarding of December 2025 Undergraduate and Graduate Degrees (Resolution)

Upon careful review of all the associated issues, the Administration recommends the Board of Trustees make a motion to approve the Resolution “Awarding of December 2025 Undergraduate and Graduate Degrees”.

The motion was made by Trustee Penny Rosner, and seconded by Trustee Ricci Welch, that the Resolution “Awarding of December 2025 Undergraduate and Graduate Degrees” be approved. The Chair called for the yeas and nays, and the motion was approved. All in favor.

**COLLEGE OF CHARLESTON
RESOLUTION OF THE BOARD OF TRUSTEES
AWARDING OF DEGREES**

October 17, 2025

WHEREAS, pursuant to S.C. Code Ann. §59-130-30 (9) 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 and the University of Charleston, South Carolina;

WHEREAS, each such candidate has been certified by the appropriate Dean, the Registrar, and the 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 Fall 2025 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 Fall 2025 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 Fall 2025 semester, the names of each of which shall be published in the Official Program for the December 2025 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 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 and the University of Charleston, South Carolina, as may be necessary and appropriate to account for the actual academic performance of degree seeking candidates during the Fall 2025 semester; and

RESOLVED, that the President and 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.

Motion to Adjourn

The motion was made by Trustee Darryl Fyall, and seconded by Trustee Ricci Welch, that the Academic Affairs Committee meeting be adjourned at 11:11 a.m. All in favor.

GOVERNANCE COMMITTEE MEETING

Trustee Beth Burke, Chair; Trustee Penny Rosner, Vice Chair

Committee Member(s) – Trustees Beth Burke (chair), Penny Rosner (vice chair), Laurin Burch, Darryl Fyall, Brian Stern, Tav Swarat, Ricci Welch and Renée Romberger (ex-officio)

Call to Order – Committee Chair Beth Burke

Approval of Minutes

The motion was made by Trustee Penny Rosner, and seconded by Trustee Tav Swarat, that the minutes of the August 22, 2025 Audit and Governance Committee Meeting be approved. The Chair called for the yeas and nays, and the Minutes were approved.

Information Items

- FY25 Annual Comprehensive Financial Report (ACFR) Briefing – Roselle Bonnoitt (Cherry Bekaert, External CPA Firm)
- SACSCOC Board Members’ Self-Evaluation Survey Results/Compilation Report – Chair Burke [She thanked Maddox Johnston, Director of Survey and Accreditation Research in the Office of Institutional Effectiveness, for compiling the data.]
- Governmental Relations Report – Paul Patrick

[At 11:50 a.m., Trustee Tav Swart left the meeting and rejoined via zoom.]

Executive Session #1 (Only the Board Members, President Hsu, President’s Cabinet, Board Staff and IT Staff remained during Executive Session.)

The motion was made by Trustee Darryl Fyall, and seconded by Trustee Ricci Welch, to go into Executive Session at 11:50 a.m. for the purpose of “Discussion of Receipt of legal advice where the legal advice relates to a pending, threatened, or potential claim or other matters covered by the attorney-client privilege”. All in favor.

Executive Session #2 (Only the Board Members remained during Executive Session.)

Motion to Leave Executive Session

The motion was made by Trustee Ricci Welch, and seconded by Trustee Penny Rosner, to come out of Executive Session at 12:13 p.m. All in favor.

Committee Chair Burke noted that no action was taken in Executive Session.

Motion to Approve Board Meeting Policy for Board Members, University Personnel and Invited Guests

Upon careful review of all the associated issues, the Administration recommends the Board of Trustees make a motion to approve the “Board Meeting Policy for Board Members, University Personnel and Invited Guests.”

The motion was made by Trustee Darryl Fyall, and seconded by Trustee Laurin Burch, that the “Board Meeting Policy for Board Members, University Personnel and Invited Guests” be approved. The Chair called for the yeas and nays, and the motion was approved. All in favor.

Board Meeting Policy

FOR BOARD MEMBERS

Professional Conduct

1. Arrive on time (or log in promptly, if attending virtually).
2. Dress in professional or business attire appropriate for a formal board meeting.
3. Remain present and engaged throughout the session; avoid side conversations or distractions.

Respectful Communication

1. Address the Chair before speaking and wait to be recognized.
2. Speak clearly and concisely; keep comments focused on the agenda item.
3. Listen actively and respectfully when others are speaking; do not interrupt.
4. Differences of opinion should be expressed civilly and respectfully.

Confidentiality

1. Respect the confidentiality of all board discussions and materials.
2. Do not disclose sensitive or proprietary information outside the boardroom.

Meeting Participation

1. Review agenda materials and background documents in advance.
2. Participate fully and constructively in discussions.
3. Keep personal, political, or unrelated matters out of board deliberations.
4. Turn off or mute cell phones, tablets, and laptops unless needed for Board Meeting purposes. Refrain from checking phones, email, or engaging in unrelated business during the meeting.

Decision-Making

1. Support decisions of the board once they are made, even if you held a differing opinion during deliberations.
2. Ask clarifying questions as needed, but do not dominate discussion.
3. Follow parliamentary procedure or the Chair’s guidance for motions, voting, and debate.

Technology Etiquette (for hybrid/virtual meetings)

1. Keep microphones muted unless speaking.
2. Use cameras when possible to maintain engagement.
3. Avoid multitasking; give the meeting your full attention.

General Decorum

1. Maintain professionalism in tone, language, and body language.
2. Show courtesy to staff, guests, and fellow trustees at all times.
3. Applaud and recognize accomplishments appropriately but avoid unnecessary disruptions.

FOR UNIVERSITY PERSONNEL AND INVITED GUESTS

Always Maintain Confidentiality – Respect the privacy of Board discussions.

Before the Meeting

1. **Arrive Early** – Be seated at least 5–10 minutes before the meeting begins.
2. **Dress Professionally** – Business attire is expected.
3. **Silence Devices** – Turn off or mute cell phones, tablets, and laptops unless needed for work purposes.

During the Meeting

1. **Respect** – All university personnel are guests to a board meeting and not participants, and as such should speak only when recognized by the Chair. You should not ask questions and should participate in debates and discussions only if requested by the Chair.
2. **Disruption** – No side conversations, whispering, or distractions.
3. **Follow House Rules** – Remain seated and do not walk around, in and out or otherwise disrupt proceedings.
4. **Exit Courteously** – If leaving early, do so quietly and discreetly.

If Called Upon to Speak

1. **Keep It Brief** – Provide clear, concise remarks.

2. **Be Prepared** – Have materials and data ready in advance.
3. **Address the Board, Not Individual Trustees or your colleagues** – Direct comments through the Chair.

After the Meeting

1. **Follow Up Promptly** – Provide any requested information or action items in a timely manner.

Motion to Adjourn

The motion was made by Trustee Ricci Welch, and seconded by Trustee Penny Rosner, that the Governance Committee meeting be adjourned at 12:17 p.m. All in favor.

Board of Trustees Committee Chairs' Reports

Committee Chairs gave brief reports of their respective committee meetings.

Committee Resolutions/Motions for Board Action

Board Committees met yesterday and today and there is one motion from the Property Committee, one motion from the Academic Affairs Committee, and one motion from the Governance Committee.

Property Committee

The Property Committee moves that “The Board enthusiastically endorses and supports the efforts of the President to acquire land, through the support of philanthropy, to construct a new academic building in downtown Charleston, and the President shall provide updates to the Board as appropriate.” The chair called for the yeas and nays, and the motion passed. All in favor

Academic Affairs Committee

The Academic Affairs Committee moves that the Board approve the Resolution for the “Awarding of Degrees for December 2025 Graduates.” The chair called for the yeas and nays, and the motion passed. All in favor.

Governance Committee

The Governance Committee moves that the Board approve the new “Board Meeting Policy for Board Members, University Personnel and Invited Guests.” The chair called for the yeas and nays, and the motion passed. All in favor.

Motion for the Board to Approve a Three-Year Extension to President Hsu’s Existing Contract

The motion was made by Trustee Henrietta Golding, and seconded by Trustee Tav Swarat, for the Board to approve a Three-Year Extension to President Hsu’s existing contract. A written amendment will be prepared pending coordination with the Foundation. The chair called for the yeas and nays and the motion was approved. All in favor.

Motion for Revote to Approve a Three-Year Extension to President Hsu’s Existing Contract

Due to technical/audio issues, a number of Board members participating via Zoom were unable to vote and requested a revote. **The motion was made by Trustee Derrick Williams, and seconded by Trustee Ricci Welch, for the Board to approve a Three-Year Extension to President Hsu’s existing contract on terms as submitted (copy at end of minutes).** A written amendment will be prepared pending coordination with the Foundation. The chair called for the yeas and nays and the motion was approved. All in favor.

Chair's Report

As Chair Romberger was participating via zoom, Vice Chair Swanson presented the Chair's Report.

Vice Chair Swanson thanked President Hsu and his Leadership Team for their extraordinary work and deeply felt compassion providing the Board a framework to consider going forward where we continue to respect, support, and lift up each other. "Our goal is clear: Student Experience and Success; Employee Experience and Success; and Academic Distinction."

Overnight Accommodations for January 2026 Board Meeting

Elizabeth Kassebaum reported that in an effort to find overnight accommodations within walking distance of the campus for the January Board meeting, The Restoration at 75 Wentworth Street is a possibility. She will send the Board members a survey to indicate their preference for Ansonborough Inn or The Restoration.

2026 Visioning Topics

2026 Visioning topics will be announced at the January Board meeting.

At the January Board meeting, the in-depth strategy and visioning session will focus on BOT Design Your Life, and Provost Suzanne Austin will lead that discussion.

Housekeeping Items

Elizabeth Kassebaum shared a few housekeeping items:

- Homecoming is November 13-15, 2025.
- Meeting Survey will be distributed to Board Members today as usual. If they complete the Survey, they will have a CofC surcee at their places for the January Board meeting.
- We will be in Alumni Hall for the January BOT meeting as TATE 202 is not available.

Motion to Adjourn

The motion was made by Trustee Derrick Williams, and seconded by Trustee Ricci Welch, that the meeting be adjourned at 12:41 p.m. All in favor.

Put copy of document at end of meeting minutes:

President Andrew Hsu's Contract Extension Outline dated October 2025