

(Approved at March 27-28, 2025 Board of Trustees Meeting)

COLLEGE OF CHARLESTON
UNIVERSITY OF CHARLESTON, SC
Board of Trustees Meeting
January 16-17, 2025

Alumni Hall/Zoom Video Conference

Presiding:
Renée B. Romberger, Chair, Board of Trustees

Trustee Laurin Burch, Chair, Budget, Finance, & Facilities Committee
Trustee David Hay, Chair, Property Committee
Trustee Henrietta Golding, Vice Chair, Academic Affairs Committee
Trustee Shawn Holland, Chair, Student Affairs & Athletics Committee
Trustee Beth Burke, Chair, Development, Alumni, Governmental
& External Relations Committee
Trustee Neysa Williams, Chair, Access, Equity & Inclusion Committee
Trustee Tav Swarat, Chair, Audit and Governance Committee

THURSDAY, JANUARY 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, Renée Romberger (Chair), Steve Swanson (Vice Chair), Tav Swarat, Craig Thornton, Ricci Welch (Secretary) and Derrick Williams

Board Member(s) via Zoom – Trustees Penny Rosner, 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, Trish Priest, Matt Roberts and Brad Weiland

President's Cabinet via Zoom – Zach Hartje

President's Cabinet Absent – Mark Staples

Other Attendees Present – Joh-nette Brown, Betty Craig, Kimberly Gertner, Elizabeth Kassebaum, Wendy Koreyva (Internal Auditor), Jesse Kunze (IT), Lance Laidlaw (IT), Todd Mc Nerney, Ashleigh Parr, Ed Pope, William Veal (Faculty Senate Speaker), Fran Welch and Dawn Willan

Other Attendees via Zoom – Demetria Clemons (Trustee Emerita)

(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

Chair Romberger 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.

“Good morning and welcome to the Board meeting. As we begin our new year, I would like to share that everyone of us – the Board members, the President, the Board Liaisons, the Board and Technical Staff, everyone who delivers a presentation in these meetings, as well as everyone who assists with the set-up and execution of the Board Meeting/Events – is a member of our Board Meeting Team.

I sincerely thank you for all you have done to support the January Board of Trustees meetings and events and for all meetings and events going forward. It is with a heartfelt commitment to my responsibilities as Board Chair that I share how proud I am to be a member of your team.

In closing, these challenging times call on each of us to rally together in tradition and transformation for the College. I am honored to work with each of you towards that goal.”

Vision, Strategy and Priorities Session

John Loonan, Courtney Howard, Kimberly Gertner and Ed Pope led the discussion regarding Pillar III of the Strategic Plan - “Employee Experience and Success,” focusing on (1) Where we started?, (2) Accomplishments, and (3) Going forward.

Strategy 1: Address consistency around salary compensation, compression and cost of living.

Strategy 2: Recruit, retain and promote more women and underrepresented minorities into faculty, staff and senior administrative positions.

Strategy 3: Invest in faculty and staff learning and development to foster professional growth, leadership and lifelong learning.

Strategy 4: Recognize and encourage efficiencies and modalities in programs, processes and procedures.

Strategy 5: Create a welcoming and inclusive environment where all faculty and staff feel a sense of purpose and belonging.

[Break at 9:58 a.m.]

Executive Session

The motion was made by Trustee Steve Swanson, and seconded by Trustee Derrick Williams, to go into Executive Session at 10:07 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”; “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 Steve Swanson, and seconded by Trustee Andy Gianoukos, to come out of Executive Session at 12:01 p.m. All in favor.

Chair Romberger noted that no action was taken in Executive Session.

Motion to Accept Agreement Between College of Charleston and College of Charleston Foundation

Upon careful review of all of the associated issues, the Administration recommends the Board of Trustees make a motion to accept the Agreement between the College of Charleston and the College of Charleston Foundation with the understanding to make changes as necessary.

The motion was made by Trustee Derrick Williams, and seconded by Trustee Beth Burke, that the Board of Trustees accepts the Agreement between the College of Charleston and the College of Charleston Foundation with the understanding to make changes as necessary. The Chair called for the yeas and nays, and the motion was approved. All in favor.

[“Agreement Between College of Charleston and College of Charleston Foundation” can be found at the end of these meeting minutes.]

[Lunch in Alumni Hall]

“TALK ABOUT” SESSIONS

Board members departed for the four “Talk About” sessions for today’s meeting.

Public Safety (HQ Ops Center at 89 St. Philip Street) – Trustees Hank Futch, David Hay, Tav Swarat and Chair Romberger

Grounds Department (Cistern Yard) – Trustees Matt Klein, Toya Pound, Henrietta Golding, Derrick Williams and Shawn Holland

School of the Arts (Lobby of Simons Center) – Trustees Ricci Welch, Laurin Burch, Beth Burke and Craig Thornton

Student Government Association (BellSouth Room 322) – Trustees Steve Swanson, Darryl Fyall and Andy Gianoukos

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

Trustee Tav Swarat – Public Safety: “Everyone should go see Chief Searson. They are dedicated to keeping everyone safe on campus. Very impressed.” Chair Romberger called attention to the Student EMT group on campus.

Trustee Matt Klein – Grounds Department: “Great to see the campus up close – how they beautify the campus. From reactive to proactive approach to doing things. Great tour! It would be nice if we could change \$10,000 work order cap to \$25,000 to make the grounds work much easier.”

Trustee Ricci Welch – School of the Arts: “Beautiful tour of the new facility. Everyone learned to juggle.”

Trustee Steve Swanson – Student Government Leadership: “Met with students. Great student leadership.”

BOARD OF TRUSTEES MEETING RECESSED

Chair Romberger recessed the full Board meeting at 2:23 p.m. and handed the floor over to Committee Chair Laurin Burch for the Budget, Finance and Facilities Committee meeting.

BUDGET, FINANCE AND FACILITIES COMMITTEE MEETING

Trustee Laurin Burch, Chair; Trustee Craig Thornton, Vice Chair

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

Committee Member(s) Participating via Zoom – Trustee Brian Stern

Call to Order

Committee Chair Burch called the meeting to order at 2:23 p.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 Craig Thornton, and seconded by Trustee Steve Swanson, that the minutes of the October 17, 2024 Budget, Finance and Facilities Committee Meeting be approved. The Chair called for the yeas and nays, and the Minutes were approved.

Budget and Finance Updates – John Loonan

- 2nd^d Quarter Budget Update
- Housing Fee Increase
- Dining Fee Increase
- New revised fees and other fee strategies
 - Student Wellness/Wellbeing Fee Proposal
 - Honors College Fee Proposals
 - Study Abroad Fee Proposal
 - School of Education Graduate Programs Tuition

Executive Session

The motion was made by Trustee Derrick Williams, and seconded by Trustee Craig Thornton, to go into Executive Session at 3:07 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”; “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.

The motion was made by Trustee Andy Gianoukos, and seconded by Trustee Derrick Williams, to leave Executive Session at 3:30 p.m. All in favor.

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

[Public Session resumed.]

[Trustee Matt Klein left the meeting at 3:31 p.m. and joined via zoom.]

Motion to Approve Student Housing/Dining Fee Increases (Resolutions)

The motion was made by Trustee Hank Futch, and seconded by Trustee Darryl Fyall, to approve two Resolutions: (1) Student Housing Fees for Fiscal Year 2025-2026” and (2) “Student Meal Plan Fees for Fiscal Year 2025-2026”. The Chair called for the yeas and nays, and the motion passed. All in favor.

**COLLEGE OF CHARLESTON RESOLUTION
OF THE BOARD OF TRUSTEES
ON
STUDENT HOUSING FEES FOR FISCAL YEAR 2025-2026**

January 17, 2025

As Approved and Recommended by the Budget, Finance and Facilities Committee, January 17, 2025

WHEREAS, College management has presented the Board separate documents, entitled the College of Charleston 2025-2026 Proposed Housing Fees (collectively referred to in this Resolution as the “Proposed Fees”) that are included herein by this reference;

WHEREAS, the Proposed Fees contains recommendations regarding adjustments to student housing fees for the 2025-2026 Fiscal Year;

WHEREAS, College management is of the opinion that the proposed fee recommendations for the 2025-2026 Fiscal Year are reasonable given the impact of current enrollments, and fully consistent with the need to maintain elements of the College’s Strategic Plan and to meet the operational and deferred capital needs of student housing, while taking into account the effect on its students and families, and the fees relative to other public institutions of higher education in the State; and

WHEREAS, the Board of Trustees instructs the Administration to continue efforts to review program costs and strive for improved efficiencies.

NOW THEREFORE, BE IT --- RESOLVED, that the Board hereby approves the rates for residential housing and related programs as detailed; and RESOLVED, that the College continue its review of program costs and efficiencies; and RESOLVED, that the College provide timely notice to students and student applicants of the fees for the 2025-2026 Fiscal Year.

**COLLEGE OF CHARLESTON RESOLUTION
OF THE BOARD OF TRUSTEES
ON
STUDENT MEAL PLAN FEES FOR FISCAL YEAR 2025-2026**

January 17, 2025

As Approved and Recommended by the Budget, Finance and Facilities Committee, January 17, 2025

WHEREAS, College management has presented the Board separate documents, entitled the College of Charleston 2025-2026 Proposed Meal Plan Fees (collectively referred to in this Resolution as the “Proposed Fees”) that are included herein by this reference;

WHEREAS, the Proposed Fees contains recommendations regarding adjustments to student meal plan fees for the 2025-2026 Fiscal Year;

WHEREAS, College management is of the opinion that the proposed fee recommendations for the 2025-2026 Fiscal Year are reasonable given the impact of current enrollments, and fully consistent with the need to maintain elements of the College's Strategic Plan and to meet the operational and deferred capital needs of food services, while taking into account the effect on its students and families, and the fees relative to other public institutions of higher education in the State; and

WHEREAS, the Board of Trustees instructs the Administration to continue efforts to review program costs and strive for improved efficiencies.

NOW THEREFORE, BE IT --- RESOLVED, that the Board hereby approves the rates for student meal plans and related programs as detailed; and RESOLVED, that the College continue its review of program costs and efficiencies; and RESOLVED, that the College provide timely notice to students and student applicants of the fees for the 2025-2026 Fiscal Year.

Motion to Approve School of Education Graduate Programs Tuition Reduction (Resolution)

The motion was made by Trustee Derrick Williams, and seconded by Trustee Craig Thornton, to approve the Resolution on "School of Education Graduate Programs Tuition". The Chair called for the yeas and nays, and the motion passed. All in favor.

**COLLEGE OF CHARLESTON RESOLUTION
OF THE BOARD OF TRUSTEES
ON
SCHOOL OF EDUCATION GRADUATE PROGRAMS TUITION**

January 17, 2025

As approved and Recommended by the Budget, Finance and Facilities Committee, January 17, 2025

WHEREAS, College management has presented the Board separate documents, entitled the Graduate Teacher Education Tuition in South Carolina (collectively referred to in this Resolution as the "School of Education Graduate Program Tuition") that are included herein by this reference;

WHEREAS, the Proposed tuition rate is effective July 1 of the 2025-2026 Fiscal Year;

WHEREAS, College management is of the opinion that the proposed tuition applicable to the School of Education Graduate Programs Tuition is reasonable given the impact of current enrollments, and fully consistent with the need to maintain elements of the College's Strategic Plan and to meet the needs of the School of Education, its students, and the needs of the South Carolina educators, while taking into account the tuition for similar programs relative to other public institutions of higher education in the State; and

WHEREAS, the Board of Trustees instructs the Administration to continue efforts to review program costs and strive for improved efficiencies.

NOW THEREFORE, BE IT --- RESOLVED, that the Board hereby approves the School of Education Graduate and Doctoral Program Tuition as \$570 per credit hour, and \$499 per credit hour for South Carolina Educators; and RESOLVED, that the College continue its review of program costs and efficiencies; and RESOLVED, that the College provide timely notice to students and student applicants of the fees for the 2025-2026 Fiscal Year.

Motion to Adjourn

The motion was made by Trustee Derrick Williams, and seconded by Trustee Darryl Fyall, that the Budget, Finance and Facilities Committee meeting be adjourned at 3:33 p.m. All in favor.

STUDENT AFFAIRS AND ATHLETICS COMMITTEE MEETING

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

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

Call to Order

Committee Chair Shawn Holland called the meeting to order at 3:34 p.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 Craig Thornton, and seconded by Trustee Hank Futch, that the minutes of the October 17, 2024 Student Affairs and Athletics Committee Meeting be approved. The Chair called for the yeas and nays, and the Minutes were approved.

Athletics Updates – Matt Roberts

- Competitive Success
 - Recognized the 2024 CAA Volleyball Champions
 - Coach Jason Kepner and a Student-Athlete Spoke
- Academic Excellence
 - 2023-24 APR Score
 - Fall Semester

Student Affairs Updates - Alicia Caudill

- Fraternity and Sorority Life Update

Motion to Adjourn

The motion was made by Trustee David Hay, and seconded by Trustee Andy Gianoukos, that the Student Affairs and Athletics Committee meeting be adjourned at 3:49 p.m. All in favor.

ACADEMIC AFFAIRS COMMITTEE MEETING

Trustee Penny Rosner, Chair; Trustee Henrietta Golding, Vice Chair

Committee Member(s) Present – Trustees Beth Burke, Henrietta Golding (vice chair), Toya Pound, Tav Swarat, Ricci Welch, Renée Romberger (ex officio), Andrew Hsu (ex officio, non-voting)

Committee Member(s) via Zoom – Trustees Matt Klein, Penny Rosner (chair) and Brian Stern

Call to Order

Committee Vice Chair Henrietta Golding called the meeting to order at 3:50 p.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 Tav Swarat, and seconded by Trustee Toya Pound, that the minutes of the October 17, 2024 Academic Affairs Committee Meeting be approved. The Chair called for the yeas and nays, and the Minutes were approved.

Provost's Report – *Suzanne Austin*

- Academic Distinction Update
- Dean Searches Update
 - School of Engineering, Computing and Mathematics
 - School of Humanities and Social Sciences
- Academic Programs
 - New Program: Geospatial Graduate Certificate – *Seth Pritchard*
 - Termination of Joint English M.A. Program with The Citadel – *Jason Coy*
- Dashboard Update
- Enrollment Planning Update – *Jimmie Foster*

Motion to Approve New Program Proposal

The motion was made by Trustee Beth Burke, and seconded by Trustee Toya Pound, to approve the new Geospatial Graduate Certificate. The Chair called for the yeas and nays, and the motion passed. All in favor.

Motion to Approve Termination of Joint Masters in English Program with The Citadel

The motion was made by Trustee Beth Burke, and seconded by Trustee Toya Pound, to approve the termination of the Joint Masters in English Program with The Citadel. The Chair called for the yeas and nays, and the motion passed. All in favor.

Motion to Adjourn

The motion was made by Trustee Beth Burke, and seconded by Trustee Toya Pound, that the Academic Affairs Committee meeting be adjourned at 4:13 p.m. All in favor.

BOARD OF TRUSTEES MEETING RECESSED

Chair Romberger recessed the Board meeting at 4:15 p.m. until tomorrow morning, Friday, January 17, at 8:00 a.m. for continental breakfast and the Board meeting at 8:30 a.m.

FRIDAY, JANUARY 17, 2025

BOARD OF TRUSTEES MEETING RECONVENED

Board Member(s) Present – Trustees Laurin Burch, Beth Burke, Hank Futch, Darryl Fyall, Andy Gianoukos, Henrietta Golding, David Hay, Shawn Holland, Steve Swanson (vice chair), Tav Swarat, Craig Thornton and Neysa Williams

Board Member(s) via Zoom – Trustees Renée Romberger (chair), Matt Klein, Toya Pound, Penny Rosner, Brian Stern, Ricci Welch (secretary) and Derrick Williams

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

Other Attendees Present – Johnnie Baxley (Foundation Board), Roselle Bonnoitt (Cherry Bekaert, External CPA Firm), Joh-nette Brown (IT), Lindsey Copeland (Staff Advisory Committee to the President), Betty Craig, Julia Eichelberger, Elizabeth Kassebaum, Jesse Kunze (IT), Lance Laidlaw (IT), Cathy Mahon, Laurie Minges (Alumni Board), Chris O'Neal (Charleston Athletic Fund Board), Ann Pryor, Brianna Sabacinski, William Veal (Faculty Senate Speaker) and Dawn Willan
Other Attendees via Zoom – Demetria Clemons (Trustee Emerita) and Amy Goble

(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

Chair Romberger attended Friday's meeting via zoom. Therefore, Vice Chair Swanson reconvened the Board meeting at 8:30 a.m. and welcomed everyone attending the meeting. He thanked everyone for attending the Gospel Choir Performance and the Men's Basketball vs. Campbell Watch Party last evening for the Board of Trustees. Go Cougars!

Also, Vice Chair Swanson thanked the Board Committee liaisons, Board Staff and Technical Staff that assist with these Board meetings. "We are always grateful for what you do."

Executive Session

The motion was made by Trustee Henrietta Golding, and seconded by Trustee David Hay, 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"; "Consideration of candidates' Qualifications for Commencement Speakers and Candidates' Qualifications for Honorary degrees"; "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.

[Trustee Brian Stern was not on Zoom during Executive Session.]

The motion was made by Trustee Craig Thornton, and seconded by Trustee Tav Swarat, to come out of Executive Session. All in favor.

Chair Romberger noted that no action was taken in Executive Session.

Approval of Minutes

The motion was made by Trustee Beth Burke, and seconded by Trustee Andy Gianoukos, that the minutes of the October 17-18, 2024 Board of Trustees Meeting and the December 10, 2024 Board of Trustees Special Meeting be approved. The Chair called for the yeas and nays, and the minutes were approved.

[Trustee Penny Rosner joined zoom at 10:24 a.m.]

“A Moment in History” Presentation by Dr. Joanna Gilmore

Dr. Joanna Gilmore, Adjunct Faculty, Sociology and Anthropology; and Director of Research and Interpretation, Anson Street African Burial Ground Project, presented today’s “A Moment in History” Presentation, “Anson Street African Burial Ground: College of Charleston Student and Faculty Involvement.”

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

Laurie Minges, President of the Alumni Association Board; Johnnie Baxley, Vice Chair of the Foundation Board; and Chris O’Neal, President of the Charleston Athletic Fund presented their respective Board Reports.

Faculty Senate Report

William Veal, Speaker of the Faculty Senate, gave his report on behalf of the Faculty.

“Good afternoon. I am happy to say that the faculty are working hard to provide the best liberal arts experience. I want to thank the Provost for sending five faculty members to Nashville to attend a summit on the liberal arts. After listening to the panel speakers and presentations, I am glad to report that we are providing a quality liberal arts experience for our students. Our General Education requirements, experiential learning opportunities, and the REI requirements distinguish us from other similar institutions.

I was also privileged to travel with the administration to Austin to attend the Annual Conference of SACSCOC. I learned that our administration is taking care of us, both academically and financially. We are also progressing well with the QEP.

I want to reaffirm what was stated yesterday by some administrators. Margaret Hagood is doing a fantastic job with CETL. The faculty has enjoyed the workshops, professional development activities, and presentations. Not only is the information stimulating, but it is practical and immediately applicable to us.

As John Loonan mentioned yesterday, the faculty has a better understanding of the PPB model and how it will impact each school in the future. We were pretty anxious about how it would be implemented, but the explanation was clear. I project that the innovation that President Hsu talked about yesterday will relate to new and rearranged courses. We understand that there may be lean years ahead and we will plan for them.

In consultation with Elizabeth, we will continue the BOT shadowing program this semester. I sent out an email last night to the faculty asking for volunteers and specifics of their teaching schedule. You all should hear from Elizabeth and me soon.”

Staff Advisory Committee Report

Lindsey Copeland, Chair of the Staff Advisory Committee to the President, gave her report on behalf of the Staff.

“Good afternoon, and as always, thank you for the opportunity to share some updates from the Staff Advisory Committee.

This past quarter, our committee has continued its mission to serve as a voice for staff, advocate for meaningful initiatives, and strengthen our engagement with the College community in intentional ways.

One of our primary focuses has been enhancing staff recognition. We’ve reviewed the staff awards program to ensure broader eligibility, clearer guidelines, and greater opportunities for recognition. We’re now finalizing a proposal for changes to the award structure that we believe will increase recognition opportunities and complement the outstanding work of the Employee Experience and Success Team within HR. In particular, we’re excited about a focus on highlighting new employees. We hope to have these final proposals in front of this group very soon.

In addition, we’ve been collaborating closely with Human Resources to improve the onboarding experience and centralize training resources to better support our new and incoming employees. Our Inclusion, Belonging, and Wellness Subcommittee successfully hosted the Fall Drop-in this past November, and we were thrilled to see the largest turnout for the event in recent memory. The committee is also actively exploring wellness initiatives to better connect employees with the many resources already available to them.

One of our most exciting projects is a collaboration with Athletics on an upcoming Staff Appreciation Night at a baseball game this Spring. With the help of our partners in Athletics, we hope to use this event to recognize last year’s award winners and celebrate the incredible achievements and hard work of our staff.

But beyond initiatives, policies, and programs, the heart of this work is about people. Faculty educate, and students learn, but it’s the staff who ensure the College functions every single day. We’re the first faces students see on tours or when they ask questions before even applying. We’re the ones who keep the campus safe, provide support in moments of crisis, and carry out the College’s mission in ways that are seen – and more often than not – *unseen*.

Investing in staff isn’t just an operational priority, it’s a commitment to the foundation of this institution.

I want to take a moment to publicly thank President Hsu and everyone in his office for their intentional efforts to recognize, thank, and, most importantly, include staff in campus conversations.

The last time I stood before you, I said that gratitude is easy and that outward support of our staff is essential. Now, speaking as the Chair of the Staff Advisory Committee, as a staff member, and even as a student, I want to acknowledge that we see, feel, and deeply appreciate the effort each of you is making. Your support does not go unnoticed, and we are truly grateful.

When employees feel valued, they don’t just stay; they engage, innovate, and elevate the College in ways that strengthen every aspect of campus life.

I'll continue urging this Board and the President's Cabinet to prioritize the engagement, well-being, and development of our people—not as an afterthought, but as a strategic imperative.

Because a College that invests in its people—*all of its people*—is one that thrives.

Thank you for your time.”

PROPERTY COMMITTEE MEETING

Trustee David Hay, Chair; Trustee Brian Stern, Vice Chair

Committee Member(s) – Trustees David Hay (chair), Hank Futch, Darryl Fyall, Brian Stern (vice chair), Steve Swanson and Craig Thornton; Renée Romberger (ex officio), Andrew Hsu (ex officio, non-voting)

NOTE FOR THE RECORD: There was no Property Committee Meeting during the January Board of Trustees Meeting. Since it is an Ad Hoc Committee, no motion was necessary to cancel the meeting.

DEVELOPMENT, ALUMNI, GOVERNMENTAL AND EXTERNAL RELATIONS COMMITTEE MEETING

Trustee Beth Burke, Chair; Trustee Toya Pound, Vice Chair

Committee Member(s) Present – Trustees Beth Burke (chair), David Hay, Shawn Holland, Steve Swanson, Tav Swarat, Craig Thornton, Neysa Williams, Andrew Hsu (ex officio, non-voting)

Committee Member(s) Participating via Zoom – Trustees Matt Klein, Toya Pound (vice chair), Penny Rosner, Derrick Williams and Renée Romberger (ex officio)

Call to Order

Committee Chair Beth Burke called the meeting to order at 10:32 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 Shawn Holland, and seconded by Trustee Tav Swarat, that the minutes of the October 17, 2024 Development, Alumni, Governmental and External Relations Committee Meeting be approved. The Chair called for the yeas and nays, and the minutes were approved.

Institutional Advancement Updates – Dan Frezza

- Advancement Update
 - YTD Numbers
 - Volunteer Leadership Summit Highlights
 - Advancement Vision 2.0
 - Recap of 1.0 (regional team, signature weekends, etc.)

Marketing and Communications Update – Ron Menchaca

- Advertising ROI

- Update on *The Conversation* at two-year anniversary
- Preview of New Digital Campus Map
- Highlights from Winter 2025 issue of CofC Magazine

Executive Session

The motion was made by Trustee Shawn Holland and seconded by Trustee Craig Thornton, to go into Executive Session at 10:56 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”; “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 David Hay, and seconded by Trustee Tav Swarat, to come out of Executive Session. All in favor.

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

Motion to Adjourn

The motion was made by Trustee David Hay, and seconded by Trustee Craig Thornton, that the Development, Alumni, and Governmental Affairs and External Relations Committee be adjourned. All in favor.

ACCESS, EQUITY AND INCLUSION COMMITTEE MEETING

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

Committee Member(s) Present – Trustees Neysa Williams (*chair*), Hank Futch (*vice chair*), Darryl Fyall, Shawn Holland and Andrew Hsu (*ex-officio*)

Committee Members Participating via Zoom – Trustees Penny Rosner, Ricci Welch and Renée Romberger (*ex-officio*)

Call to Order

Committee Chair Neysa Williams called the meeting to order 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 October 18, 2024 Access, Equity and Inclusion Committee be approved. The Chair called for the yeas and nays, and the Minutes were approved. All in favor.

Institutional Diversity Updates – Courtney Howard

- Institutional Diversity
 - Pilot Programs
 - Start Strong
 - Connecting Classrooms Across Campuses
 - Campus Climate Survey
 - Bystander Intervention Strategies
- Enrollment Planning Update – Jimmie Foster

Motion to Adjourn

The motion was made by Trustee Darryl Fyall, and seconded by Trustee Ricci Welch (?), that the Access, Equity and Inclusion Committee meeting be adjourned at 11:23 a.m. All in favor.

AUDIT AND GOVERNANCE COMMITTEE MEETING

Trustee Tav Swarat, Chair; Trustee Ricci Welch, Vice Chair

Committee Member(s) Present – *Trustees Laurin Burch, Beth Burke, Darryl Fyall, Andy Gianoukos Steve Swanson, Tav Swarat (chair) and Neysa Williams*

Committee Member(s) via Zoom – *Trustees Brian Stern, Ricci Welch (vice chair) and Renée Romberger (ex-officio)*

Call to Order

Committee Chair Swarat called the meeting to order at 11:24 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 Ricci Welch, and seconded by Trustee Neysa Williams, that the minutes of the October 18, 2024 Audit and Governance Committee Meeting be approved. The Chair called for the yeas and nays, and the Minutes were approved.

Single Audit and the NCAA AUP Reports

Roselle Bonnoitt from the Cherry Bekaert, External CPA Firm, gave reports on the Single Audit and the NCAA AUP.

Bylaws Amendments

Committee Chair Swarat noted that in accordance with the Board Bylaws, Board members received 30 days' notice regarding Proposed Bylaws Amendments to be presented for consideration/approval at today's committee meeting.

- The charter and name of DAGER Committee would be amended to remove Governmental Relations.
- The charter and name of AG Committee would be amended to add Governmental Relations.
- The charter and name of AA Committee would be amended to add Enrollment Planning.
- The Trustees Emeriti section would be amended to require bios for all nominees.

Motion to Table Proposed Bylaws Amendments until March 27-28, 2025 Board of Trustees Meeting

The motion was made by Trustee Henrietta Golding, and seconded by Trustee Beth Burke, to table the Proposed Bylaws Amendments until the March 27-28, 2025 Board of Trustees Meeting. The Chair called for the yeas and nays, and the motion was approved. All in favor.

Annual Board of Trustees' Attendance Records

Committee Chair Swarat informed Board members that their individual Annual Board of Trustees Meeting Attendance Records are at each Board Member's place. He noted that "Everyone is in compliance" and expressed his appreciation for all the miscellaneous events they attend, including four Commencement Ceremonies, Fall Alumni Weekend, Spring Alumni Weekend, Basketball Games, Baseball Games, etc.

Governmental Relations Report

Paul Patrick presented the Governmental Relations Report.

- The House and Senate are back in session.
- The House Ways and Means Committee Budget Hearing will be on Thursday, January 30, 2025, at 9:00 a.m., in Columbia. All Board members are welcome to attend.

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 11:51 a.m. All in favor.

Board of Trustees Committee Chairs' Reports

Budget, Finance and Facilities Committee – Committee Chair Laurin Burch

“We heard reports from John Loonan regarding the 2nd Quarter Budget Update, as well as new revised fees and other fee strategies for 2025-2026.

The Committee approved Resolutions on ‘Student Housing Fees for Fiscal Year 2025-2026’ and ‘Student Meal Plan Fees for Fiscal Year 2025-2026’, along with a Resolution on ‘School of Education Graduate Programs Tuition’.

Both Resolutions will be presented to the full Board for consideration/approval later in today’s meeting.”

Academic Affairs Committee – Committee Vice Chair Henrietta Golding

Provost Austin’s Report included:

- Academic Distinction Update
- Dean Searches Update:
 - (1) School of Humanities and Social Sciences
 - (2) School of Engineering, Computing & Mathematics

The Committee approved a new Geospatial Certificate and the termination of the Joint Masters in English Program with The Citadel. Both will be presented to the full Board for consideration/approval later in today’s meeting.

Jimmie Foster gave an Enrollment Update.

Student Affairs and Athletics Committee – Committee Chair Shawn Holland

Matt Roberts’ Athletics Report included an update on Competitive Success and the 2024 CAA Volleyball Champions, along with an update on Academic Excellence, including the 2023-24 APR Score and the Fall 2024 Highlights.

Alicia Caudill’s Student Affairs Report included an update on Fraternity and Sorority Life.

Development, Alumni, Governmental and External Relations Committee – Committee Chair Beth Burke

Dan Frezza gave an Advancement Update, including Year-to-Date Numbers, Volunteer Leadership Summit Highlights, and a look at Advancement Vision 2.0.

Ron Menchaca provided a Marketing and Communications Update.

Access, Equity & Inclusion Committee – Committee Chair Neysa Williams

Dr. Courtney Howard, Chief Diversity Officer, presented the Office of Institutional Diversity Report, including Pilot Programs, Campus Climate Survey, and Bystander Intervention Strategies.

Jimmie Foster presented his enrollment planning updates.

Audit and Governance Committee – Committee Chair Tav Swarat

Roselle Bonnoitt with Cherry Bekaert, External CPA Firm, gave Reports on the Single Audit and NCAA AUP.

Board members were given a copy of their individual attendance record for the past year. It was great news that everyone was in compliance with the Board Meeting Attendance Guidelines.

The Committee vetted the Bylaws Amendments that will be tweaked and presented for consideration/approval at the March 27-28, 2025 Board of Trustees Meeting.

Paul Patrick presented the Governmental Relations Report.

Committee Resolutions/Motions Proposed During Yesterday's Committee Meetings

Board Committees met yesterday and today and there are two motions from the Budget, Finance and Facilities Committee and two motions from the Academic Affairs Committee, to address. Also, one motion from the Board of Trustees.

Budget, Finance and Facilities Committee:

The Budget, Finance and Facilities Committee moves that the Board approve two Resolutions: (1) “Student Housing Fees for Fiscal Year 2025-2026” and (2) “Student Meal Plan Fees for Fiscal Year 2025-2026”. The chair called for the yeas and nays, and the motion passed. All in favor.

The Budget, Finance and Facilities Committee moves that the Board approve the Resolution on “School of Education Graduate Programs Tuition”. 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 new Geospatial Certificate Program be approved. The Chair called for the yeas and nays, and the motion passed. All in favor.

The Academic Affairs Committee moves that the termination of the Joint MA in English Program with The Citadel be approved. The Chair called for the yeas and nays, and the motion passed. All in favor.

Motion from the Board of Trustees:

Upon careful review of all of the associated issues, the Administration recommends the Board of Trustees make a motion to approve May 2025 Commencement Speakers and Honorary Degrees.

The motion was made by Trustee David Hay, and seconded by Trustee Beth Burke, to approve Candidates A, B, C, D, and E as May 2025 Commencement Speakers and/or honorary degree recipients. The Chair called for the yeas and nays, and the motion passed. All in favor.

[Lunch at 12:01 p.m.]

President Hsu's Report

“We have covered a lot of important territory this meeting, so I will keep my remarks fairly brief.

Acquisition of 106 Coming and 99 St. Philip Streets

I am pleased that the hard work we have done together over the past several years should bear fruit in the acquisition of 106 Coming and 99 St. Philip Streets. As has been reported earlier, we intend to close on those properties – both the lot at 106 Coming Street and the building at 99 St. Philip Street – later this month in hopes of constructing a much-needed, new student housing complex.

Our payments on this debt will be covered by annual housing revenue from students living in the new complex – so the financing of this new addition will not be a drain on our E&G budget.

I am hopeful that having more affordable housing options for our students will be a factor in increasing our retention efforts, help us be more competitive in recruitment, and allow us more flexibility in our first-year class sizes, thus having a positive impact on our bottom line.

To that point, looking at last year's data, those students who lived on campus were retained at nearly 10 percentage points greater than those who did not live on campus.

There is still much work to be done as we close the deal and then prepare the space for construction, but these properties will be great additions to our campus footprint.

As you know, to issue bonds, we have worked with both the credit-rating agencies Moody's and Fitch on our current rating status.

As we shared with you previously, I am VERY proud of the fact that Moody's upgraded our institutional rating despite both agencies having overall negative outlooks on the higher education sector.

I want to thank our staff in Business Affairs and Legal Affairs for all of their hard work in making that process run smoothly.

For the record, I am very proud and appreciative of our leadership team, especially the leaders that were involved during the holiday season, John Loonan, Paul Patrick and Chuck Baker, for their hard work the last several years and certainly through the last holiday season.

Quality Enhancement Plan or QEP Process

Next, I want to mention the Quality Enhancement Plan or QEP process. Last semester, we had several proposals presented to our campus community.

I want to extend my gratitude to the faculty members who dedicated significant effort and time to these proposals. They were fantastic.

The topics on belonging, place-based learning and AI are all timely and relevant – even vital to the future of not only our institution, but all of higher education.

While only one topic will be selected as our QEP, the others will certainly need to be considered in our day-to-day operations and planning as well.

This spring semester, we will announce the final topic selection and then narrow its focus and develop student learning outcomes and student success outcomes.

I look forward to presenting more on this front in future board meetings.

The final draft of the Quality Enhancement Plan (QEIP) is due to SACSCOC by January 2027.

SACSCOC Annual Conference

Finally, I want to share a few observations I had after attending the SACSCOC annual conference last December.

As I mentioned regarding our positive Moody and Fitch ratings, those credit-rating agencies would both have upgraded our ratings except for the fact that they have a generally negative outlook on the higher education sector as a whole.

Why? Well, many institutions are already seeing declining enrollments and 16 nonprofit institutions announced closures this past year. The previous year, in 2023, 15 closed.

For the cases I was assigned to review at the SACSCOC annual meeting, there was a common theme: not enough students, which had a dramatic impact on those institutions' financial health.

In fact, most of the cases requiring sanctions, monitoring or probationary periods were due primarily to finances related to declining enrollments.

In the next decade, we are going to see many winners and losers across higher education, and, with your help and guidance, I want to make sure that our institution is positioned for success.

This spring will be the peak for graduating high school classes, and then we will see a general decline in number of students graduating high school.

The good news is that South Carolina is one of only 11 states that will not have a decline in the number of students graduating from high school through 2041.

While that may be good for our in-state numbers, many of the markets where we draw our out-of-state students will be declining, so competition for those students will be even more fierce than it is today.

That is why the investments in our physical campus, especially our student housing, are extremely important to make us a first-option school for these students.

I want to acknowledge that I'm sending a bit of mixed messaging here that things are good, but things are also bad.

So, to clear that up, on the micro-level – for the College of Charleston, things are good right now – but on the macro-level – for higher education in general – times are going to get tougher, especially in the coming years.

I am a tennis player, and 20 some years ago when I was playing very regularly, one of my tennis mentors told me that when you are winning in a match you need to pay particular attention to what your opponent is doing.

They may try to change their games, and they certainly will up their games. And if you are not careful, and quickly adapting to the changes, you could end up losing very quickly.

So what I am saying is: as student numbers decline nationally, we need to be ready for our competitors to up their game.

I am optimistic, even confident, that our special brand of liberal arts education – combining tradition with transformation – along with our location in one of the most desirable cities in the country, will keep our momentum going in a very positive direction.

However, I caution that, as an institution, we cannot be complacent and cannot let a status-quo mentality about “how things used to work” paralyze us from making necessary changes on our campus to evolve, survive and continue to thrive.

If we remain nimble and open to change, I believe that we, together, will not only weather these turbulent times, but we will flourish and shine like never before.”

Chair's Report

Due to Chair Romberger's participation in today's meeting via zoom, Vice Chair Swanson shared that Faculty Shadowing will be offered again in the Spring Semester. Elizabeth will send the Board of Trustees an email next month regarding the program.

Housekeeping Items

Elizabeth Kassebaum shared the Board of Trustees' survey responses regarding their interest in participating in the “Charleston Board of Trustees Experience” during the Fall Semester. Provost Austin will work on scheduling one event for the Fall Semester.

- Charleston Board of Trustees Experience Survey Results
 - Boat trip with a Marine Biology Class (10 yes and 2 no)
 - Visit to an Archaeological Dig (7 yes and 5 no)

- Tour of Boeing with students already scheduled for the tour through one of their classes (8 yes and 4 no)
- Visit the College's Astronomy Lab and Telescope in the evening (8 yes and 4 no)

Motion to Approve Renewal of Provost Suzanne Austin's Contract

Upon careful review of all of the associated issues, the Administration recommends the Board of Trustees make a motion to approve the renewal of Provost Suzanne Austin's Contract.

The motion was made by Trustee Henrietta Golding, and seconded by Trustee Beth Burke, to approve the renewal of Provost Suzanne Austin's Contract. The Chair called for the yeas and nays, and the motion passed unanimously.

Motion to Adjourn

The motion was made by Trustee Laurin Burch, and seconded by Trustee Beth Burke, that the meeting be adjourned at 12:52 p.m. All in favor.

AGREEMENT BETWEEN COLLEGE OF CHARLESTON AND COLLEGE OF CHARLESTON FOUNDATION

1. Purpose

The purpose of this Agreement is to memorialize the relationship of and between the College of Charleston and the College of Charleston Foundation.

2. Parties

College of Charleston

The College of Charleston (College) is a public university established by an act of the South Carolina legislature operating in Charleston, South Carolina at 66 George Street, Charleston, South Carolina. As provided for in South Carolina statute, the College is governed by a board of trustees (the “Board of Trustees”).

1. The Board of Trustees is the final authority on College policy and actions and is responsible for overseeing the mission, leadership and operations of the institution.
2. The Board of Trustees sets institutional priorities and long-term plans.
3. The Board of Trustees has full budgetary authority of the institution’s operating budget and has full fiduciary responsibilities.
4. The Board of Trustees is responsible for the selection, compensation and evaluation of the College’s president (the “President”).

College of Charleston Foundation

The College of Charleston Foundation (Foundation) operates as a section 501(c)(3) organization for the exclusive benefit and advancement of the College. As a section 501(c)(3) organization under the Internal Revenue Code that receives funds from the public, the Foundation must comply with various fiduciary, contractual and statutory obligations. The Foundation is governed by an independent board of directors (the “Board of Directors”) pursuant to its bylaws. The purpose of the Foundation is to promote programs of education, research, student development, and faculty development for the exclusive benefit of the College.

3. Duties, Responsibilities and Relationship of the Parties

Foundation’s Duties, Responsibilities and Relationship to College

1. The Foundation acknowledges and accepts its role to receive, manage and administer certain private philanthropy for the benefit of the College as more fully described herein. The College requests the Foundation to receive, directly and indirectly, gifts, grants, pledges, commitments, and other aid and support from donors and grant-makers for the benefit and support of the College, its programs and mission.

2. The Foundation shall work diligently to understand how it serves the College and how it can meet the fundraising goals of the College and the President.
3. The Foundation will actively promote the success and future of the College in accordance with the mission and vision established by the Board of Trustees and president.
4. In association with the College and its Division of Institutional Advancement, the Foundation will use all reasonable efforts to provide the College's donors with superior donor experiences. This includes, but is not limited to, fulfillment of donor intent, appropriate and legal use of funds, and expressions of impact and gratitude.
5. The Foundation will maintain a willingness to support various high priority initiatives identified by the College, the President or the Board of Trustees. In this service, the Foundation agrees, to the extent allowed by law, to undertake financially prudent entrepreneurial activities for the benefit of the College, upon request by the College or the President and appropriate approval by the Foundation's Board of Directors and the Board of Trustees. These activities can include, but not be limited to real estate transactions, purchasing, leasing, contractual relationships, etc.
6. The Foundation will manage all investments under its control, including the endowment, in accordance with the Foundation's Investment Policy Statement (IPS), as modified from time to time.
7. The Foundation will make quarterly financial statements and reports available to the College, as outlined below.
8. The Foundation shall cause an independent audit of its financial statements to be prepared by its external auditor annually. This audit shall be submitted to the President no later than fifteen (15) days after receipt by the Foundation.

College's Duties, Responsibilities and Relationship to the Foundation

1. The College's Board of Trustees agrees to cover all reasonable and permissible administrative and operational expenses of the Foundation as part of the College's annual operating budget. This includes, but is not limited to, staff compensation and benefits, space, utilities, equipment, services, insurance, etc.
 - a. The Board of Trustees reserves the right in years in which the College's annual operation budget shows negative year-to-year revenue to cover administrative expenses with private funds as allowed by Section 4 below.
2. The Board of Trustees will dedicate time at every regular meeting of the Board of Trustees to receive a report from the Chair of the Foundation Board of Directors or their designee.
3. The Chair of the Board of Trustees or their designee will attend Foundation Board of Directors meetings and provide reports to the Foundation Board of Directors on the actions and activities of the College.

4. At the request of the Chair of the Foundation Board of Directors, the College will make various officers of the College available to the Foundation Board of Directors.
5. The College will safeguard and insure all Foundation assets leased or housed by the College from the Foundation and promptly notify the Foundation of any missing or damaged Foundation property.

4. Foundation's Support of College and Use of Philanthropic Funds by the Board of Trustees

1. Annual Unrestricted Operating Budget.

On or before April 15th of each fiscal year, the Foundation will present a preliminary operating budget for the next fiscal year to the Board of Trustees and the College's CFO.

This budget will detail all expected unrestricted sources of income for the coming fiscal year and estimated expenses for the Foundation in reasonable detail.

No later than fifteen (15) days after completion of the Foundation's annual audit, the Foundation will provide to the Board of Trustees and the CFO of the College a report which details (a) the Foundation's unrestricted earnings or deficit and (b) the earnings or deficit on the Foundation's reserve account.

2. Foundation's Unrestricted Fiscal Earnings.

The Foundation anticipates that the Foundation's unrestricted earnings, if any, will be used as follows: (a) the Foundation retains an amount of the Foundation's unrestricted earnings sufficient (i) to maintain the Foundation's existing reserve account at a level not greater than 4.25% of the value of the endowment as of the end of the preceding fiscal year, and (ii) to pay the Foundation's budgeted operating expenses which are not covered by the College over the course of the current fiscal year; and (b) no later than fifteen (15) days after completion of the Foundation's annual audit, the Foundation transfers the balance of the unrestricted earnings to an account known as the Transformation Fund, which will be invested by the Foundation and available for use by the College, the President, or the Board of Trustees, in their sole discretion, to benefit the College.

3. Earnings On Foundation's Reserve Account.

The Foundation anticipates that earnings on the Foundation's reserve account, if any, will be used as follows: (a) the Foundation retains the earnings from the previous fiscal year in an amount up to, but not exceeding, \$500,000.00 for the purpose of covering any unforeseen obligations and expenditures during the current fiscal year; and (b) no later than fifteen (15) days after completion of the Foundation's annual audit at the end of the current fiscal year, the Foundation transfers any remaining earnings on the Foundation's reserve account from the previous fiscal year to the Transformation Fund.

4. Other Items.

Financial Reporting –

After each fiscal quarter, the Foundation will provide the following reports:

A financial report detailing the income statement and balance sheet of the Foundation.
A copy of the Foundation's quarterly investment results as provided by the Foundation's investment advisors.

The College's Advancement Officer will provide a detailed report on fundraising.
Any other reasonable information requested by the Board of Trustees.

As provided above, the Foundation will provide the Board of Trustees with the Foundation's annual Audited Financial Statement.

5. Presidential Engagement

The Board of Trustees will direct and ensure that fundraising and support thereof are a critical component of the presidential job description and annual evaluation. The President will serve as a non-voting ex officio member of the Foundation Board of Directors. The President will provide a review and update of College activities and accomplishments as requested by the Chair of the Foundation Board of Directors. The Chair of the Board of Trustees will seek feedback from the Chair of the Foundation's Board of Directors each year as part of the President's annual evaluation process. The President will make senior leaders of the College available at the Foundation Board of Directors' meetings to provide updates as necessary and as requested by the Foundation Board of Directors' chair. The President will seek feedback from the officers of the Foundation Board of Directors each year as part of the annual evaluation process for the Chief Executive Officer (CEO) of the Foundation. The President will work with the CEO of the Foundation on ways to best engage the Foundation Board of Directors with donor stewardship and College promotion at various campus and social events throughout the year.

6. Licensing

In further consideration of the services, support, and aid provided by the Foundation to the College, the College hereby grants to the Foundation a paid-in-full, royalty-free, unlimited, universe-wide license and right to use, during the term and each renewal period, the name and all registered and non-registered marks, trademarks, trade dress, branding and goodwill of the College and all other intellectual property rights associated or arising out of any marketing, developing, and gifting materials, publications, and otherwise of the College for the fundraising and development activities of the Foundation. Such use shall be in accordance with the College's policies related to the use of its name and intellectual property as published from time to time by the College.

7. Chief Advancement Officer and Chief Executive Officer of the Foundation

The Chief Advancement Officer (CAO) of the College will be the President's principal fundraiser. In this role, the CAO will serve as an important liaison between the President and the Foundation Board of Directors. The CAO will also serve as the Chief Executive Officer (CEO) of the Foundation. In this role, the CEO will serve as the full-time, professional support for the Foundation and its Board of Directors.

1. Under the supervision and direction of the President, the CAO will lead and manage all fundraising efforts for the College and serve on the President's cabinet.
2. Following College process and policy, the President will have sole authority over the hiring and firing of the CAO.
3. The Foundation Board will provide the President feedback for the CAO's annual performance review in their service as CEO.
4. The CEO of the Foundation will serve as a non-voting ex officio member of the Foundation Board and also as the business and operations officer of the Foundation. The CEO will be responsible for the day-to-day operations of the Foundation, including supervising the accounting procedures and the recording of receipts and disbursements and conducting the responsibilities of the Foundation under subsection 4 of Section 3 of this Agreement.
5. In their service as CEO, the CAO will have a dual reporting role to the Foundation Board, including, but not limited to, updating the Foundation Board on activities of the advancement team at every regularly scheduled meeting of the Foundation Board or at the request of the Foundation Board Chair.
6. In their service as CEO, the CAO will be responsible for assisting with the growth and development of the Foundation and will ensure that the duties and functions of the Foundation's staff are fulfilled.

8. Strategic Planning and Coordinated Communication

Successful and professional communication is critical.

1. The College agrees to provide to the Foundation, or designee thereof, regular communication and information necessary for the Foundation to fulfill its role. These updates can include but not be limited to current and long-range strategic planning, programmatic goals and initiatives, fundraising objectives, new program development, etc.
2. The College and the Foundation agree to hold at least two informational meetings during each fiscal year for the purpose of discussing strategic alignment of the College and the Foundation. Attendees of these meetings will be Chair of the College Board of Trustees, Chair of the Foundation Board, the CEO of the Foundation and the President. Each participant may also invite other individuals they think will add value and promote the purpose of the meeting.
3. These meetings and regular communication are valuable tools to assist the

Foundation in aligning its work and support with the College.

9. Accreditation

The parties agree to work together to comply with the principles of institutional control and other regulation of the Southern Association of College and Schools (or other equivalent body or association that provides accreditation to the College) applicable to the accreditation of the College.

10. Conflict of Interest Policies

The Foundation shall maintain and abide by a policy to ensure that any conflict of interest involving or related to any director, officer, employee, agent, or representative of the Foundation is addressed in a manner that complies with all applicable state and federal laws, including but not limited to Internal Revenue Code section 501(c)(3) and sections 33-31-831 and 33-31-832 of the South Carolina Code of Laws.

11. Liability

Neither party to this Agreement shall be responsible for any obligation or liability incurred or assumed by the other party or the other party's employees, affiliates, or other representatives, and each party shall be responsible for its own acts or omissions and those of its employees, affiliates, or other representatives. Nothing contained herein is intended to shift such responsibility from one party to the other. Liability for the acts or omissions of individuals who have job responsibilities for both parties shall be determined based on whether the individual is acting on behalf of the College or the Foundation in any given circumstances. The College shall not be liable for the acts or omissions of individuals due solely to the fact their compensation and benefits are paid as part of the College's annual operating budget.

The Foundation may not bind the College to any contractual agreement or obligation without the express written approval of the College's Board of Trustees.

The College may not bind the Foundation to any contractual agreement or obligation without the express written approval of the Foundation's Board of Directors.

12. Notices

Any notice required or permitted to be given pursuant to this Agreement will be effective as of the date personally delivered, or, if sent by certified mail, the earlier of (a) the date of receipt or (b) five (5) days after the date deposited with the United States Postal Service; any notice by mail shall be prepaid, certified, return receipt requested, and addressed to the intended receiver provided below. Either party may change its contact information below by providing notice to the other party.

If to the College:
College of Charleston Office of Legal Affairs 66
George Street
Charleston, SC 29424 Attn:
General Counsel

If to the Foundation:
College of Charleston Foundation 11
College Way
Charleston, SC 29424 Attn:
Board Chair

13. Law Applicable

This Agreement is made and entered into in the County of Charleston, State of South Carolina, and is governed by and construed in accordance with the laws of South Carolina.

14. Term

This Agreement is for a term of thirty-six (36) months, commencing July 1, 2024, and terminating June 30, 2027. Thereafter, this Agreement shall automatically renew at the end of such term (or any additional term) for an additional period of twelve months unless one party provides notice to the other party of intent to terminate this Agreement at least sixty (60) calendar days prior to expiration of the initial term (or any additional term).

Upon the expiration or termination of this Agreement for any reason, the College shall promptly return to the Foundation all Foundation-related information and documentation (in whatever form the same may exist).

15. Survival

Notwithstanding the provisions of Section 14, the rights and obligations of the Parties described in Sections 11, 12, and 13 and this Section shall survive the termination of this Agreement to the fullest extent permitted by State and federal law.

16. Amendments

This Agreement may not be altered, amended, restated, waived, and/or repealed without the written agreement of the parties.

17. Severability

If any provision of this Agreement is determined by a court of competent jurisdiction to be

invalid, illegal, or unenforceable, such provision shall be automatically reformed and construed so as to be valid, legal, operative, and enforceable to the maximum extent permitted by applicable law while preserving its original intent. The invalidity of any part of this Agreement shall not render invalid the remainder of this Agreement.

18. Assignment

Neither Party shall assign or transfer its interest in this Agreement or any of its rights or obligations hereunder without the prior written consent of the other Party, and any such attempted assignment or transfer shall be void and of no force or effect.

19. Entire Agreement

This Agreement is the complete agreement by and between the College and the Foundation with respect to the subject matter hereof, and entirely amends and restates the Original Agreement. There are no other agreements expressed or implied by and between the parties hereto with respect to the subject matter hereof.

20. Counterparts

This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Faxed or electronically delivered signatures are acceptable with the understanding that the parties will use their best efforts to promptly deliver original signatures to the other parties.

COLLEGE OF CHARLESTON

By: _____ Renee B. Romberger
Chair, Board of Trustees

By: _____ Andrew T. Hsu
President

COLLEGE OF CHARLESTON FOUNDATION

By: _____
R. Keith Sauls Chair

By: _____ Daniel H. Frezza
Chief Executive Officer