

(Approved at October 19, 2012 Board of Trustees Meeting)
COLLEGE OF CHARLESTON BOARD OF TRUSTEES
Randolph Hall Boardroom¹
College of Charleston, Charleston, South Carolina

August 3, 2012
8:30 a.m.

Presiding:
Gregory D. Padgett, Chair

Board Members Present: Mr. Donald H. Belk, Mr. J. Philip Bell, Mrs. Demetria Noisette Clemons, Dr. L. Cherry Daniel, Mr. Frank M. Gadsden, Mr. James F. Hightower, Mr. William D. Johnson, Mrs. Marie M. Land, Mr. G. Lee Mikell, Mr. Daniel Ravenel, Mr. Joseph F. Thompson, Jr., and Mr. John B. Wood, Jr.

Participation by Conference Call: Mr. John H. Busch and Mr. Jeffrey M. Schilz
Absent: Mr. Lawrence R. Miller, Mrs. Annaliza Moorhead, and Dr. Toya D. Pound

Others Present: President George Benson; Drs. Renee Anderson (Chair, Foundation Development Committee), Beverly Diamond (Senior Vice Provost for Academic Affairs), Bob Cape (Senior Vice President/Chief Information Officer), George Hynd (Provost and Executive VP for Academic Affairs), and Brian McGee (Chief of Staff and Senior Policy Advisor); Messrs. Chuck Baker (President, Alumni Association), Mike Haskins (Executive VP for External Relations), Jack Huguley (Director of Alumni Relations), Joe Hull, (Director of Athletics), Sam Jones (Director of Budgeting and Payroll Services), Bobby Marlowe (Legislative Affairs Liaison), Ron Menchaca (Director of Executive Communication), Steve Osborne (Executive VP for Business Affairs), Jonathan Ray (Director of Institutional Events and Chef Concierge), Chris Tobin (Vice President for Development), Tom Trimboli (Senior Vice President for Legal Affairs), George Watt (Executive VP for Institutional Advancement), and Victor Wilson, Executive VP for Student Affairs; Mses. Priscilla Burbage (Vice President, Fiscal Services), Sherrye Carradine (Assistant Counsel), Shirley Hinson (Director of Governmental Relations), Elizabeth Kassebaum (Executive Secretary to the Board of Trustees), Sharon Kingman (President, Foundation Board), Gail Long (Internal Auditor), and Monica Scott (VP for Facilities Planning).

Also attending were Drs. John Bello-Ogunu (Associate Vice President/Chief Diversity Officer), Lynn Cherry (Speaker of the Faculty); Mses. Peggy Boykin (Director of Special Projects for Business Affairs), Jennifer Lorenz (Public Information Director), Marcia White (Chair, Staff Advisory Committee to the President), and Dawn Willan (Controller), Mr. Greg Fisher (Office of Information Technology), Mr. Mike Robertson (Senior Director, Media Relations), Ms. Erica Arbetter (President, Student Government Association), Ms. Diane Knich (*Post and Courier* Reporter), and Mr. Jeff Hartsell (*Post and Courier* Reporter).

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

The regular meeting of the College of Charleston Board of Trustees was called to order at 8:30 a.m. by Chair Padgett noting that the meeting notice has been posted and the press notified as required by the Freedom of Information Act.

WELCOME AND INTRODUCTIONS:

Chair Padgett welcomed everyone and briefly introduced new employees. Detailed bios can be found behind Tab II of the Board Book.

He welcomed new employees attending the meeting: Erica Arbetter, newly-elected President of the Student Government Association; Mr. Chuck Baker, President of the Alumni Association; Marijana Boone, Director of Advancement Services; Martin Erbele, President of the Graduate Student Association; Godfrey Gibbison, Dean of the North Campus College of Charleston; Sharon Kingman, newly elected Foundation Board President; Alexander Niefer, Senior Development Officer of the School of Sciences and Math and the Northeast Region; Ed Pope, Vice President for Human Resources; Robert Reese, newly appointed Director of Public Safety and Deputy Chief of Police; and Jamie Rudisell, Information Security Officer in Information Technology.

Chair Padgett noted that Betty Craig was absent and successfully recovering at home, offering Betty's address and phone number for well-wishers. He acknowledged Jo Ann Throckmorton and Alex Rogers for their help in preparing for the meeting. Elizabeth Kassebaum thanked Greg Padgett for taking so many staff members to lunch this past summer.

APPROVAL OF MINUTES:

It was moved by Trustee John Wood, and seconded by Trustee Philip Bell that the minutes of the June 11, 2012 Board Meeting be approved. The Chair called for the yeas and nays, and the Minutes were unanimously approved by voice vote.

PRESIDENT'S REPORT:

Before beginning his regular report, President Benson thanked Chair Padgett and his wife Tina for their hospitality the evening before hosting the Board at their home. He also thanked Jeff Schilz, John Wood, Sharon Kingman and Don Belk for their respective College outreach work within the community.

President Benson outlined the topics he wished to discuss: The state budget; merit pay increases; the North Campus; Boeing; Strategic Plan revisions; New hires and status of searches;; and Online Education.

2012-2013 State Budget:

President Benson recapped the highlights of the Government Affairs Committee report and thanked Shirley Hinson and Bobby Marlowe for their hard work.

State allocations to the college included \$1.9 million toward the buildout of the School of Sciences and Mathematics building; \$2 million for the development of the Interactive Digital Technology program and resource center requiring a 1 to 1 match of non-state dollars; and \$1.8

million in State Lottery funding, which included \$1 million for technology and \$880,000 for deferred maintenance.

Merit Pay Increases:

The state budget also included a 3% salary increase for state employees for the current fiscal year. The College operating budget approved in June allocated an additional merit increase of 1.5%, which will be awarded during fall semester to permanent faculty and staff. He noted that bringing faculty and staff salaries up to market would continue to be a high priority for the Executive Team.

North Campus:

The current budget also includes funding to scale up strategic activities at the North campus, including infrastructure to support the new Bachelor of Professional Studies Degree Program that will begin in January 2013 and is geared toward adults who have completed two years of college and wish to obtain a bachelor's degree. The College expects it to be attractive to Boeing employees.

Godfrey Gibbison was hired as Dean of the North Campus. He comes to us from Georgia Southern where he was Director of the School of Economic Development. The revised Lowcountry Graduate Center consortium agreement established a new organizational structure in which the Director of the LGC will report to Dean Gibbison. Dean Gibbison will chair the search committee for that position, which should be posted soon. President Benson thanked Sue Sommer-Kresse for her service to the College and the wonderful job she did as Interim Director of the LGC.

Boeing:

We continue to strengthen our relationship with Boeing, many thanks to Bobby Marlowe for spearheading these efforts. A few updates are as follows: Rather than our Boeing employee orientation program winding down, it continues as Boeing continues to hire. Over 3,300 employees have completed the program; Dean Alan Shao recently met with Ray Healy and we are hopeful there will be new opportunities for the College to provide academic support to Boeing in the area of supply chain management logistics; Boeing has increased its support of scholarships in our School of Business and School of Sciences and Mathematics from \$10,000 last year to \$15,000 this year; We are working with 50 newly identified College alumni at Boeing via Alumni Relations to establish an alumni affinity group for these employees; Two Distinguished Executives-in-Residence, both volunteer positions, have been appointed to work in the Office of Economic Development, Mary Armstrong and Jody Encarnation; and later this month faculty in our School of Business will deliver an interactive presentation that will be streamed over the internet to Boeing employees around the country, highlighting the College of Charleston's business programs.

Strategic Plan Revisions:

Looking ahead to the 2013-2014 budget, this will be the second year that we will follow our new year-long planning and budgeting cycle. We will begin that process this fall semester with a revision of the Strategic Plan and then draw from the revised strategic plan to develop an action plan and a budget to support that plan for the 2013-14 academic year. The final step will be setting tuition and fees to support the budget. The revisions to the Strategic Plan expressly address our participation in or initiatives dealing with Boeing, the North Campus, online education, economic development, the interactive digital technology program, and other entrepreneurial opportunities.

New Hires and Candidate Searches:

Ed Pope was recently hired as the new Vice President for Human Resources at the College. Following the retirement of Human Resources Director Tom Casey, the College took the opportunity to increase the responsibilities of this position and elevate the title since it is critical that the College have an executive-level administrator overseeing the HR function. Ed brings a wealth of experience to this new position, including service for the past seven years as Director of Human Resources in the Governor's Office and the State Budget and Control Board.

Progress is also being made on the College's dean searches:

- Our search for a new Dean of Libraries will launch with the start of the academic year. In the meantime, Dr. John White, Archivist and Director of the Lowcountry Digital Library, will serve as Interim Dean.
- The search for a new Dean of the School of Languages, Cultures and World Affairs will also begin next fall. Dean David Cohen has agreed to stay on in this role through this next year or until a new dean is fully in place.
- The search for a new Dean of the School of Humanities and Social Sciences did not yield a candidate and will continue during the fall semester. The position is being re-advertised. Associate HSS Dean Maureen Hays is serving as interim dean.
- The search for a new Dean of the Honors College also continues as none of the four candidates who visited campus last semester was selected. We are now interviewing an internal candidate. The search committee will work with the Provost to determine the next course of action, and Dean Newell has agreed to stay on in the interim.
- We are also making progress in the search to replace outgoing legal counsel Tom Trimboli, who is stepping down in October. The search committee has conducted seven telephone interviews and plans to interview several additional candidates. The committee is pleased with the quality of the candidates and continues moving quickly to conclude the search.

Fundraising:

After closing out the books for the 2011-12 fiscal year, we raised \$14.7 million in total new philanthropic commitments, an increase of \$5 million over the FY11 total of \$9.7 million. We are very pleased with these results. Two outstanding gifts we recently received are:

- Sam and Gina Shapiro, longtime friends and supporters of the College, pledged \$2 million in support of Jewish Student Life and scholarships. Both Sam and Gina have served on the Jewish Studies Advisory Board, and Gina is still on the board. \$1 million of their gift will establish an endowment to support Jewish student life activities such as community outreach and volunteerism, alternative spring breaks, and study abroad opportunities, and the remaining \$1 million will be used to create the Shapiro Scholarship Program, which will provide a total of 6 four-year tuition scholarships. A scholarship will be awarded to one entering freshman each year until 2018. Scholarship recipients can be in-state or out-of-state students and must be children of clergy or religious educators whose ability to fund a college education was hampered in some way by their commitment to their profession. The first Shapiro Scholar will be in the fall of 2013.

- Steve and Emily Swanson pledged a gift of \$2.25 million which will establish and endow the Swanson Scholars Program that provides merit scholarships in our Honors College. Steve and Emily are both alumni leaders and long-time supporters of the College. Steve is a member and past president of the Foundation Board of Directions, a member of the School of Business Board of Governors, and was on the Honors College Steering Committee. The Swanson Scholars will be members of the William Aiken Fellows Society in our Honors College and the first class of 11 scholars will enter as freshman this semester.
- These two gifts come at an important period in our preparation for the comprehensive campaign sending a strong message to our campus community and our international network of alumni and supporters.

John Busch joined the Board Meeting at 8:55 a.m. via conference call.

Online Education:

While many faculty members were away from campus this summer, we have been closely following developments in online education. The College has made significant progress in introducing and teaching a small but growing number of courses in an exclusive online format. And to a greater degree than ever before, many of our faculty are also using technology intensively in classroom instruction. Our next significant step in online education will be to create a task force in Academic Affairs to prepare a series of recommendations for the future of online education at the College consistent with our Strategic Plan. This report will be presented to President Benson before the conclusion of the fall semester.

Closing:

President Benson gave his thanks and appreciation to everyone in the room for their time and devotion to the College.

Chair Padgett thanked the President for his report and Marie Land commented on how unique the Shapiro Scholarship is. Don Belk noted that the Spectra event at his beach house was a great community effort with over 100 students participating – it was very meaningful. Sharon Kingman thanked everyone for the sendoff of new students in Greenville.

COMMITTEE REPORTS:

ATHLETICS COMMITTEE:

Committee members present: Trustees Dwight Johnson (chair), and Jimmy Hightower. **Committee members absent:** Trustee Philip Bell and John Busch. **Other Board members present:** Chair Greg Padgett and Trustee Jeff Schilz. **Staff Liaisons present:** Joe Hull. **Others present:** President George Benson, Laura Lageman (Associate Director of Athletics/SWA), Steve Stroud (Associate Director of Athletics/External Affairs), Otto German (Assistant Director of Athletics/Compliance), Marlene Navor (Director of Athletic Communications), Brian McGee (Chief of Staff and Senior Policy Advisor), Elizabeth Kassebaum (Secretary to the Board of Trustees), Steve Osborne (executive Vice President), Tom Trimboli (Senior Vice President/Legal Affairs), Sherrye Carradine (Assistant Counsel), Mike Haskins (Executive Vice President, External Relations), Melissa Whetzel (Director of Media Relations), Gene Edwards (Live 5 News), Scott

Eisenberg (ABC News 4), Jeff Hartsell (Post and Courier), and Charlotte Napier (Recording Secretary).

Trustee Johnson presented the following committee report:

The Athletics Committee met on Thursday, August 2, and approved the minutes of the July 24, 2012, Athletics Committee meeting.

The Sailing team National Championship Team will be recognized at the October Board Meeting for their achievements. In both Women's and Men's tennis, our teams were named SoCon National Champions. Caroline Newman was awarded both the Arthur Ashe Award to be presented at the US Open and the Bishop Smith Award for leadership and academic achievement.

In sand volleyball, the men's team made it to the NCAA Final Four. We have two Olympians, Andrew Lawrence (Basketball) and Juan Maegli (Sailing).

In Executive Session during the Athletics Committee Meeting on Thursday, August 2, 2012, no action was taken. There is discussion of the College moving to another athletic conference and this information has already been reported in the Post and Courier. Due diligence will be taken by the Athletics Committee and the information and a full recommendation will be given to the Board as soon as possible.

EXECUTIVE COMMITTEE:

Executive Committee members present: Trustees Greg Padgett (chair), Lee Mikell, Demetria Clemons, and Dan Ravenel. **Other Committee members participating by conference call:** Trustee Cherry Daniel. **Other Board Members Present:** Trustees Jimmy Hightower, Dwight Johnson, and Jeff Schilz. **Other Board Members Participating by Conference Call:** Trustees Philip Bell, John Busch, Frank Gadsden, Marie Land and John Wood. **Others present:** President Benson, John Campbell (Dean, Residence Life and Housing), Sherry Carradine (Assistant Legal Counsel), Mike Haskins (Executive VP, External Relations), Shirley Hinson (Director, Government Relations), Joe Hull (Director of Athletics), George Hynd (Executive VP, Academic Affairs), Brian McGee (Chief of Staff), Steve Osborne (Executive VP, Business Affairs), Tom Trimboli (Senior VP, Legal Affairs), George Watt (Executive VP, Institutional Advancement), Victor Wilson (Executive VP, Student Affairs), Elizabeth Kassebaum (Executive Secretary to the Board and VP for College Projects), and Betty Craig (Recording Secretary).

Chair Padgett presented the following committee report:

The Executive Committee met on Tuesday, July 24, and approved the minutes of the March 30, 2012.

The Executive Committee discussed and approved a Resolution regarding the relationship between the College of Charleston and the College of Charleston Foundation.

The Executive Committee moves that the Resolution and Memorandum of Understanding by and between the College and Foundation be adopted as presented. The Chair called for the yeas and nays, and the following Resolution was unanimously approved by voice vote.

**COLLEGE OF CHARLESTON
RESOLUTION OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF TRUSTEES
ON THE
RELATIONSHIP OF THE COLLEGE OF CHARLESTON
WITH THE
COLLEGE OF CHARLESTON FOUNDATION**

July 24, 2012

WHEREAS, the Board desires to continue its current relationship with the College of Charleston Foundation (“Foundation”); and

WHEREAS, the Board is of the opinion that execution of the proposed memorandum of understanding by and between the College and the Foundation, attached hereto and included herein by this reference (“MOU”), would continue that relationship.

NOW THEREFORE BE IT - - -

RESOLVED, that the Chair of the Board is hereby authorized and directed to execute the MOU on behalf of the College; and

RESOLVED, that to the extent permitted by law, College management shall take all actions necessary and appropriate to ensure effective, efficient and transparent implementation of the MOU.

ACADEMIC AFFAIRS COMMITTEE:

Committee members present: Trustees Cherry Daniel (Chair), Frank Gadsden, Marie Land, and Toya Pound. **Other Board members present:** Trustees Greg Padgett, Don Belk, Dan Ravenel, and Joe Thompson. **Staff Liaisons present:** George Hynd (Executive VP for Academic Affairs/Provost), Beverly Diamond (Senior Vice Provost for Academic Affairs), Deanna Caveny (Associate Provost for Faculty Affairs), and Lynne E. Ford (Associate Provost for Curriculum and Academic Administration). **Others present:** Susan Anderson (Director, Office of Research and Grants Administration), Mike Auerbach (Dean, School of Sciences and Mathematics), Penny Brunner (Interim Associate Vice President for Institutional Effectiveness and Planning), Don Burkard (Associate Vice President for Enrollment Planning), Bob Cape (Senior VP for Information Technology, Chief Information Officer), Burton Callicott (Member, Faculty Academic Planning Committee), Lynn Cherry (Speaker of the Faculty and Associate Professor of Communication), David Cohen (Dean, School of Languages, Cultures and World Affairs), Godfrey Gibbison (Dean, College of Charleston North Campus), Beth Goodier (Chair, Department of Communication), Maureen Hays (Interim Dean, School of Humanities and Social Sciences), Heath Hoffmann (Chair, Faculty Welfare Committee), Alison Hynd, Kris Kory (Director, First-Year Experience), Bob Mignone (Chair, 2012-13 General Education Committee), Mindy Miley (Assistant Vice President for New Student Programs), Deni Mitchell (Director, Strategic Initiatives), Ashleigh Parr (Manager of Administrative Accreditation and Assessment), Jim Posey (Associate VP for Institutional Research and Planning), Karin Roof (Director, Academic Assessment and Planning), Alan Shao (Dean, School of Business), Andrew Sobiesuo (Associate Provost & Director, Center for International Education), and John White (Interim Dean, Libraries).

Trustee Cherry Daniel presented the following committee report:

Provost's Report:

- Provost Hynd provided an update on the three deans' searches that are underway or just launching: for deans of the School of Humanities and Social Sciences, the Honors College, and the School of Languages, Cultures, and World Affairs.
- He presented information and highlights on new faculty and visitors.
- He presented ten-year tables of tenure and promotion diversity data. Highlights are that 93% of our tenure and promotion reviews for that period were successful. Of the total reviews, 45% were successful reviews of women faculty members and 48% men. Of the total, there were 7% that were unsuccessful, including 2% who were minority faculty members.
- He provided an update on Institutional Research, reporting that Jim Posey is working on a website to provide data on our strategic plan efforts, including benchmarking data, and that the College has moved all of our centralized reporting function into Institutional Research.
- He provided an update on our preparation of our SACS Fifth-Year Interim Report, including work of Penny Brunner and her staff, working with department chairs and associate deans, to articulate learning outcomes and assessment measures. A steering committee will be formed, led by Bev Diamond, Senior Vice Provost, and including faculty, members of the Office of Institutional Effectiveness and Planning, and members of the Office of Institutional Research and Planning, to guide the preparation of the Fifth-Year Interim Report.
- He provided an update on online education. Consistent with a common focus nationally on professional and graduate programs, two possible areas for new efforts in online

education are with the Bachelor of Professional Studies at the North Campus and our MBA. We will be forming a task force to address critical questions, such as how online education can be integrated with our liberal arts mission, what are the inhibitors, and how we incentivize units to participate. Monica Lavin, Director of Teaching, Learning, and Technology, has identified some consultants to potentially bring to campus.

- He highlighted changes that will be made to the 2012-13 *Faculty-Administration Manual*.
- He talked about new convocation model, which is now in its second year. A lively conversation ensued, with lots of enthusiasm expressed. Don Belk indicated that he had participated in one of the small group discussions last year and he encouraged other Board members to do so as well. Lynne Ford provided details: Convocation will be held on Monday, August 20. The small group discussions are scheduled for 10 am. At 10:45, faculty will start moving students into the Cistern Yard, and at 11 am, the President and Provost will begin speaking. Board members are invited to participate in the small group sessions or larger event and should contact Lynne Ford to be incorporated into a small group.
- He noted that we can mail “Eating Animals” or give copies to anyone wanting the book today.

Action Items:

- The Minutes for the April 2012 meeting were approved.

Information Items:

- Provost Hynd turned the floor over to Lynne Ford to speak very briefly about the First-Year Experience (FYE) and to introduce Chris Korey and Mindy Miley for their presentation. We have been working four years to develop and implement an intentional and challenging multi-part high-impact learning experience, our First-Year Experience (FYE), for all first-year students under our Quality Enhancement Plan (QEP). Last year, each first-year student was required to enroll in a First-Year Seminar (FYSM) or a Learning Community (LC) under our FYE. Chris Korey provided more details. Our eight learning outcomes for the program dovetail nicely with the nationally recognized Association of American Colleges and Universities (AACU) “essential learning outcomes” for liberal education and also match well with AACU’s survey of learning outcomes valued by the nation’s employers. A handout outlines some of the program’s successes, including the following:
 - Our Freshman to Sophomore retention rate grew during the implementation phase;
 - Our 4-year Graduation rates for early cohorts of FYE students are higher than for non-FYE students; and
 - Assessment of Learning Communities in collaboration with the College’s Howard Hughes Medical Institute grant shows increased academic student performance and positive effects on minority science students.

The program is advised by a standing committee of faculty, who vet all course proposals, discuss assessment, and help design the Spring Faculty Workshop. A total of 189 faculty members have taught in the program since its inception; figure 2 shows their break down according to rank. We have stayed true to the goal of having a majority of the courses taught by tenured and tenure-track faculty and permanent teaching staff. Figure 3 shows the growth in course offerings since 2007-08, coming from all of our schools. We had a peak in course offerings in 2011-12 and have hit a steady state of about 80 courses a year.

Chris turned the floor over to Mindy Miley, who provided additional highlights. We had 2235 students participating in 2011-12. We have explored different models for the Learning Communities, starting with a plan developed by a team at a national learning community workshop in 2006 and incorporating peer educators in 2007. We now train our peer educators through our Center for Peer Education, led by Page Keller, and are undertaking some research with Tulane and the University of Cincinnati to see how the peer educator experience impacts the peer educators themselves.

- Cherry then introduced Susan Anderson for the sponsored funding report. Susan reminded attendees of our FY11 figures and several atypical awards, concluding that the FY12 funding figures are on par with FY11, given those anomalies and some uncertainties at federal agencies that led to funding delays, with some awards falling into FY13 instead of FY12. Other highlights are that our number of proposals submitted is up by 40% and our number of awards is higher as well, although our FY12 awards are for smaller amounts, on average.
- Provost Hynd provided an update on this summer's Senior Project, a successful program run by Debbie Counts for recruiting minority, low income, and first-generation students to apply to the College. This year, we had 52 participants; next year we anticipate 100. Of last year's participants, 80% applied to the College and, of those, 50% have enrolled. Don Burkard noted that three of this year's students are Gates Millennium Scholars. Trustee Land noted that the word is getting out among SC minority students who want to participate.
- Don Burkard also provided some very preliminary enrollment information. We appear to be on target with both incoming and returning students. We are anticipating an undergraduate headcount of 10,400. We are looking for a freshman class of 2120, slightly smaller than last year because of the bump in freshmen then. We have 49 valedictorians and salutatorians in this freshman class, including 22 from SC, of which 9 are minorities. We anticipate that our freshman class will be about 16-17% minority. Our highest ACT and SAT scores among new students are 34 and 1580, respectively. We get the highest number of freshmen students from Wando and another High School in Columbia, SC.
- Lynn Cherry provided an update on the faculty shadowing program for Board members and outlined some of her approaches for working with faculty committees and leaders this year. In June she met with Elizabeth Kassebaum and Cherry Daniel and she's currently working to recruit faculty and have them matched to Board Member participants prior to the October Board Meeting. There is a lot of interest with both faculty and Board Members in this program.
- Debbie Counts noted that 52 low income students participated in this year's Senior Project and of that number last year 80% applied to the College and 50% enrolled. We expect 100 students next year.
- Lee Mikell noted that the doubled minority enrollment needs analysis of where we were. Cherry Daniel noted that this is the most we've ever had. George Hynd noted that these are preliminary numbers and we will have a full report in October.
- Jeff Schilz noted that he met with many of the seniors at the Senior Project and believes Debbie did an outstanding job and that the program brings a lot of bang for the buck. We want to expand our first generation students.
- Jeff Schilz also questioned when we would see a report regarding on line education as the Board was first told they would have a report in May, and in May it was indicated a

report would be forthcoming in August, and now the Board is being told they will have a report in October. He is anxious for a report as it has been 16-20 months.

- Cherry indicated there is an ongoing discussion in Academic Affairs and that we are forming a task force.
- President Benson indicated that the task force will give its recommendations to him in October and a full report given in January. He thanked Jeff for his input on the Senior Fund and believes we will have a plan and strategy ready for online as soon as possible.

ALUMNI RELATIONS COMMITTEE:

Committee members present: Trustees John Wood (chair), Don Belk, and Toya Pound. **Staff Liaisons present:** Jack Huguley, John Hartman, and Karen Jones. **Guests present:** Chuck Baker (President, Alumni Association Board).

Trustee Wood presented the following committee report:

Action Items:

- The minutes from the April 19, 2012 meeting were unanimously approved.

Information Items:

- The mini Association Strategic Plan - The Alumni Association's 2015-2015 Strategic Plan will build a culture of pride and engagement by ensuring that alumni stay informed, get involved and give back. These three initiatives will be featured as a recurring theme at each quarterly committee meeting.
 1. Stay Informed - To ensure that the Alumni Relations Committee is consistently updated on the progress of the Strategic Plan and its initiatives with the intention of reporting to the full Board of Trustees.
 2. Get Involved - Board of Trustee involvement in alumni events and programs is important to the mission of the Alumni Association. The next significant opportunity is the Alumni Awards Gala where fellow Trustee Marie Land will be awarded the Alumni Award of Honor.
 3. Give Back - The Alumni Association, in conjunction with the Development Office, will promote the College of Charleston Fund at events and as the premier vehicle to encourage alumni giving.

Chair Wood thanked President Chuck Baker.

Recent Events:

2012 A Charleston Affair Weekend - Based on survey responses and staff conversations with the Executive Committee these are some considerations for the 2013 A Charleston Affair Weekend:

- Maintain the expanded footprint
- Fine-tune ticketing requirements to ensure proper access
- Enact an age requirement for entry (21 and up)
- Re-evaluate ticket pricing
- Consider alternative VIP options (Towell Library will not be available)
- *The 2013 A Charleston Affair Weekend will be held on May 3-5, 2013!*

Upcoming Events:

- 2012 Alumni Awards Gala - The Gala will be held on November 8, 2012 at Memminger Auditorium in Charleston. The format of the event will be slightly different than in previous years. The awards will be presented during a seated dinner. Marie Land will be honored this year. This event has become a phenomenal success.
- Lowcountry Chapter Picnic and RiverDogs Game - The Lowcountry Alumni Chapter will close out their summer series with a picnic and tailgate at the RiverDogs game in Charleston on August 16, 2012 at 7:00 pm. Families are encouraged to participate in this event.
- During the PGA Tournament, the Alumni Office is offering campus tours to alumni who are visiting Charleston, to give them an opportunity to reconnect with the College.
- Past and current Alumni Scholarship recipients will be recognized at the Scholars Reception on September 27, 2012 at the Hill Exhibition Gallery at the Marion and Wayland Cato Center for the Arts.
- Black Alumni Caucus - Under the direction of Dr. John Bello-Ogunu, the Office of Institutional Diversity has formed the College of Charleston Black Alumni Caucus. The Alumni Office is supportive of this new leadership board and played a role in its formation.

The caucus will accomplish the following:

Attract/Recruit minorities to CofC

Promote retention with this group

- Create an African-American presence on campus that attracts our student body to participate.
- Establish a culture on this campus that is inclusive

Their first official meeting will be held August 8th.

Trustee Wood again congratulated Marie Land on her upcoming honor and Alumni Relations for putting on such a great event.

AUDIT COMMITTEE:

Committee members present: Trustees Joe Thompson, Don Belk, and Philip Bell. **Others present:** Gail Long, Steve Osborne, Tom Trimboli, Sherrye Carradine, and Dawn Willan.

Trustee Thompson presented the following committee report:

In Larry Miller's absence, Joe Thompson 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.

Gail Long reviewed audit reports related to:

- Procurement Card Administration
- Procurement Card Transaction Testing
- Petty Cash Counts
- Central Stores Inventory Certification

Gail Long updated the members on the status of the audit plan and the Audit Committee adjourned.

BUDGET AND FINANCE COMMITTEE:

Committee members present: Trustees Lee Mikell (chair), Philip Bell, Frank Gadsden, Dan Ravenel, and Joe Thompson. **Other Board members present:** Trustees Greg Padgett and Don Belk. **Staff Liaisons present:** Steve Osborne (Executive VP for Business Affairs), Priscilla Burbage (VP for Fiscal Services), Sam Jones (Director of Budgeting and Payroll Services).

Others present: Jan Brewton, John Campbell, Lynn Cherry, Bev Diamond, Julia Eichelberger Alyson Goff, Shirley Hinson, George Hynd, Gail Long, Victor Wilson, and Marcia White (Senior Director, Marketing for Admissions and Academics).

Trustee Mikell presented the following committee report:

Chair Mikell called the meeting to order.

Steve Osborne updated the Committee on several capital projects underway, which will be covered in the Facilities Committee report.

The Committee was briefed on the status of the external consultants' reviews. The IT review, being conducted by Huron Education, is well underway and their report is due to be completed in October. The first phase of the operational (non-academic) review has begun. Initial information and data has been provided to Mary Armstrong, who will be on campus next week to conduct in-depth interviews with department heads within the Business Affairs division. Due to the logistical challenges of distance, it is expected that the overall study will be between nine and twelve months.

There was a motion and second (Joe Thompson, Frank Gadsden) to approve the minutes from the June 4, 2012 Budget and Finance Committee meeting. The motion passed on unanimous voice vote.

There was discussion of a resolution to forego the previously Board approved increase for housing fees for the 2012-2013 academic year. There was a motion and second (Joe Thompson, Frank Gadsden) to approve the resolution and bring it to the full Board. The motion passed on unanimous voice vote. As such,

The Budget and Finance Committee moves that the Resolution on Housing Fees for the 2012-2013 Academic Year, dated August 3, 2012, be approved and presented behind the Budget and Finance Committee tab. The Chair called for the yeas and nays, and the following Resolution was unanimously approved by voice vote.

**COLLEGE OF CHARLESTON
RESOLUTION OF THE COMMITTEE ON BUDGET AND FINANCE
OF THE BOARD OF TRUSTEES
ON
HOUSING FEES FOR THE 2012-2013 ACADEMIC YEAR**

August 3, 2012

WHEREAS, by Resolution dated January 20, 2012, the Board approved an increase for student residential housing fees for 2012-2013 by approximately 2 percent over levels in effect for 2011-2012; and

WHEREAS, College management has now requested that the Board ratify management's remission of the 2 percent increase for 2012-2013.

NOW THEREFORE BE IT - - -

RESOLVED, that the Board ratifies and affirms management's action to remit the 2 percent increase for 2012-2013 previously approved by the Board on January 20, 2012; and

RESOLVED, that student residential housing fees for academic year 2012-2013 remain as they were for academic year 2011-2012.

Steve Osborne updated the Committee on the status of the Housing RFP. After review of the proposals submitted and initial negotiations with one of the respondents, it was decided to close the RFP without awarding a contract. One of the developers submitting a proposal has decided to proceed privately with the construction of an eight story residence hall with approximately 390 beds. It is projected to be completed by Fall 2013.

Steve Osborne updated the Committee on the state budget. The final figures for the state for FY12 reflected revenue collections up by 5.4% which resulted in additional funds of \$317M. The FY13 budget included funding for the College's request for non-recurring funds, for build-out of the New Science Center, of \$1,924,246. Additionally, there was \$2M allocated for the Interactive Digital Technology Pilot Project which will require a one-to-one match in private funds. The College is slated to receive non-recurring deferred maintenance funding of \$880K and IT funding of \$1.2M.

Steve Osborne noted that while we are still making final adjustments to FY12, it is estimated that the College's carryforward from FY12 into FY13 will be approximately \$9.5M. A significant portion of that, resulting from the enrollment growth in FY12, is earmarked for financial aid (\$1.6M) and a portion will also be used for IT (\$900K).

Steve Osborne informed the Committee that we are looking at the potential savings associated with refunding two additional bond series. It would be for Series 2003D and Series 2004B. We will continue to work with our financial advisor to determine the merits of moving forward.

Having no further business, there was a motion and second (Dan Ravenel, Frank Gadsden) to adjourn. The motion passed on unanimous voice vote.

FACILITIES COMMITTEE:

Committee members present: Trustees Jimmy Hightower (chair), Marie Land, Lee Mikell, and Dan Ravenel. **Other Board members present:** Board Chair Greg Padgett and Frank Gadsden. **Staff Liaisons present:** Monica Scott (VP for Facilities Planning), Steve Osborne. **Others present:** Priscilla Burbage, John Campbell (Dean, Residence Life and Housing), Sam Jones, John Cordray (Director of the Physical Plant), Lynn Cherry (Speaker of the Faculty), Beverly Diamond, Brian McGee, Susan Morrison (Professor, Biology Department), Tom Trimboli, Sherrye Carradine, Victor Wilson, Brian McGee, and Alyson Goff (Executive Assistant, Business Affairs Office).

Trustee Hightower presented the following committee report:

Current Project Updates:

Ms. Scott provided an update to the Committee on the current capital projects. The update included:

- **Dixie Plantation** – Groundbreaking will occur this week for the barn construction, which is expected to be completed at the end of this year.
- **5 College Way** – The renovation is complete and English and Communication faculty will begin moving in this week.
- **72 George Street** – The renovation is expected to be completed in the next few weeks.
- **74 George Street** – The renovation is expected to be completed by the beginning of September.
- **Center for Social Science Research** – Renovation work is underway with an expected completion date of November 2012. The occupancy date is expected to be January 2013.
- **Arena Marquee** – Staff is working with BAR on the final relocation of the marquee, which will require the removal of some trees. Trustee Land asked who was going to pay for the relocation, and Mr. Osborne responded that the issue still needed to be resolved.
- **Dixie Plantation Field Stations** – State approval to move forward with final design was delayed this week when the Joint Bond Review Committee decided to carry over all projects on its agenda. The next opportunity for approval is in late October, which will push back the project completion until early 2014.
- **New Science Center Build-out** – The College received construction approval in June, and construction documents are near completion. The project will be bid in mid-October.
- **Rita Hollings Science Center Renovation** – The College selected design firms of HDR and Rosenblum Coe. The staff is in the process of reviewing the fee proposals, and the project kick-off is expected by October.

Other Business:

Ms. Scott informed the Committee that the College made the decision to close the residence hall RFP as contract discussions were unsuccessful. The developer has opted to continue with the project privately.

Chairman Hightower asked if there was a motion to amend the agenda to include an Executive Session for the purpose of consulting with legal counsel regarding requests being made of the College as it relates to the real estate development. The motion was made by Dan Ravenel and seconded by Trustee Mikell.

Trustee Ravenel made a motion to go into Executive Session, which was seconded by Trustee Mikell. All committee members voted in favor of the motion. At this time, the Committee went into Executive Session.

The Committee returned to regular session, and Chairman Hightower stated no action had been taken.

GOVERNMENTAL AFFAIRS AND EXTERNAL RELATIONS COMMITTEE:

Committee members present: Trustees Dan Ravenel (chair), Cherry Daniel, Lee Mikell, and Joe Thompson. **Staff Liaisons present:** Shirley Hinson (Director of Governmental Relations) and Bobby Marlowe (Senior Vice President, Economic Development). **Others present:** Beverly Diamond (Senior Vice Provost), Chris Starr (Computer Science Department Chair), and Mike Haskins (Executive Vice President, Marketing and External Relations).

Trustee Ravenel presented the following committee report:

Chair Ravenel called the committee meeting to order at 2:18 pm noting that the meeting notice has been posted and the press were notified as required by the Freedom of Information Act.

Ms. Daniel moved to approve the minutes from the April 2012 committee meeting and Mr. Thompson seconded the motion.

Mr. Marlowe updated the board about Economic Development efforts.

- 3,300 Boeing employees have completed the College's orientation program.
- The Boeing cyber grants program increased their scholarship contribution by 50 percent, which created one new scholarship and doubled the value of existing scholarships.
- The College will participate in an interactive webinar for Boeing employees. A presentation on the Logistics and Project Management program will be given.
- The College is working with Congressman Tim Scott to coordinate an economic development conference on campus, tentatively to be held on October 1, 2012.

Mr. Starr presented information on the proposed Digital Media Center. Two million dollars, with a one-to-one project match from private investors, has been appropriated from the state for this creative technology accelerator project. Chair Ravenel noted that Professor Starr is the right person to lead this project, and that after the program is presented to the Academic Affairs Committee in

October it will go the CHE and should be off and running in January 2013. This proposal for a digital technology center is now funded by the legislature with private funds and is an incubator for developing software that will take us into the digital world.

Ms. Hinson summarized the budget report and gave an update on legislative issues affecting the College.

- H1307 Board of Trustees is in hold-over status until the next session.
- H3066 Department of Administration was not passed.
- H4092 Smoke-Free Campus was enacted. It is not a mandate, therefore is up to the Board of Trustees to implement.
- H4898 Retirement Reform Bill was enacted.
- H5051 Doctoral Program for a Four-Year College or University was enacted.
- S258 Office of Inspector General was enacted.

Ms. Hinson highlighted some of the continuing outreach events to elected officials. The oyster roast will be held on campus October 18, 2012. The legislative reception is slated for the Palmetto Club on January 29, 2013.

Mr. Haskins gave an update on Media Relations. He outlined the department's strategic goals for the upcoming school year.

- Creation and implementation of a campaign communications plan.
- Website optimization to target the 13-17 year old male demographic.
- Continuing work on admission yields.
- Narrowing the focus of the print, online and billboard marketing campaign.
- Creation of a marketing plan for the new BPS program.

Following the presentation of the committee's minutes, Marie Land asked if digital media partners were helping with matching funds. Committee Chair Ravenel responded that a MOU is in progress and there are intellectual property issues that need to be addressed. This will hopefully be huge for the College of Charleston and is very exciting.

INSTITUTIONAL ADVANCEMENT COMMITTEE:

Committee members present: Trustees Marie Land (Chair) and John Wood. **Staff Liaisons:** George Watt (Executive Vice President, Institutional Advancement) and Chris Tobin (Vice President for Development). **Volunteer Board Liaisons:** Sharon Kingman (Chair, Foundation Board of Directors), Chuck Baker (President, Alumni Association Board of Directors), and J.J. Lamberson (Treasurer, Cougar Club Board). **Other Campus Executives:** George Hynd (Provost and Executive Vice President, Academic Affairs) and Jennifer Lorenz (Director of Marketing and Communications for Institutional Advancement).

Trustee Land presented the following Institutional Advancement Committee report:

Ms. Land opened the meeting with a reminder that the meeting notice had been posted and the press notified as required by the South Carolina Freedom of Information Act. She called for the approval of the committee minutes for April 19, 2012.

Mr. Chris Tobin presented the College's fundraising summary results for the fiscal year 2012:

- New philanthropic commitments were approximately \$14.7 million, a 52% increase from the same time period last year;
- Total cash receipts to the 13 campus-wide Annual Giving Programs were \$2.8 million, 9% increase over the same period last year. Included in that total is the College of Charleston Fund which raised \$1,178,018, surpassing last year's total;
- Total unique donors to the College were 6,265, up approximately 5% from the same period last year;
- Total cash, stock and in-kind receipts were approximately \$11.2 million, up 21% from the same period last year.

Mr. Tobin provided an update on the status of recently filled positions in the Development Office. Ms. Marijana Boone was hired as the new Director of Advancement Services, Mr. Alexander Niefer was hired as the new Senior Development Officer, and Ms. Emily Padgett was hired as the new Scholarship Coordinator.

- Three positions remain to be filled in the Development department:
 - 1 Web Strategy Manager
 - 1 Senior Development Officer
 - 1 Prospect Research Associate

Mr. Watt provided an update on the College's comprehensive campaign and the anticipated next steps. He reported that approximately \$34 million has been raised thus far. Ms. Lorenz provided an update on the efforts to build the campaign case, theme, title, and message for the campaign and how it will be integrated with the campus and the schools & units. Provost Hynd spoke about recent planning sessions with the deans regarding their campaign priorities and their leadership roles. Mr. Tobin reported that a list of well-cultivated prospects are being approached to make their leadership commitments and select volunteers are being identified to serve as model donors, champions and solicitors in support of the campaign.

Mr. Watt delivered the College of Charleston Foundation's financial report. As of June 30th 2012, the Foundation's endowment was \$58 million and total investment portfolio was \$68 million.

Ms. Land called on the Board Liaisons Mr. Chuck Baker, Ms. Sharon Kingman and Mr. J.J. Lamberson to present the respective vision and strategy of the Alumni Association, Foundation Board, and Cougar Club in support of the College's advancement efforts.

STUDENT AFFAIRS COMMITTEE:

Committee members present: Trustees Don Belk and Toya Pound. **Staff Liaisons present:** Victor Wilson (Executive VP for Student Affairs). **Others present:** Jeri Cabot (Dean of Students and Associate Vice President for Student Affairs), Marjorie Thomas (Associate Vice President for Student Affairs), Deborah Mihal (Director of Disability Services), Lindsey Barr (Manager of Substance Abuse Services), Frank Budd (Director of Counseling and Substance Abuse Services), John Campbell (Director of Residence Life and Housing), Erica Arbetter (President, Student Government Association), Martin Erbele (President, Graduate Student Association), John Bello-Ogunu (Associate Vice President and Chief Diversity Officer), Lynn Cherry (Speaker of the Faculty), and Susan Hartman (Executive Assistant to the Executive Vice President for Student Affairs).

Don Belk chaired the committee for Trustee Demetria Clemons and gave the committee report to the full Board.

I. Discussion Items:

(none)

II. Action Items: (includes Motions/Resolutions):

(none)

III. Information Items:

A. Departmental Update – Disability Services (Deborah Mihal, Director)

1. Deborah Mihal provided an overview of programs offered by the Center for Disability Services. This department offers services currently to 820 students with applications on record for various types of accommodations. The department holds compliance training for Residence Assistants, Residence Hall Directors, and others as well as handling the promotion of increasing awareness of disability needs and services throughout the campus.

B. Update regarding Alcohol Prevention Coalition, a component of AlcoholEdu®

(Lindsey Barr, Manager of Substance Abuse Services)

1. Lindsey Barr provided an overview of the Alcohol Prevention Coalition of which the College of Charleston is a new member. The Coalition consists of 65 universities in the nation who hold agreement to certain standards in reporting and changing the culture of alcohol on campuses. The Coalition's experts offer an audit of existing methods in prevention and intervention and the resources and comparisons with peer institutions across the nation followed by discussions with key stakeholders and a design for further strategies for advancing prevention and treatment. Victor Wilson acknowledged appreciation for the President's support in funding participation in the Coalition.

C. New Staff Update (Victor Wilson, Executive Vice President)

1. Talim Lessane, Director of Upward Bound and Pre-College Programs, promoted to the director level formerly held by Leroy Lewis who retired.
2. Capt. Robert Reese, Director of Public Safety and Deputy Chief of Police, promoted to the director level upon the advancement of Paul Verrecchia to Assistant Vice President.

D. Announcements (Victor Wilson, Executive Vice President)

1. Orientation Sessions: Victor Wilson shared his experience that the parents eagerly share their enthusiasm for the summer Orientation Sessions, the information coordinated by New Student Programs, and their excitement that their children are attending CofC.
2. Move-in Preparation: John Campbell reported that all guaranteed housing requests were met. All available beds are filled.

E. Update from Graduate Student Association (Martin Erbele, GSA President)

1. Martin Erbele shared that the GSA has 10 student associations with most of them being program specific. Further collaboration with the SGA is planned.

Martin added that he would like to be more present and works to advocate for the Graduate School. He is thrilled to collaborate with anyone.

F. Update from Student Government Association (Erica Arbetter, SGA President)

1. Erica Arbetter reported that elections are planned for September, the fall bike auction is planned during Family Weekend, and many other activities will be under way once school begins in the latter part of August.

AD HOC COMMITTEE ON INFORMATION TECHNOLOGY:

Committee members present: Trustees Frank Gadsden (chair), Cherry Daniel, Dwight Johnson

Committee members absent: Trustee John Busch.

Staff Liaisons present: Bob Cape, Senior VP for Information Technology/CIO.

Others present: Greg Padgett, Chair, Board of Trustees; Chip Maloney, Trustee Emeritus; Priscilla Burbage, VP for Fiscal Services; Deanna Caveney, Associate Provost; Lynn Cherry, Speaker of the Faculty Senate; Scott Hess, Huron Consulting; Jamey Rudisell, Information Security Officer.

Trustee Gadsden presented the committee report:

The Ad Hoc Committee on Information Technology was called to order August 2 at 7:45AM in Beatty 201 by Chair Gadsden. Bob Cape presented several discussion and information items.

Following introductions, Bob extended sincere appreciation to the Committee and to the Board for the additional funding provided to IT at July, 2012. He then described four major initiatives enabled by the funding: approximately five-fold increase in Internet capacity; project led by Monica Lavin, Director of Teaching, Learning and Technology to upgrade technology in some of our 300 classrooms (approximately 100 have NO technology); deployment of improved and more complete coverage of wireless networking (25% of campus has no wireless service, and 50% has outdated technology and inadequate wireless capacity); and replacement of deployed but obsolete technology equipment (years in arrears).

Technology support for the North Campus and the Low Country Graduate Center will be improved as IT assumes that responsibility effective July 1, working closely with Dean Godfrey Gibbison and the technology personnel assigned to that location.

Bob Cape, then Scott Hess of Huron Consulting, described the consultancy re IT now begun. The Huron report of the consultancy will be delivered by October, 2012.

The Reporting function previously performed in the Information Services department of IT has been re-assigned effective August 1 to Institutional Research to create organizational focus and leverage available expertise in that unit.

IT staffing continues to be very problematic, with College state-based salaries not Charleston market-competitive for required strong technology talent and expertise. The Network Engineering department has been severely understaffed for many months, unable to satisfy some College mission-critical needs.

IT is working to establish Disaster Recovery / Business Continuity arrangements sufficient to meet College needs. We have satisfactory local and remote backups of our institutional data bases, but lack alternative processing arrangements needed in the worst-case scenario that the Data Center in the Bell building is destroyed.

To help manage the historically unconstrained consumption and concomitant expense for storage capacity, IT is drafting a storage policy that would establish reasonable caps on the amount of data storage available to individuals and departments.

[Break at 10:15 a.m.]

[Meeting resumed at 10:37 a.m.]

NEW BUSINESS:

Chair Padgett noted that on Saturday, August 4, Demetria Clemons will be speaking at the closing of Spectra at the Silcox Gym. Trustees Frank Gadsden and Greg Padgett will also attend the closing ceremony.

Marie Land noted that last year the Board of Trustees gave at 100% and she hopes the same for this year.

Miscellaneous Housekeeping:

Elizabeth Kassebaum noted that SC Bill 1307 passed and they will be scheduling Board elections in January 2013. She is grateful to those Board Members who have continued to serve. Accordingly, the retreat will be delayed until the new Board Members are in place. We are expecting that they may be elected in March 2013 and will immediately begin their service rather than delaying it until July. As such, the new members could be attending the April Board Meeting and we will try and schedule a retreat in June.

Board license plate information will be distributed to the Board sometime in September and parking permits will be mailed by the end of the month.

If anyone needs updated Cougar Club Cards, please let Elizabeth know.

A list of special events will be sent to the Board Members along with new Board Engagement forms, Board Mentoring forms and Board Self-Evaluation forms.

Elizabeth reminded everyone that we have CofC speakers available to speak at professional organization meetings and that list is also available.

And finally, Ms. Kassebaum reminded the Board members that travel vouchers and Board Meeting Surveys are at their places. They were asked to please return the forms at their earliest convenience.

The motion was made by Frank Gadsden, and seconded by Trustee Philip Bell, to go into Executive Session at 10:46 a.m. (1) to consider candidate(s) qualification for honorary degree(s); and (2) to consult with Counsel on litigation, including actual and potential legal claims; and Regulatory Compliance Issues. All in favor.

First, Chair Padgett asked the following staff members, in addition to the President, to remain and attend the Executive Session: Mike Haskins, George Hynd, Steve Osborne, Tom Trimboli, George Watt, Joe Hull, Victor Wilson, Sherrye Carradine, Elizabeth Kassebaum, and Brian McGee.

At 11:15 a.m. Chair Padgett asked that that only the Board, President Benson, Tom Trimboli, Sherrye Carradine, Elizabeth Kassebaum and Brian McGee shall remain in executive session at this time.

At 12:25 p.m. Jeff Shilz left the conference call.

The motion was made by Trustee Joe Thompson, and seconded by Trustee John Wood, to come out of Executive Session at 12:46 p.m. All in favor.

[Regular session resumed at 12:46 p.m. and everyone returned to the Boardroom.]

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

A motion was made by Trustee Joe Thompson, and seconded by Trustee Philip Bell, that Glenn McConnell be approved to serve as Commencement Speaker and receive an honorary degree at the May 2013 Undergraduate Commencement Ceremony. Chair Padgett called for the yeas and nays, and the motion passed unanimously by voice vote.

A motion was made by Trustee Lee Mikell, and seconded by Trustee Dan Ravenel, that the meeting be adjourned at 1:05 p.m. All in favor.

COLLEGE OF CHARLESTON
COLLEGE OF CHARLESTON FOUNDATION
AMENDED AND RESTATED AGREEMENT

This amended and restated agreement is made effective as of the 1st day of January, 2012, by and between the College of Charleston, an educational institution and agency of the State of South Carolina, hereinafter referred to as the “College”; and the College of Charleston Foundation, a non-profit corporation organized and existing under the laws of South Carolina, hereinafter referred to as the “Foundation.”

WITNESSETH

WHEREAS, the College seeks to enhance its ability to raise funds from non-public sources;

WHEREAS, the Foundation is an organization exempt from income tax under section 501(c)(3) and 509(a)(1) of the Internal Revenue Code, in accordance with applicable Treasury regulations “has been organized, and at all times shall be operated, exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the College,” and has the primary purpose as stated in its Bylaws “to promote programs of education, research, student development and faculty development for the exclusive benefit of the College of Charleston;”

WHEREAS, the Foundation desires to obtain from the College, and the College desires to provide to the Foundation, the use of office space, personnel, computer time and related services to facilitate the work of Foundation for the benefit of the College;

WHEREAS, the College desires to lease from the Foundation, and the Foundation desires to lease to the College, certain real property of the Foundation for use as residence halls, program and office space;

WHEREAS, the College and the Foundation entered into an Agreement dated December 5, 2005 (as amended by an Addendum entered into in September 2007, the “Original

Agreement”) for the purpose of governing their relationship with respect to the foregoing and certain other matters; and

WHEREAS, the College and the Foundation desire to amend and restate the Original Agreement.

NOW, THEREFORE, the College and the Foundation hereby agree to amend and restate the Original Agreement so that it shall read in its entirety as set forth in this amended and restated agreement (this “Agreement”), to wit:

1. Administrative Support of the Foundation

- 1.1 The College shall provide to the Foundation the following support as necessary to carry out the normal and regular functions and operations of the Foundation’s business:
 - (a) the services of College personnel, including clerical, accounting, and other reasonable administrative support, it being understood that such personnel will retain their status as employees of the College and will be governed by applicable College rules, regulations, policies and procedures and that services relating to the disbursement of funds shall be provided in a manner consistent with applicable law;
 - (b) computer services and programming services through the College’s Office of Information Technology; and
 - (c) telephone and computer equipment and technical support and maintenance of the same.
- 1.2 The College and the Foundation shall share the services of the College’s Office of Development and Institutional Advancement and shall share the salary and non-salary operating expenses of the Office of Development and Institutional Advancement in amounts to be determined by mutual agreement annually during the College’s and the Foundation’s budget process.
- 1.3 The College shall provide and maintain space for the Office of Institutional Advancement and meeting space as required by the Foundation’s Board.
- 1.4 The President of the College shall assume a prominent role in fund-raising activities of the Foundation.

2. Foundation-owned Property

The Foundation shall lease Foundation-owned properties to the College pursuant to the terms of written lease agreements.

3. Foundation Support of the College

3.1 The Foundation and the College shall coordinate their fund-raising efforts for the College and cooperate in the application of gifts and gift income received by the Foundation for the benefit of the College and College-affiliated programs. Recognizing the purpose and operations of the Foundation, it is the general policy of the College to delegate receipting, management and administration of all private philanthropy benefitting the College to the Foundation. The Foundation is authorized by the College to directly receive all gifts designated for the College. All donors to the College shall receive receipts in conformity with IRS requirements. All private philanthropy designated for the benefit of the College shall be reported to the College by the Foundation on a periodic basis.

3.2 The Board of Trustees is responsible for determining the compensation of the President of the College. The College agrees that the Board of Trustees will consult with the Executive Committee of the Foundation prior to entering into any proposal with respect to compensation or financial support with the President for which the College will request compensation or financial support from the Foundation. The College agrees that it will consult with the Executive Committee of the Foundation prior to entering into any proposal with respect to compensation or financial support with any other officer, employee, or independent contractor of the College for which the College will request compensation or financial support from the Foundation. Notwithstanding anything to the contrary contained herein, any binding commitment of the Foundation to provide any such compensation or financial support of the President or any other officer, employee, or independent contractor of the College shall be subject to the approval of the Board of Directors of the Foundation under such procedures as the Board of Directors of the Foundation may adopt from time to time.

- 3.3 The Board of Trustees of the College is responsible for decisions relating to the selection, hiring and retention of the President of the College. The Foundation will assist the Board of Trustees in such process by providing evaluations of the President of the College with regard to Foundation related matters. The Board of Trustees will, to the extent practicable, give the Board of Directors of the Foundation a reasonable opportunity to provide such evaluations.
- 3.4 The Foundation will have input in decisions of the College relating to the selection, hiring, retention, compensation and evaluation of senior officers of the College who simultaneously serve as senior officers of the Foundation.

4. Foundation Financial Statements and Other Information

The Foundation shall cause an annual audit to be performed by its external independent auditors and provide the College with a copy of the Foundation's most recent audited financial statements along with the current roster of the Directors of the Foundation. The Foundation annually shall submit such audit and roster to the College in a timely manner by a date agreed upon annually by the Foundation and the College.

5. Ex-officio, Non-Voting Representation on the Foundation's Board of Directors

The President of the College and the Senior Advancement Officer of the College and such other persons as may be designated by the By-Laws of the Foundation in its discretion shall serve as non-voting, ex-officio directors of the Foundation.

6. Tax-Exempt Status

The Foundation shall maintain and observe all state and federal requirements of a 501(c)(3) tax exempt organization.

7. 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) 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 notice to the other party.

If to the College:
College of Charleston
Charleston, SC 29424
Attn: Legal Counsel

If to the Foundation:
College of Charleston Foundation
11 College Way, Charleston, SC 29424.
Attn: President

8. 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.

9. Term

This Agreement is for a twelve-month term commencing January 1, 2012. This Agreement shall hereafter automatically renew each year for an additional period of twelve months unless otherwise terminated. This Agreement shall be terminated effective on December 31 of the then effective calendar year by one party providing notice of intent to terminate this Agreement to the other party at least sixty (60) calendar days prior to December 31 of the calendar year in which the Agreement is then in effect.

10. Amendments.

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

11. 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.

12. 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.

The remainder of this page is intentionally left blank.

IN WITNESS WHEREOF the parties have made this Agreement effective as of the day and year first above written.

COLLEGE OF CHARLESTON

By: _____

Gregory D. Padgett,
Chairman, Board of Trustees

Date: _____

COLLEGE OF CHARLESTON FOUNDATION

By: _____

Kenneth S. Gustafson,
Chairman, Foundation Board

Date: _____