

College of Charleston Board of Trustees Governance Guidelines

PURPOSE STATEMENT

In keeping with the institutional mission and values articulated in the College's Strategic Plan, College of Charleston Board of Trustees strives to ensure best practices in good governance among its members, to promote higher education excellence throughout the institution and to aid Board members in implementing and supporting the College's Strategic Goals. To that end, the following documents are provided below: College of Charleston Board of Trustees Oath of Office, Code of Conduct and Statement of Commitment; Board of Trustees Self-Evaluation Policy and Survey and Trustee Ethics Compliance Disclosure Form.

Board of Trustees Oath of Office, Code of Conduct and Statement of Commitment

The Board of Trustees adopted their Oath of Office, Code of Conduct and Statement of Commitment at the August 6, 2021 Board of Trustees meeting after presentation by Board of Trustees Audit and Governance Committee Vice Chair Tav Swarat. The current Board Members signed the document at the October 22, 2021 Board of Trustees Meeting upon the adoption of the Board Bylaws amendment referencing the document in the Board Bylaws Article IV. New Trustees will sign the Board of Trustees Oath of Office, Code of Conduct and Statement of Commitment at their New Board Member Orientation. All Trustees will be reminded of the document at the April Board Meetings when they sign their annual Ethics Compliance Disclosure Form.

Oath of Office

I do solemnly affirm that I am duly qualified, according to the laws and constitution of the State of South Carolina, to serve and exercise the duties of Trustee of the College of Charleston, and that I will, to the best of my ability, discharge the duties of Trustee with dedication and integrity, mindful of my fiduciary obligations to the institution, and consistent with the public trust placed in me.

Code of Conduct and Statement of Commitment

Serving on the Board of Trustees of the College of Charleston (hereinafter "Board") is an honor bestowed by representatives of the citizens of South Carolina. As a member of the Board, I take pride in my service and I am committed to the fiduciary principles that define my responsibilities and the scope of my authority.

By signing this Code of Conduct and Statement of Commitment, I endorse and accept the important responsibilities that define my role as a member of the Board. Accordingly, I hereby affirm and publicly commit to the following guiding principles and core values:

1. I have a clear and ongoing commitment to the essential fiduciary responsibilities of service on the Board and I will take part in periodic board education programs including ongoing reviews of fiduciary principles in order to continually improve my service.

2. As a fiduciary, I recognize that the Board acts in a transparent, honest, fair and respectful manner in order to contribute to the mission and strategic priorities of the College of Charleston.
3. I am committed to a healthy culture of board governance, one that is committed to goodwill and dedicated to sustaining the trust and support for the College of Charleston constituency stakeholders.
4. I understand that as a Board member I should seek to add value to the Board's strategy and policy responsibilities by providing leadership as assigned and by asking relevant strategic questions, offering specific suggestions, and challenging as appropriate, while maintaining a spirit of civility and avoiding being a disruptive member of the fiduciary body.
5. I understand that the reputation of the College of Charleston is fundamentally related to the quality of the Board's leadership and actions. I will, within the scope of my authority, ensure that the College's reputation will be protected and I will not be part of any activities that might compromise or diminish our core values. I will support efforts to maintain legal standards and reinforce those values campus wide.
6. As an elected or appointed member of the Board, I will adhere to the College of Charleston's policies that protect against compromising my fiduciary responsibility to actively resist any efforts to influence my decisions or that might compromise my independent judgment. I acknowledge that each Trustee owes a duty of faithful and diligent service and shall act in the best interest of the College of Charleston.
7. I acknowledge that as a Board member I shall work to be supportive of presidential leadership and ensure the President has the encouragement, endorsement and support to further the goals of the institution, including support of the Strategic Plan adopted by the Board on May 7, 2020. I also accept my role in holding the president accountable for the effective management of the College of Charleston.
8. I am mindful that as a Board member my authority comes in the form of adding value to Board policy consideration and that no individual member of the Board has authority to act on its behalf unless specifically requested to do so by the Board or its leadership.
9. I commit to maintaining the highest standard of ethical behavior, including compliance with the South Carolina Ethics, Government Accountability, and Campaign Reform Act of 1991, as amended, Board of Trustees Bylaws, and Ethics Policy of the College of Charleston. I recognize that conflict of interest – whether material or in appearance – can create uncertainty and distrust and should be avoided.
10. I recognize that as a Board member I must refrain from active or indirect engagement in College of Charleston or campus operations or efforts to influence the management of staff throughout the College of Charleston. I will ask the Board secretary or the College's President when I need information that is not readily available unless other communication is necessary in order to receive information essential to the discharge

of my responsibilities as a Board member or my understanding of an issue to be considered by the Board.

11. I recognize the President is the primary spokesperson for the College of Charleston and the Board Chair is the primary spokesperson for the Board, and that authority resides only with the Board as a whole and not its individual members. I will maintain in a confidential manner all matters and information that are the sole province of the Board and the President.
12. I realize the importance of preparing for and participating in all official Board meetings, the meetings of the Board's committees to which I have been appointed and other functions and appropriate events in support of the College of Charleston. I will give the College high priority and acknowledge that a trustee must sacrifice time and resources to promote the mission and goals of the College. I take pride in making annual financial contributions to the institution in accordance with my personal circumstances.
13. I respect the leadership role of the President, Board chair and committee chairs to finalize meeting agendas, and I respect my Board colleagues and their delegated work as members of committees on which I am not a member.
14. I understand the expectation that I should communicate promptly to the Board chair and President any concerns I have related to the College of Charleston's well-being. I will communicate promptly any significant concerns or complaints to the Chair or the President while fostering openness and trust between the Board and the administration.
15. I recognize that no Board member is entitled to request actions that violate written policies or that jeopardize fiduciary standards and Board independence, or to request special privileges as a member of the Board.
16. I will participate in periodic evaluations of the College of Charleston leadership relative to its mission, and I will participate in Board self-assessment and work with the board to improve governance regularly.
17. I acknowledge and agree that if any Board member reasonably believes a colleague on the Board has violated the terms of this Code of Conduct and Statement of Commitment, he/she shall inform the Board chair who may refer the matter to the Audit and Governance Committee of the Board.

Signature of Board Member

Date

Disclaimer: After diligent examination of USC's Code of Conduct and Clemson University's Board of Trustees Manual Appendix E (Trustee Code of Conduct and Responsibilities) and other

good governance and best practices research, the Board adopted similar principles in its own College of Charleston Board of Trustees “Oath of Office, Code of Conduct and Statement of Commitment”.

Board of Trustees Self-Evaluation Policy

In accordance with the SACSCOC Bylaws, the Principles of Accreditation are reviewed and revised periodically. Over time, the Principles have undergone a few major changes, most notably in the recent revision in the Principles, SACSCOC added a new standard on Board self-evaluation.

Standard 4.2g: The governing board defines and regularly evaluates its responsibilities and expectations. (Board self-evaluation).

This new standard recommends the Board to have a self-evaluation policy, an evaluation tool, and a schedule for self-review. A new policy was drafted to meet the requirements of the standard. Internal feedback was solicited before finalizing the draft of the policy. The revised draft was then circulated to Trustee Golding, Trustee Clemons, and Chair Hay. Based on their feedback, further revisions were incorporated to develop the final draft.

This policy was approved by the Board on Friday, August 10, 2018.

Board of Trustees Self-Evaluation Survey

After the August Board meeting, a link to the anonymous on-line Board of Trustees’ self-evaluation survey will be distributed via email to be completed and returned by the middle of September. The tabulated results will be discussed at the October Audit and Governance Committee Meeting and a written follow-up report will guide in ensuring the results are used and any issues addressed.

Select [2.1 Board Self-Evaluation Policy 08.09.2018](#) to view

Part A Mission and Planning

1. How frequently does the Board review the institutional mission?
 - Always
 - Often
 - Sometimes
 - Rarely
 - Never

2. How regularly does the Board discuss future needs and direction of the College, and appropriately monitor the implementation of the College’s Strategic, educational and facilities master plans?
 - Always
 - Often

- Sometimes
- Rarely
- Never

Part B Policy Role

3. The Board establishes policies consistent with the mission statement to ensure the quality, integrity, and improvement of student learning programs and services and the resources necessary to support them.
 - Strongly agree
 - Agree
 - Neither agree nor disagree
 - Disagree
 - Strongly disagree
4. The Board has policies for effective fiscal management and internal control and assures the budget reflects priorities in the College's Strategic Plan.
 - Strongly agree
 - Agree
 - Neither agree nor disagree
 - Disagree
 - Strongly disagree
5. The Board acts in a manner consistent with its policies, Governance Guidelines and Bylaws. The Board regularly evaluates its policies and practices and revises them as necessary.
 - Strongly agree
 - Agree
 - Neither agree nor disagree
 - Disagree
 - Strongly disagree

Part C Board-President Relations

6. The Board delegates full responsibilities of the administration of the College to the President.
 - Strongly agree
 - Agree
 - Neither agree nor disagree
 - Disagree
 - Strongly disagree

7. The Board sets and communicates clear expectations for President's performance and regularly evaluates it.
 - Strongly agree
 - Agree
 - Neither agree nor disagree
 - Disagree
 - Strongly disagree

Part D Board/Administration Distinction

8. The Board members clearly understand the distinction, in writing and practice, between their policy-making functions and the responsibility of the administration and faculty to administer and implement policies.
 - Strongly agree
 - Agree
 - Neither agree nor disagree
 - Disagree
 - Strongly disagree

Part E Educational Programs and Services

9. The governing Board has ultimate responsibility for educational quality, legal matters, and financial integrity.
 - Strongly agree
 - Agree
 - Neither agree nor disagree
 - Disagree

- Strongly disagree

10. How knowledgeable is the Board about the College's educational programs and services?

- Extremely knowledgeable
- Moderately knowledgeable
- Somewhat knowledgeable
- Slightly knowledgeable
- Not knowledgeable at all

11. The Board understands and protects academic freedom and student academic honesty.

- Strongly agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly disagree

12. How frequently does the Board receive and review reports on institutional effectiveness?

- Always
- Often
- Sometimes
- Rarely
- Never

Part F Fiduciary Role

13. How regularly does the Board review the annual audit and monitor responses to recommendations?

- Always
- Often
- Sometimes
- Rarely
- Never

14. The Board regularly receives and reviews reports on the financial status of the institution.

- Strongly agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly disagree

15. How effectively does the Board perform the following functions?

	Extremely effectively	Moderately effectively	Somewhat effectively	Slightly effectively	Not at all effectively
Reviews and approves College budget and tuition.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Reviews financial management and accounting systems.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Issues revenue bonds as provided by law.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Oversees the funding of the College's yearly operation plans and the financing of the College's long term capital needs.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Part G Conflict of Interest

16. The Board members uphold and comply with College's Ethics Policy and South Carolina State Ethics Commission Rules of Conduct.

- Strongly agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly disagree

17. The Board has polices in place to ensure that it is not subject to undue influence by a minority of members or by external forces.

- Strongly agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly disagree

18. The Board members have consistently exercised objective and independent judgement for the organization as a whole and not only for particular part(s) of it.

- Strongly agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly disagree

Part H Board Meetings

19. The Board meetings are conducted in a manner that ensures open communication, meaningful participation, and sound resolution of issues.

- Strongly agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly disagree

20. The Board's meeting agendas are well planned and the meeting minutes provide sufficient details to capture the results of the deliberations.

- Strongly agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly disagree

21. The Board has an adequate number of standing committees and current committee assignment is reasonable and effective.

- Strongly agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly disagree

Part I Board Education

22. The Board members engage in a regular and ongoing process of in-service training and continuous improvement.

- Strongly agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly disagree

23. The Board evaluation process will help the Board enhance its performance.

- Strongly agree
- Agree
- Neither agree nor disagree
- Disagree
- Strongly disagree

Part J Board Satisfaction

24. How satisfied have you been with each of the following?

	Completely satisfied	Very satisfied	Moderately satisfied	Slightly satisfied	Not at all satisfied
The accomplishments the Board has achieved so far.	o	o	o	o	o

The overall effectiveness of Board management and organization. 0 0 0 0 0

The degree to which Board members adhere to Board ethical requirements. 0 0 0 0 0

The degree to which your contributions to the Board are valued. 0 0 0 0 0

The overall satisfaction serving as a Board member. 0 0 0 0 0

Part K Open Ended Questions

- 25. What are the Board’s greatest strengths?
- 26. What are the areas in which the Board could improve?
- 27. Please use this space to share any additional comments and suggestions.

Board of Trustees Ethics Disclosure Compliance

At the January 27, 2017 Board of Trustees Meeting, the Audit and Governance Committee, chaired by Trustee Henrietta Golding, moved and the Board approved the annual completion of the Disclosure of Ethics Compliance Form by every Board member, certifying each respective member’s full compliance with the South Carolina Ethics, Government, Accountability, and Campaign Reform Act of 1991 (“State Ethics Act”), cited in Title 8, Chapter 13 of the South Carolina Code of Laws and all related procedures and regulations, including related College of Charleston policies and procedures. The form is signed annually by all Trustees at the April Board of Trustees Meetings.

DISCLOSURE OF ETHICS COMPLIANCE FORM

I, the undersigned member of the College of Charleston Board of Trustees, do hereby certify that I:

- 1. Have timely filed my Statement of Economic Interests with the South Carolina State Ethics Commission.
- 2. Have read and understand the Ethics Policy of the College of Charleston.
- 3. Have not in the past 12 months been fined by the South Carolina State Ethics Commission for violation or noncompliance with the South Carolina Ethics, Government, Accountability, and Campaign Reform Act of 1991 (“State Ethics Act”).

4. Have read and fully complied with the State Ethics Act and its regulations.
5. Am not nor have been the subject of any formal criminal proceedings in any state or federal courts within the last 12 months, other than minor traffic infractions.

Print Name: _____

Signature: _____

Date: _____

The [link](#) to the Ethics Compliance Disclosure, Form 1.6.18.

NOTE: The Board adopted the College of Charleston Board of Trustees Oath of Office, Code of Conduct and Statement of Commitment at the August 6, 2021 Board of Trustees Meeting. That document is incorporated into the Board of Trustees Governance Guidelines which was also amended to include the Board of Trustees Ethics Compliance Disclosure Form.