

4.1 Governing board characteristics

The institution has a governing board of at least five members that:

- (a) is the legal body with specific authority over the institution;
- (b) exercises fiduciary oversight of the institution;
- (c) ensures that both the presiding officer of the board and a majority of other voting members of the board are free of any contractual, employment, personal, or familial financial interest in the institution;
- (d) is not controlled by a minority of board members or by organizations or institutions separate from it; and
- (e) is not presided over by the chief executive officer of the institution.

Compliance Judgment: In Compliance

Rationale

Legal body with authority over the institution. The Board of Trustees of the University of South Carolina was created on December 19, 1801 by virtue of [§59-117-10 et seq.](#)^[1], Code of Laws of South Carolina to have authority over all institutions in the University of South Carolina system. The institutions that constitute the University of South Carolina are delineated in the [Bylaws of the USC Board of Trustees](#)^[2] and include a research institution (USC Columbia), three comprehensive institutions (USC Aiken, USC Beaufort, USC Upstate) and four 2-year regional campuses (USC Lancaster, USC Salkehatchie, USC Sumter, USC Union). The [USC system organizational chart](#)^[3] illustrates the USC system structure and the relationship of USC Aiken to the USC Board of Trustees.

Governing board of at least five members. As stipulated in [Section 10 of the 59-117 Code of Laws](#)^[4], the [Board of Trustees of the University of South Carolina](#)^[5] is composed of three ex-officio members - the Governor of the State (or his designee), the State Superintendent of Education, and the President of the Greater University of South

Carolina Alumni Association; seventeen other members including one member from each of the sixteen judicial circuits to be elected by the general vote of the General Assembly and one at large member appointed by the Governor.

Pursuant to the [South Carolina Code of Laws §59-117-20](#) ^[6] and the [Board of Trustees Bylaws, Article II, Section 2](#) ^[7], the regular term of office for each member elected by the General Assembly is four years with the terms commencing on July 1 of the year of election and expiring on June 30 four years later. The terms are staggered by Judicial Circuits as prescribed by the Legislature. Currently, members from the 1st, 3rd, 5th, 7th, 9th, 11th, 12th and 13th Judicial Circuits are elected at one time and members from the 2nd, 4th, 6th, 8th, 10th, 14th, 15th and 16th Judicial Circuits are elected two years later. The Board of Trustees Bylaws further state in Section 3 that "if a vacancy occurs among the sixteen members elected by the General Assembly when the General Assembly is not in session, the Governor may fill such vacancy by appointment until the next session of the General Assembly."

Exercises fiduciary oversight of the institution. The powers of the Board are prescribed by the provisions of the [South Carolina Code of Laws §59- 117-40](#) ^[8] and include among other things the power "to accept, receive and hold all moneys or other properties, real and personal, that may be given, conveyed, bequeathed or devised to the University and to use them for the benefit of the University." The duties and responsibilities of the Board of Trustees are outlined in the [Board of Trustees Bylaws, Article IV, Section 1](#) ^[9] and include the fundamental responsibilities to "define the mission, role and scope of the University System and each of its major component institutions,... establish the general policies of the University System,... lay out the University System's broad program of educational activity, ...approve the budget for the next fiscal year, and...provide ultimate accountability to the public and the General Assembly." Responsibilities of each individual member of the Board of Trustees are specified in the [Board of Trustees Bylaws, Article III](#) ^[10] and include among other things honoring "his/her fiduciary responsibility to the University System and the Board as a whole."

The University of South Carolina's Board of Trustees is an active governing body. The Secretary keeps minutes of the proceedings of the Board and each committee. The guidelines for the Board meetings, including the meeting schedule, agendas, minutes of the Board and committee proceedings are described in detail in the [Board of Trustees Bylaws, Articles IX and X](#).^[11] The University of South Carolina Board of Trustees regularly takes actions relative to USC Aiken that are recorded in the Board of Trustees meeting minutes. Illustrative actions taken in the last couple of years are presented in Table 4.1 with links to minutes. These documents demonstrate that the Board of Trustees exercises fiduciary oversight of USC Aiken.

Table 4.1. Illustrative Board Actions Related to USC Aiken over the Past 2 Years

Date	Action (with link to minutes)
June 7, 2019	Approval of designated fund budget for scholarships ^[12] and approval to modify two academic programs ^[13] on the USC Aiken campus.
Apr 29, 2019	Approval of Phase 1 to replace an HVAC system in the Penland Building ^[14] at USC Aiken and approval of a 5-year Comprehensive Permanent Improvement Plan ^[15] for the campus.
Mar 15, 2019	Approval of several new academic programs ^[16] at USC Aiken.
Feb 8, 2019	Building and grounds approvals to fund phase II design and construction of the USC Aiken Scholars Academy ^[17] and to fund USC Aiken theatre stage rigging replacement ^[18] .
Dec 18, 2018	A building and grounds approval to fund interior renovations to the Humanities and Social Science Building ^[19] and approval to add a new Engineering concentration to the BS in Chemistry program ^[20] .
Sept 19, 2018	A building and grounds approval to fund Phase II design and construction of the USC Aiken Maintenance building ^[21] and approval of the 2019 Faculty manual ^[22] .
Aug 17, 2018	Resolution to issue State Institution Refunding bonds ^[23] to, among other things, fund projects on the USC Aiken campus.
July 11, 2018	Approval of USC System budget ^[24] for fiscal year 2019.
June 22, 2018	Approval of a seven-year contract for dining services with Aramark ^[25] for USC Aiken and approval of honorary academic titles of retired personnel ^[26] .
June 8, 2018	Approval of designated fund budget ^[27] for scholarships.
Apr 20, 2018	A building and grounds approval to fund phase I design and construction of the USC Aiken Scholars Academy ^[28] and approval of modifications to the BA in Music Education program ^[29] .
Feb 9, 2018	A building and grounds approval to fund roof replacement to the USC Aiken Convocation Center ^[30] .

Free of any contractual, employment, personal, or familial financial interest in the institution. Neither the presiding officer of the Board nor any of the other voting members has contractual, employment, personal, or familial financial interest in the institution. As stipulated in the [Board of Trustees Bylaws, Article II, Section 4](#) ^[31], the voting members of the Board of Trustees serve without compensation but are entitled to draw per diem and expenses. The Board of Trustees has a policy addressing [conflict of interest](#) ^[32] for its members. The policy states that members of the Board of Trustees who have a conflict of interest “shall abstain from any discussion with any Board member, formal or informal, and any vote regarding the transaction or arrangement that results in the conflict of interest.”

Among the individual trustee responsibilities specified in [Article III of the Board of Trustees Bylaws](#) ^[10], board members are to “avoid conflicts of interest and self-dealing with the University; and refrain from engaging in personal agendas that conflict with actions of the Board or the advancement of the institution as a whole.”

Not controlled by a minority of board members or by organizations or institutions separate from it. The Board has several procedures to ensure it is not controlled by a minority of board members or outside organizations. The process for the Board meetings is delineated in [Article X of the Board of Trustees Bylaws](#) ^[33] and includes a roll call to ensure the presence of a quorum before actions are taken. As specified in Section 2 of Article X of the Board of Trustee Bylaws, “eleven members of the Board shall constitute a quorum for the transaction of business.” Further, as stipulated in [Sections 10 and 11 of Article X of the Board of Trustee Bylaws](#) ^[34], “the use of proxies for purposes of determining a quorum, for voting, or for any other purposes shall not be permitted.” Issues that come before the Board are, “determined by a majority vote of the members present.” The results of the roll call and the presence of members to meet quorum are noted in the minutes of each meeting, as illustrated in the minutes of meetings held [June 22, 2018](#) ^[35] and [February 8, 2019](#). ^[36]

Not presided over by the chief executive officer of the institution. As stipulated in [Article VI of the Board of Trustees Bylaws](#) ^[37], the Ex Officio Chairman of

the Board is the Governor of South Carolina who, when present, presides at all meetings of the Board. A permanent Chairman of the Board presides at all meetings of the Board in the absence of the Ex Officio Chairman and serves as the spokesperson of the Board. The [roster of the Board of Trustees](#) ^[5] identifies the ex officio chair of the Board of Trustees as Governor Henry McMaster. The Chairman of the Board of Trustees is John C. von Lehe. An examination of the roster of board members shows that the chief executive officer of USC Aiken, Chancellor Sandra J. Jordan, is not a member of the Board of Trustees. The authority and duties of the Chancellor are delineated in [Section 3 of Article XII of the Board of Trustees Bylaws](#) ^[38]; these duties do not include membership on the Board of Trustees.

Supporting Documents

1. [South Carolina Code of Laws: §59-117-10 et seq.](#)
 2. [USC Board of Trustees Bylaws](#)
 3. [USC System Organizational Chart](#)
 4. [South Carolina Code of Laws: §59-117-10](#)
 5. [Roster of the Board of Trustees](#)
 6. [South Carolina Code of Laws: §59-117-20](#)
 7. [Board of Trustees Bylaws, Article II, Section 2](#)
 8. [South Carolina Code of Laws: §59-117-40](#)
 9. [USC Board of Trustees Bylaws, Article IV, Section 1](#)
 10. [USC Board of Trustees Bylaws, Article III](#)
 11. [USC Board of Trustees Bylaws, Articles IX and X](#)
 12. [BOT Meeting June 7, 2019 Minutes: Scholarship Fund Budget](#)
 13. [BOT Meeting June 7, 2019 Minutes: Academic Program Modifications](#)
 14. [BOT Meeting April 29, 2019 Minutes: Phase 1 HVAC Replacement](#)
 15. [BOT Meeting April 29, 2019 Minutes: CPIP](#)
 16. [BOT Meeting March 15, 2019 Minutes: New Academic Programs](#)
 17. [BOT Meeting February 8, 2019 Minutes: Aiken Scholars Academy](#)
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18. [BOT Meeting February 8, 2019 Minutes: Theatre Stage Rigging Replacement](#)
19. [BOT Meeting December 18, 2018 Minutes: Building Renovations](#)
20. [BOT Meeting December 18, 2018 Minutes: New Academic Concentration](#)
21. [BOT Meeting September 19, 2018 Minutes: Phase II Maintenance Building](#)
22. [BOT Meeting September 19, 2018 Minutes: Faculty Manual](#)
23. [BOT Meeting August 17, 2018 Minutes: State Institution Refunding Bonds](#)
24. [BOT Meeting July 11, 2018 Minutes: Budget Approval](#)
25. [BOT Meeting June 22, 2018 Minutes: Aramark Contract](#)
26. [BOT Meeting June 22, 2018 Minutes: Honorary Academic Titles](#)
27. [BOT Meeting June 8, 2018 Minutes: Scholarship Fund Budget](#)
28. [BOT Meeting April 20, 2018 Minutes: Phase 1 Aiken Scholars Academy](#)
29. [BOT Meeting April 20, 2018 Minutes: Academic Program Modification](#)
30. [BOT Meeting February 9, 2018 Minutes: Roof Replacement](#)
31. [USC Board of Trustees Bylaws, Article II, Section 4](#)
32. [Board of Trustees Conflict of Interest Policy](#)
33. [USC Board of Trustees Bylaws, Article X](#)
34. [USC Board of Trustees Bylaws, Article X, Sections 10 & 11](#)
35. [BOT Meeting June 22, 2018 Minutes: Role Call for Quorum](#)
36. [BOT Meeting February 8, 2019 Minutes: Role Call for Quorum](#)
37. [USC Board of Trustees Bylaws, Article VI](#)
38. [USC Board of Trustees Bylaws, Article XII, Section 3](#)