The official minutes of the University of South Carolina Board of Trustees are maintained by the Secretary of the Board. Certified copies of minutes may be requested by contacting the Board of Trustees’ Office at trustees@sc.edu. Electronic or other copies of original minutes are not official Board of Trustees' documents.

University of South Carolina
BOARD OF TRUSTEES

August 9, 2013

The University of South Carolina Board of Trustees met on Friday, August 9, 2013, at 12:20 p.m. in the Campus Room at Capstone.

Members present were: Mr. Eugene P. Warr, Jr., Chairman; Mr. Chuck Allen; Mr. Robert “Eddie” Brown; Mr. J. Egerton Burroughs; Mr. Mark W. Buyck, Jr.; Mr. Thomas C. Cofield; Mr. A.C. “Bubba” Fennell; Dr. C. Edward Floyd; Mr. William W. Jones, Jr.; Mr. Toney J. Lister; Mr. Miles Loadholt; Mr. Hubert F. Mobley; Ms. Leah B. Moody; Dr. C. Dorn Smith, III; Mr. John C. von Lehe, Jr.; Mr. Thad H. Westbrook; Mr. Mack I. Whittle, Jr.; and Mr. Charles H. Williams. Mr. William C. Hubbard participated by telephone and Dr. Mitchell M. Zais was absent.

Also present were faculty representative Dr. James H. Knapp and student representative Chase Mizzell.

Members of the Board of Visitors were invited to attend the meeting and join the Board members for lunch afterwards. Members of the Board of Visitors in attendance included: William O. Buyck Jr.; Chip Felkel; Tony Floyd; Tony Gilreath; Rev. Dr. Charles Jackson; Dr. Henry L. Jolly; Charles Edward Kinsey Jr.; Melissa Moïse McLeod; Julia Ann Mims; Elizabeth (Scott) Moïse; Dilip Patel; Elizabeth Phibbs; G. Fred Tolly III; Linda Vereen; and Sister Wimberly.

Others present were: President Harris Pastides; Secretary Amy E. Stone; General Counsel Walter “Terry” H. Parham; Vice President for Academic Affairs and Provost Michael D. Amiridis; Chief Financial Officer Edward L. Walton; Vice President for Student Affairs and Vice Provost for Academic Support Dennis A. Pruitt; Vice President for Information Technology and Chief Information Officer William F. Hogue; Vice President for Human Resources Chris Byrd; Vice President for Research Prakash Nagarkatti; Interim Vice President for Development and Alumni Relations Susan Lee; Interim Vice President for Communications Wes Hickman; Chancellor of USC Beaufort Jane Upshaw; Palmetto College Chancellor Susan A. Elkins; USC Upstate Chancellor Tom Moore; Senior Vice Provost and Director of Strategic Planning Christine W. Curtis; Dean of the School of Law Robert M. Wilcox; Dean of the College of Nursing Jeannette Andrews; Associate Vice President for Business and Finance and Budget Director,
Chairman Warr called the meeting to order and stated that notice of the meeting had been posted and the press notified as required by the Freedom of Information Act; the agenda and supporting materials had been circulated; and a quorum was present to conduct business. Mr. Hickman introduced members of the media in attendance: Amanda Coyne with The Daily Gamecock; Andy Shain with The State Newspaper; Drew Brooks with The Herald-Journal.

Chairman Warr welcomed everyone and then invited the Reverend Father Michael A. Platanis, representing USC’s Orthodox Christian Fellowship, to deliver the invocation.

Chairman Warr stated that there were personnel matters appropriate for executive session and called for a motion to enter executive session. Mr. Jones so moved and Dr. Smith seconded the motion. The vote was taken and the motion carried.

Chairman Warr invited the following persons to remain: Trustees, President Pastides, and Secretary Stone.
I. APPROVAL OF MINUTES

The following six sets of minutes were on the Board Portal for review and were presented for approval:

A. Joint Meeting of the Executive Committee and the Health Affairs Committee, June 10, 2013
B. Academic Affairs and Faculty Liaison Committee, June 17, 2013
C. Intercollegiate Athletics Committee, June 17, 2013
D. Executive Committee, June 17, 2013
E. Board of Trustees, June 17, 2013
F. Audit and Compliance Committee, July 10, 2013

There were no additions, deletions or corrections to the minutes; therefore, they stood approved as distributed.

II. APPOINTMENTS TO THE BOARD OF VISITORS:

Chairman Warr stated that nominations for appointments to the Board of Visitors had been received and were posted on the Board Portal for this meeting.

Chairman Warr called for a motion to approve the nominations to the Board of Visitors [Exhibit A] as presented. Ms. Moody so moved and Dr. Smith seconded the motion. The vote was taken and the motion carried.

III. COMMITTEE REPORTS

A. Audit and Compliance Committee
(The Honorable J. Egerton Burroughs, reported)

Mr. Burroughs reported that the committee met on July 10, 2013, and received information on the following topics.

1. Internal Audits:
   a. Darla Moore School of Business Capital Project: This was the first progress report on the $100 million capital project. The audit focused on four areas: contractor payment applications ($38,058,042); change orders; architectural and construction management fees; and insurance and bonding coverage. No material weaknesses were found during the course of the audit process. The committee will receive its next quarterly update at its October 2013 meeting, and a formal report in early 2014. Mr. Walton reported that the project was both on time and on budget, with a move-in date scheduled for May 2014.
   b. Study Abroad Office: The audit observed that the strong growth in student participation in study abroad programs is consistent with the Provost’s strategic goal. However,
the Study Abroad Office (SAO) resources are “spread thin.” One shortage is in “human” resources; evident by the fact that the University’s advisor-student ratio is higher than most of its peer and peer-aspirant institutions. Also, the office’s current financial resources limit its recruitment goals and challenge its ability to offer quality programs.

c. **USC Lancaster Native American Collections:** The fieldwork phase of the audit is complete. The audit staff is in the process of finalizing the audit report. Given the unique nature of the special collection items, the inventory procedures included confirmation of the existence of collection pieces. Moreover, the sample selection process included confirming that the twenty-five most valuable pieces of the collection were in place. These twenty-five pieces are worth approximately $100,000. The entire collection has approximately 1,400 unique items. The audit report will be ready for the Committee’s October 2013 meeting.

d. **Tracking Report:** Mr. Iapalucci anticipated that 80 percent of the outstanding audit findings will be cleared by the end of August. He is fairly confident based on progress reports that good headway is being made to resolve these findings.

2. **External Audits – Elliott Davis:** Mr. McNeish briefed the committee on the following topics: Audit Opinion Standards; New Reporting Disclosures – Service Concession Agreement; and the Governmental Accounting Standards Board (GASB); standard related to Pension Obligation.

   The committee was provided informational copies of its Planning Matrix and its Charter. Mr. Iapalucci also presented and reviewed the 2013/2014 Internal Audit Plan.

   The Internal Audit Department recently hired an information technology (IT) auditor to systematically review data privacy processes and standards across the University. Internal Audit also is involved with internal control training and the development of internal control maps for University departments. It has focused on cardholder and liaison training in the University Purchasing Card Program, in addition to monitoring card usage. Due to the success of purchasing card monitoring, Internal Audit currently is trying to apply the same monitoring process to “cash receipts.” There are more than 300 campus locations that accept cash payments.

   Chairman Warr updated the committee on the Director of Internal Audit Search. He reported that the Search Committee had secured the services of the Parker Executive Search firm to assist in the effort.
Executive Committee
(The Honorable Eugene P. Warr, Jr. reported)

Chairman Warr reported on the Executive Committee’s meeting earlier in the day at which several contracts valued in excess of $250,000 were approved. These included:

- A four-year license agreement valued at $418,000 with Academic Analytics, LLC for use of the company's proprietary benchmark and peer evaluation data.
- A ten-year agreement to share eleven laboratories in Building 9A of the William Jennings Bryan Dorn Veterans Medical Center at a cost of $46,800.66 per year for years one through five and $47,232.50 per year for years six through ten.
- Modification of a $1 million gift agreement establishing The Richardson Family Endowed Chair in Hospitality Fund to rename it The Richardson Family SmartState Center for Tourism and Economic Development Endowment Fund.
- A five-year Memorandum of Understanding (MOU) between USC’s Department of Geography and the Integrated Research on Disaster Risk Programme (IRDR) to establish the International Centre of Excellence in Vulnerability and Resilience Metrics. Under the MOU, the University through the College of Arts and Sciences will contribute $75,000 annually to the operations of the center. The purpose of the center is to develop science-based models, methods and metrics that provide empirically-based support for disaster risk reduction policies and practices. Dr. Susan Cutter, Carolina Distinguished Professor of Geography, will serve as director of the center.
- An agreement between USC and Corporate Solutions, LLC under which Corporate Solutions will work on behalf of the Business Partnership Foundation to enhance and improve the Darla Moore School of Business. The University will provide staff support for which Corporate Solutions will reimburse the total cost, including fringe benefits.

The Executive Committee also received an update on OneCarolina from Chief Information Officer Bill Hogue who reported that Accounts Receivable went live in mid-July. That successful implementation was the final major piece of the student information systems phase of OneCarolina. The Board will be briefed on next steps for OneCarolina at its October meeting.

Chairman Warr reported that three items considered by the Executive Committee earlier in the day required action by the full Board.

1. **Employment Agreement: Vice President for Development**: On behalf of the Executive Committee, Chairman Warr moved approval of the employment agreement with Ms. Jancy
Houck as Vice President for Development and Alumni Relations, effective September 16, 2013, at an annual base salary of $300,000. Mr. von Lehe seconded the motion. The vote was taken and the motion carried.

2. Authority to Sign Contracts Policy- BTRU 1.04: On behalf of the Executive Committee, Chairman Warr moved approval of the update to the Board’s Authority to Sign Contracts (BTRU 1.04) policy. As previously discussed, this update adds the Chancellor of Palmetto College to those with signatory authority and updates other title and program names. Mr. Westbrook seconded the motion. The vote was taken and the motion carried.

3. Off-Cycle Fee Request: USC Upstate’s International Program Rate: Chancellor Moore submitted a request to add two additional international universities to the approved FY14 fee as established for Zhejiang Forestry University of China, which is in-state tuition plus $2,000. The established rate of in-state tuition plus the $2,000 differential allows for coverage of fees, regardless of program of study, with an additional administrative fee to cover other expenses associated with supporting an international student. These students pay full rate for housing and meal plans.

On behalf of the Executive Committee, Chairman Warr moved approval of the USC Upstate off-cycle fee request. Mr. Allen seconded the motion. The vote was taken and the motion passed.

IV. REPORTS FROM UNIVERSITY FOUNDATIONS

Prior to the Foundation Reports, Chairman Warr announced: “Before we hear the year-end reports from Trustee representatives on University foundation boards, I want to let you know that we’re updating appointments of Trustees to several University committees and boards. In addition to Mr. Mobley being appointed as the Trustee representative on the South Carolina Research Foundation Board; Mr. Jones and I will begin service on the Gift Naming Opportunities Committee by virtue of our positions as Chairman of the Buildings and Grounds Committee and Board Chairman. I would like to thank Mr. Loadholt, Mr. Buyck and Mr. Lister for their prior service on the Gift Naming Opportunities Committee; and Mr. von Lehe for his service on the S.C. Research Foundation Board.”

A. Business Partnership Foundation
(The Honorable Mack I. Whittle, Jr., reported)

The Business Partnership Foundation (BPF) was established in 1969 for the purpose of making the Darla Moore School of Business (DMSB) one of the best in the world. Specifically the BPF:

- Establishes partnerships between the business community and USC to enhance the DMSB.
- Solicits and receives gifts.
- Builds an endowment fund.
- Finances projects and programs of the DMSB.
- Encourages and assists in supporting research in business.
• Assists in conducting conferences, seminars, and management education programs.

Currently the BPF has twenty-one Trustees from the business community and two USC Trustees who have voting rights and fiduciary responsibilities. The business community representatives include bank and company presidents, corporate CEOs, COOs, and CFOs, and a former governor. Three ex-officio trustees include the USC President, the Dean of the DMSB, and the Executive Director of the USC Educational Foundation. In addition, there are thirty-two BPF advisors who support the DMSB. The trustees and advisors work with students and faculty, serve on University committees and task forces, guest lecture in classes, and provide advice and counsel for the dean.

The trustees and advisors meet jointly in the Fall and Spring semesters. The trustees also meet separately in the Fall and Spring semesters. The BPF has three officers: President, Vice President, and Immediate Past President, who are the voting members of the Executive Committee. There are five other committees: Audit, Budget, Finance and Investments, Internal Affairs, and External Affairs.

Financial support provided by the BPF is as follows:

• Scholarships: During the Summer and Fall of 2012, the BPF funded $331,698 of scholarships/fellowships for 322 students. For Spring 2013, $275,434 was used to fund scholarships/fellowships for 295 students.
• Operating Budget: The BPF also budgeted over $1.7 million for fiscal 2012-2013 to support such things as faculty (supplements, research and travel), academic programs, career management, and alumni programs.
• Building: The BPF has committed $10 million to construction of the new business school.

The BPF recently formed a wholly-owned subsidiary, Corporate Solutions, LLC, and is the sole member. The purpose of the LLC is to conduct most of the fee generating and activity-based purposes of the BPF such as management education, seminars, and conferences. A primary purpose for establishing the LLC is to reduce the risk exposure for BPF assets. One major initiative for the 2013-2014 fiscal year is to operationalize the LLC.

B. USC Development Foundation
(The Honorable Mark W. Buyck, Jr., reported)

The USC Development Foundation supports the University as an acquirer of real estate either through purchase or gift. This foundation was founded in 1965 to acquire, manage and hold property at its risk. It does not accept public money, but is subject to the Freedom of Information Act. While it is separately incorporated and separately governed from the University, the Foundation works very closely with the University to acquire and sometimes develop property. The Foundation is governed by a
board of about twenty-five members. Mr. Buyck represents the USC Board as a voting member of this board. Joe Reynolds is Chairman of the Board and Jim Cantey is Chairman Emeritus.

In 2006, the Foundation purchased twenty-nine acres from the Guignard Family to provide for the construction of the baseball stadium. After selling twelve acres back to the University, the Development Foundation still holds six acres of high ground adjacent to the baseball stadium. This is being held for future development. The University has a right of first refusal on this property.

The Foundation also has nearly four undeveloped acres adjacent to the Colonial Center in the Innovista District. Future development there would occur only after consultation with the University.

The Prince George Tract in Georgetown has about 1,100 acres with about half of that in wetlands. It runs from Highway 17 to the ocean, west from Pawley’s Island across Pawley’s Creek. This property is available for sale.

The Adesso condominium project on South Main Street sold out this year. The Foundation had 49 percent interest in this project. The Foundation lost money on the project, but was able to control the type and quality of building that was constructed in the middle of campus. About 70 percent of the units are occupied by faculty, staff or students.

The Foundation also owns several other properties around campus that are available for sale such as the Women’s Club property and property on Wheeler Hill.

The Foundation owns a building on Wheat Street that houses the Children’s Center at USC on the first floor and the College of Education’s Child Development Research Center on the second floor. The Children’s Center is self-supporting with an enrollment of 203 children. A public waiting list allows for admissions preference to children of USC faculty, staff and students.

The Inn at USC is 80 percent owned by the Foundation. This year has been the best revenue year since the Inn was founded in 2005. In August of 2012, the Inn became a franchisee of Wyndham Garden Hotels and this has provided access to a worldwide reservation system. The Inn continue to receive stellar reviews from guests who have included the Chairman of the Federal Reserve, Supreme Court Justices, athletic recruits, ESPN personnel and many, many Gamecocks.

In January, the Development Foundation purchased a building on the corner of Senate and Barnwell Streets for use as the headquarters for University foundations. The foundations should be able to occupy this building by September, which will free space in Osborne and 1600 Hampton for other University needs.

Mr. Buyck concluded that the Development Foundation is managed in a completely transparent
and prudent manner.

C. **USC Educational Foundation**  
(The Honorable William W. Jones, Jr., reported)

The USC Educational Foundation is the primary support foundation of the University. This foundation was founded in 1956 to help in fundraising and to be a steward of the funds held to benefit the University. It receives no public money, although it does operate as though it is subject to the Freedom of Information Act. It is separately incorporated and separately governed from the University, but works very closely, almost hand-in-glove, with the University. The Educational Foundation has a policy of not setting priorities for the University – it merely tries to find ways to prudently fund those needs.

The Educational Foundation is governed by a board of about twenty-five members. Mr. Jones represents the USC Board of Trustees as a voting member of the foundation board. John Wentzell is Chairman of the Board and Andy Lowrey is Chair Emeritus.

Some highlights of the foundation are:

- The Educational Foundation facilitates the oversight of the pooled investment portfolio of $320 million. The Investment Oversight Committee, led by Allen Wright and Jim Barrow, is comprised of seven alumni who have specific investment and fiduciary experience. This committee uses an investment consulting firm, Fund Evaluation Group, to assist in the management of the pool.

  The investments have done well and have led the Southeastern Conference in investment performance for two of the last three calendar years.

  The earnings from this investment pool provide scholarships, professorships, and support for academic programs. An endowment is generally defined as “permanent capital;” therefore, the foundation must fund current commitments, as well as keep pace with inflation so that future students also will have scholarships.

- The foundation is enabling the Alumni Association to begin construction of the new Alumni Center by providing supplemental financing in the form of a $9 million loan. This should save money for the project by starting sooner and allowing the Alumni Association to lock in favorable bank financing.

- In addition to gifts of cash and securities, life insurance policies, personal property and gifts of real estate are all accepted, managed and liquidated according to the conditions of the gift as outlined by the donor.
• The foundation has issued 115 charitable gift annuities. Annuitants are typically donors who want to make a gift, but want the income from the asset during their lifetime.

• The USC Educational Foundation has over $350 million in assets and will have over $60 million in revenues this year – nearly all of which comes from gifts and investment income.

D. South Carolina Research Foundation
(The Honorable John C. von Lehe, Jr., reported)

The South Carolina Research Foundation (SCRF), formerly known as the South Carolina Research Institute, was formed in 1991 and operates as a supporting organization of the University of South Carolina to promote, encourage, and aid scientific investigation and research by providing or assisting in providing means and facilities.

In recent years, the foundation has expanded its role to provide management services for Health Sciences South Carolina, a nonprofit corporation founded to improve the health and economic well-being in the State through coordinated strategy to advance research and education. In this regard other universities and medical centers in the state participate.

The foundation also has entered into an operating agreement with the Consortium for Enterprise Systems Management (ITology) to organize and operate an education and research consortium that promotes effective utilization and management of information technology enterprise systems in business, government, and nonprofit organizations.

The foundation is governed by a board of seventeen members. Kester S. Freeman, Jr. is Chairman of the Board.

Recent SCRF highlights include:

• In FY2012, the foundation facilitated the management of $188 million in grants and contract revenues and expenditures.

• In FY2013, the foundation began shifting federal and nonfederal grants and contracts to full management by USC. In recent years, the majority of the University’s grants and contracts were facilitated by the foundation. The foundation focuses its resources on sponsors who prefer to work with foundations.

V. REPORT OF THE ALUMNI ASSOCIATION

Chairman Warr called on Mr. Brown who provided an update on the Alumni Center. Mr. Brown reported that final selection of a construction manager at risk would be announced on August 13, 2013. The tentative loan closing date was September 25, 2013, with a ceremonial ground-
breaking being planned for November in conjunction with Homecoming. Construction should begin in January 2014 with a tentative completion date of May 2015.

Mr. Brown reported that the Carolina Alumni Association (CAA) was in the midst of its Freshmen Send-Offs with 22 events scheduled across the state and country, including at least one in each congressional district, plus Los Angeles, New York, Nashville, Boston and Atlanta. He also noted that the CAA was partnering this year with the Board of Visitors for an event during Parents Weekend.

More than 1,700 new freshmen have joined the Student Alumni Association, a record year that has generated $95,000 in revenue. In closing, Mr. Brown reported that the Fall Sports Preview would be held August 15 at The Zone in partnership with the Young Alumni Council and the Gamecock Club.

VI. REPORT OF THE PRESIDENT

Chairman Warr called on President Pastides who recognized the presence of the Board of Visitors and thanked them for their service. He also noted that he was looking forward to commencement exercises the following day at which two honorary degrees would be presented, one to the Honorable Chaplain Barry Black, chaplain to the United States Senate, and one to South Carolina Supreme Court Justice Kay Hearn, a graduate of the USC School of Law who was the second woman to rise to the SC Supreme Court. President Pastides said that the University would be awarding 1,642 degrees during Saturday’s exercises. He noted that the University had conferred 45,909 degrees during his five years as president.

“This is a great indication that we are doing what we should be doing, which is providing a top quality education,” President Pastides said. “We have shifted to a new program called ‘On Your Time’ graduation that facilities students to graduate on their time to accelerate and to use the summer and other down times of the academic calendar to their benefit. As a result, the University taught a lot more courses during the past summer. These included high demand business and science courses that were filled to capacity.”

President Pastides reminded the Board that just a week away was move-in day for freshmen. He noted that he would be reporting for duty at 8:30 a.m. to help freshmen move in, first at the Honors Residence Hall followed by some “heavy lifting” on behalf of the female student residents of Patterson. President Pastides said that the University was expecting the largest freshman class in the history of the University, about 4,900 freshmen.

Preparations for the new academic year also included safety considerations, Dr. Pastides said. Seven new law enforcement officers had been sworn in, bringing the total size the University’s law enforcement
The University also has expanded its electronic card access to residence halls and other buildings on campus, as well as its video camera system around campus. Meetings and collaboration also are continuing with the Columbia Police Department.

The University also is committed to the health and well-being of its students, as well as its faculty, staff and visitors. In accordance with this commitment and based on findings of the University’s Tobacco Free Task Force, President Pastides announced that USC Columbia would become completely tobacco free on January 1, 2014. He said that USC Columbia was joining USC Upstate, becoming the second University campus to be tobacco free. He noted that 87 percent of USC students and 94 percent of faculty and staff do not smoke. “The overwhelming majority of our constituents are in favor of the decision.”

As of July 8, there were 1,182 smoke-free campuses throughout the United States, including USC Columbia that would be joining the 798 campuses that were already completely tobacco-free. “This means that the use of tobacco products is prohibited on all grounds, spaces and land controlled by the University. And, of course, the distribution of tobacco products has not been allowed for some time.” President Pastides outlined the communication plan for announcing a tobacco-free campus, emphasizing the educational nature of this move.

President Pastides then thanked the Board for its approval of the appointment of the new Vice President for Development and Alumni Relations, Ms. Jancy Houck. He noted that she would inherit “terrific momentum and news from Carolina’s Promise, which ended the year on a high note again. The goal for this year was $135 million and we raised $149 million – the most ever raised by any institution in the State of South Carolina. That brings us to a total of $756 million toward our $1 billion goal.” President Pastides then recognized and thanked Interim Vice President for Development Susan Lee.

In closing President Pastides introduced two new members of the University family, Chief Diversity Officer Dr. John Dozier and Director of the Office of Economic Engagement Mr. Bill Kirkland.

VII. OTHER MATTERS

Chairman Warr welcomed members of the Board of Visitors, who had joined the meeting. He also welcomed Dr. Jeannette Andrews, Dean of the USC College of Nursing. Dr. Andrews joined the University family in January and was the guest speaker at the Board of Visitors’ meeting earlier in the day.

Chairman Warr invited members of the Board of Visitors, along with the Faculty and Student Representatives to the Board, to join Trustees for lunch. He announced that the Ad Hoc Committee on Strategic Planning would convene at 2:20 p.m. following lunch.
VIII. ADJOURNMENT

Since there were no other matters to come before the Board, Chairman Warr declared the meeting adjourned at 1:30 p.m.

Respectfully submitted,

Amy E. Stone
Secretary
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<th>Board Member/Judicial Circuit</th>
<th>2013 Appointments</th>
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<td>1st - Williams</td>
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<td>Jay Terry Poole</td>
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<td>4th - Warr</td>
<td>John M. Ervin, III</td>
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<td>5th - Hubbard</td>
<td>Tommy Preston</td>
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<td>6th - Mobley</td>
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