

## 4.1.a

### Governing Board: Legal Body with Authority

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

- a. is the legal body with specific authority over the institution.

### Judgment

Compliant  Non-Compliant  Not Applicable

### Narrative

#### Legal Body with Authority Granted by South Carolina Code of Laws

The Board of Trustees of the University of South Carolina consists of twenty members and is chaired by John C. von Lehe Jr., who was elected Chairman of the Board of Trustees in August 2018 ([University of South Carolina Board of Trustees Minutes, August 17, 2018, Page 10, Item VII](#)). The Board has the authority granted to it as a governing board by [Section 59-117-40\(5\)](#) of the [South Carolina Code of Laws](#), including the power to appoint a Chairman of the Board of Trustees.

The election process and the duties of the Chairman of the Board are specified in [Article VI, Section 2](#) of the Board of Trustees Bylaws.

The duties of Chairman of the Board are as follows:

The permanent Chairman of the Board, in the absence of the Ex Officio Chairman, shall preside at all meetings of the Board and shall be the spokesman for the Board. He shall serve as Chairman and a member of the Executive and Governance Committee of the Board. He shall serve as an ex officio member of all standing, special or ad hoc committees of the Board with full right to participate in Board or committee discussion and with the full right to vote. He shall perform such other duties as may, from time to time, be prescribed by the Board and by these Bylaws.

The final authority and responsibility for the governance of the University of South Carolina is vested in its Board of Trustees ("Board") in accordance with the statutes of the State of South Carolina. Sections [59-101-185](#) and [59-117-40](#) of the [South Carolina Code of Laws](#) as well as the Board of Trustees Bylaws and Board Policy [BTRU 1.00 Statutory Basis of the University](#) clearly delineate the powers and responsibilities of the University of South Carolina Board of Trustees. These responsibilities as stated in the Board Bylaws include:

1. Elect a President of the University to serve at the will of the Board or for such term and compensation as the Board may prescribe;
2. Elect a Secretary of the University and of the Board to serve at the will of the Board or for such term and compensation as the Board may prescribe;
3. Elect a Treasurer of the University to serve at the will of the Board or for such term and compensation as the Board may prescribe;
4. Establish policies and goals of the University and direct the President to implement and achieve those policies and goals;
5. Review and approve academic plans, including new programs and new units, and major modifications or deletions in existing programs and units;
6. Approve, upon recommendation of faculties and the President, the earned degrees awarded;
7. Designate academic chairs and professorships, award and revoke honorary degrees and name buildings or major portions thereof, other structures, outdoor spaces, streets and geographic areas;

8. Levy fees and charges and examine from time to time admissions policies as established by the faculties and the administration;
9. Review and approve requests for appropriations;
10. Review and approve annual budgets and budget changes;
11. Approve gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts;
12. Approve all loans, borrowing, and issuance of bonds;
13. Approve appointments and salaries of principal officials which shall be defined as those persons elected by the Board as provided in Paragraphs 1, 2, and 3 above, as well as University officers having the rank of Vice President or Chancellor or equivalent rank;
14. Approve compensation policy for faculty and staff;
15. Approve all long-range development plans for the University including major capital projects;
16. Approve or delegate authority for approval of all major contractual relationships and other major legal obligations executed in the name of the University;
17. Approve all sales or purchases of real property, and ensure that all properties of the University are preserved and maintained;
18. Establish investment policies and procedures which will provide for the prudent investment and preservation of funds entrusted to the University;
19. Establish auditing policies and standards and appoint independent auditors; and
20. Establish and maintain within the administrative procedures of the University the policy and practice that the administrators of the University covered under Paragraphs 1, 2, and 3 above shall serve in such capacities at the will and pleasure of the Board; that the administrators of the University having the rank of Vice President, Chancellor, University Campus Dean, Academic Dean, Director or the equivalent thereof and any other person reporting directly to the President shall serve in such capacities at the will and pleasure of the President. It is understood that the employment of such administrators shall be on customary terms of University employment and there shall be no separate employment agreements; provided, however, it is further understood that no Athletics Department administrators will be given employment agreements in excess of one year without prior approval of a majority (eleven) vote of the entire Board of Trustees.

Another duty of the Board as mandated by the Agency Head Salary Commission in the State Office of Human Resources ([OHR19-715.04](#)) is to evaluate the President annually using the Agency Head Performance Evaluation form.

### **Composition of Board**

The composition of the Board is defined in [Article II, Section 1](#), of the Board of Trustees' Bylaws which states as follows:

Pursuant to [Section 59-117-10](#) of the [South Carolina Code of Laws \(1976\)](#), as amended, the Board of the University of South Carolina shall be composed of the Governor of this State (or the Governor's designee), the State Superintendent of Education, and the President of the Greater University of South Carolina Alumni Association, which three members shall be ex officio members of the Board, and seventeen other members, including one from each of the sixteen judicial circuits, elected by the general vote of the General Assembly as hereinafter provided, and one at-large member appointed by the Governor. The Governor shall make the appointment based on merit regardless of race, color, creed or gender and shall strive to assure that the membership of the Board is representative of all citizens of the State of South Carolina.

The terms of office for members of the Board are defined in [Article II, Section 2](#), of the Board's Bylaws which states as follows:

Pursuant to [Section 59-117-20](#) of the [South Carolina Code of Laws \(1976\)](#), as amended, the regular term of office for each member elected by the General Assembly, shall be four years with the terms commencing on July 1 of the year of election and expiring on June 30 four years thereafter; provided, however, that such member shall continue to serve after his term expires until his successor shall have been elected and qualified. The terms are staggered by Judicial Circuits as prescribed by the General Assembly. 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 thereafter. The General Assembly holds regular elections every two years for the purpose of selecting successors of those members whose terms are then expiring which elections shall not be earlier than the first day of April of the year the term expires.

The term of the office of the at-large members appointed by the Governor is effective upon certification to the Secretary of State and is four years. If the Governor chooses to designate a member to serve in his stead as permitted by Section 1 hereinabove, the appointment is effective upon certification to the Secretary of State and shall continue at the pleasure of the Governor. The term of the President of the Greater University of South Carolina Alumni Association is for the active term of office as President.

[Article II, Section 3](#) of the Board's Bylaws contains a provision regarding vacancies of board positions.

The current members of the Board may be found on the "[Members](#)" section of the Board of Trustees website.

The Board Bylaws further delineate the financial responsibility of the Board when defining the duties of the Executive and Governance Committee. The Executive and Governance Committee shall function as a continuous planning and financial committee of the Board, exercising general supervision of the finances of the University; shall review in advance the proposed budget for the succeeding year; and shall review in advance the proposed application for appropriations for the succeeding fiscal year in light of overall University plans. It shall make reports to the Board at each meeting on all such matters occurring since the previous meeting.

### **Meetings and Organizations Structure**

The Board is required in [Section 59-117-50](#) of the [South Carolina Code of Laws](#), to meet not less frequently than quarterly in each calendar year, and all meetings are conducted in full compliance with the South Carolina Freedom of Information Act. Besides the regular meetings, the ex officio Chairman of the Board, the permanent Chairman of the Board, the President, or any five Board members may call special meetings of the Board and fix the time and place thereof. A special meeting may also be called by the Chair upon request of three members of the Board or of the President of the College. Eleven members of the Board constitute a quorum for the transaction of business. Three Board members of any committee constitute a quorum for the transaction of business for committee meetings. Minutes from the University of South Carolina Board of Trustees' current schedule are provided on the [Board Website](#). Meeting minutes from past meetings are available in the [minutes archive](#).

At the August meeting of even-numbered years, the Board elects its officers: a Chair and a Vice Chair. Officers are elected to serve a two-year term and must stand for election every two years. The Chair and the Vice Chair are eligible to succeed himself or herself for not more than one additional, consecutive term.

[Article VI](#) of the Board's Bylaws details the officers of the Board, namely the positions of Ex Officio Chairman (Section 1), Permanent Chairman (Section 2), Vice Chairman (Section 3), Chairman Emeritus (Section 4), Temporary Chairman (Section 5), and the Secretary of the University and the Board of Trustees (Section 6).















The manner in which Board members are selected ensures that all regions in South Carolina are equally represented on the Board, and guards against the possibility of a minority of Board members or outside organizations gaining control of the Board. In addition, all meetings are conducted in compliance with the South Carolina Freedom of Information Act, and the Board Meeting Schedule and Minutes are available online. This transparency assures that the Board is focused on the responsibilities bestowed upon it by the South Carolina Legislature to control the University and that the Board is operating within its designated powers.

### **Policy Making Authority**

The Board is charged with setting policy for the institution and is ultimately responsible for ensuring that the financial resources of the institution are adequate to provide a sound educational program. The powers and responsibilities of the Board are clearly delineated in the Articles III and IV of the Board of Trustees Bylaws and [Section 59-117-40](#) of the [South Carolina Code of Laws](#). Specifically, the Board is responsible for, among other functions, the election of a President, a Secretary and a Treasurer of the University, establishing "policies and goals of the University and directing the President to

implement and achieve those policies and goals”, approving degrees awarded, designating academic chairs and professorships, levying fees and charges, reviewing and approving budgets, and approving appointments and salaries of principal officials.

## Sources

-  [August 17 2018 BoT Meeting Minutes \(Page 10\)](#)
-  [BTRU 1.00 Statutory Basis of the University](#)
-  [Board Minutes Archive](#)
-  [Board Minutes Current Schedule](#)
-  [Board of Trustees \(Home Page\)](#)
-  [Board of Trustees \(Members\)](#)
-  [Board of Trustees Bylaws \(Page 11\)](#)
-  [Board of Trustees Bylaws \(Page 12\)](#)
-  [Board of Trustees Bylaws \(Page 13\)](#)
-  [Board of Trustees Bylaws \(Page 16\)](#)
-  [Board of Trustees Bylaws \(Page 17\)](#)
-  [Code of Laws - Title 59 - Chapter 101 - Colleges And Institutions Of Higher Learning Generally](#)
-  [Code of Laws - Title 59 - Chapter 117 - University Of South Carolina](#)
-  [State Human Resources Regulations \(Page 108\)](#)