

# **SOUTH CAROLINA STATE UNIVERSITY**

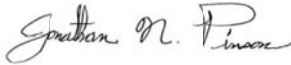


## **Board of Trustees**

# **BYLAWS**

Revised July 12, 2011

I hereby certify that this edition of the Bylaws of the Board of Trustees of South Carolina State University reflects the Bylaws as approved and adopted by the Board on July 12, 2011.



Jonathan N. Pinson  
Chair, Board of Trustees  
South Carolina State University

## **BOARD OF TRUSTEES**

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# **SOUTH CAROLINA STATE UNIVERSITY BOARD OF TRUSTEES BYLAWS**

## **PREAMBLE**

The Board of Trustees of South Carolina State University (SCSU) was created and constituted a body corporate and politic by virtue of Sections 59-127-10 through 59-127-580, Code of Laws of South Carolina (1976), as amended. The Board is charged with the operation and management of South Carolina State University. In order to more effectively discharge its responsibilities and duties in connection therewith, and to provide an, orderly form of governance and in order to secure and continue a responsive, progressive, and superior institution of higher education, the Board of Trustees hereby does promulgate and adopt these Bylaws. These Bylaws, as adopted by the South Carolina State University Board of Trustees supersede, and replace any and all previously adopted bylaws and Board policies, except the Conflict of Interest Policy for South Carolina State University, Disclosure Form for South Carolina State University, South Carolina State University Board Policy For Annual Presidential Reviews and Responsibilities of South Carolina State University Individual Trustees adopted on December 1, 2005.

**ARTICLE I**  
**SOUTH CAROLINA STATE UNIVERSITY**

**Section 1. NAME OF BOARD.** The name of the Board is fixed by statute of the State of South Carolina as the Board of Trustees of South Carolina State University.

**Section 2. NAME OF UNIVERSITY.** The name of the University under the control of this Board as fixed by statute is South Carolina State University.

**Section 3. BODY CORPORATE AND POLITIC.** The Board of Trustees of South Carolina State University was created and constituted a body corporate and politic, in deed and in law under the name of South Carolina State University by statute of the State of South Carolina.

## **ARTICLE II THE BOARD OF TRUSTEES**

**Section 1. COMPOSITION.** The Board of Trustees of South Carolina State University shall be composed of thirteen (13) voting members as fixed by Code section 59-127-20 of the State of South Carolina. Twelve (12) voting members are elected by the General Assembly, one member from each congressional district and six at-large. The Governor of the State of South Carolina or his/her appointee is ex officio and the thirteenth (13<sup>th</sup>) voting member of the Board of Trustees. Each position on the Board constitutes a separate office and the seats on the Board are numbered consecutively, one corresponding in number to each congressional district and then seats 7-12 being at-large. The Governor or his/her appointee occupies seat 13.

Ex Officio Non-Voting members of the Board include the Governor of the State of South Carolina, President of the University, National Alumni President, President of the Student Government Association, President of Faculty Senate, Chair of the South Carolina State University (SCSU) Foundation, Chair of the SCSU Advancement Foundation, Chair of the SCSU Real Estate Foundation, Chair of the SCSU Board of Visitors and President of the Staff Senate.

**Section 2. TERMS.** The regular term of office for each Trustee elected by the General Assembly shall be four years each and until their successors are elected and qualify. The regular terms shall commence on July 1 of the year of election and expiring on June 30 four years thereafter; provided, however, that each Trustee may continue to serve after his/her term expires until his/her successor has been elected and qualified.

The term of the office of the at-large Trustee appointed by the Governor is effective upon certification to the Secretary of State and is four years or until a successor is appointed by the Governor. The term of service for each University constituent ex officio, non-voting member of the Board is for the active term of his/her respective office.

**Section 3. VACANCIES.** In case of a vacancy on the Board for elected members, the Governor may fill it by appointment until the next session of the General Assembly. The term of the person elected to fill the vacancy expires on June 30 of the year in which the term of the former member would have expired or until the General Assembly elects a successor.

**Section 4. COMPENSATION.** Each member of the Board may draw such subsistence, per diem and mileage authorized for members of state boards, committees, and commissions.

**ARTICLE III  
DUTIES OF THE BOARD**

By the powers vested in it by the State of South Carolina, the Board of Trustees is the legal body for South Carolina State University. In such capacity, the Board shall define the mission, role, and scope of the University; establish the general policies of the University; lay out the University's broad program of educational activity; approve the budget for the fiscal year; and provide ultimate accountability to the public and the General Assembly.

Within these fundamental responsibilities, the Board will perform, where appropriate, many essential functions, including but not limited to the following:

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 Chair, Vice-Chair, and Secretary from the members of the Board;
3. Select an Executive Director of the Board of Trustees to facilitate the duties of the Board 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. Approve the number and types of degrees; the number and nature of departments, divisions, schools or colleges through which the curriculum is administered, inclusive of organizational and administrative structures; and determine the extent to which the institution should offer any other learning programs;
6. Approve, upon the recommendation of the faculty and the President, the earned degrees awarded;
7. Approve named and endowed chairs and professorships; award honorary degrees and name buildings or major portions thereof, other structures, streets and geographic areas;
8. Secure financial resources and serve as an advocate for the University;
9. Approve fees and charges;
10. Examine from time to time admissions policies as recommended by the faculty and approved by the administration;
11. Review and approve requests for appropriations;

12. Review and approve annual budgets and budget changes;
13. Approve all gifts where restrictions are indicated, designate the use of unrestricted gifts, and approve and designate the use of testamentary gifts;
14. Approve all loans, borrowing, and issuance of bonds;
15. Approve compensation policy for faculty and staff, honorary faculty titles, and extension of service;
16. Approve all long-range development plans for the University including major capital projects;
17. Approve all major contractual relationships, including any multi-year contract, and other major legal obligations executed in the name of the University;
18. Approve all sales or purchases of real property, and ensure that all properties of the University are preserved and maintained;
19. Establish investment policies and procedures which will provide for the prudent investment and preservation of funds entrusted to the University;
20. Establish auditing policies and standards for any non-state or federal funds and appoint independent auditors;
21. Select an internal auditor to serve at the will of the Board or for such term and compensation as the Board may prescribe;
22. Establish and maintain within the administrative procedures of the University the policy and practice that the administrators of the University covered under numbers 1, 3 and 21 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, Deans, Directors, 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. In keeping with tenure and other policies that may be established by the Board and with reporting hiring or dismissal actions to the Board, the employment of such administrators shall be on customary terms of University employment, and there shall be no separate employment agreements;
23. Appoint the Vice President of Finance as the legal custodian to receive and account for the Evans-Allen funds allocated to University; and

24. Ensure governing board is free from undue influence from political, religious, other external entities or bodies and protects the institution from such influence.

**ARTICLE IV  
POWERS OF THE BOARD**

The powers of the Board are prescribed by the provisions of Code sections 59-127-10, et seq., *Code of Laws of South Carolina* (1976), as amended and extend to the full extent of those established by the State of South Carolina.

**ARTICLE V  
OFFICERS OF THE BOARD**

**Section 1. EX OFFICIO CHAIR.** The ex officio Chair of the Board of Trustees shall be the Governor of South Carolina who, when present, shall preside at all meetings of the Board.

**Section 2. PERMANENT CHAIR.** A permanent Chair of the Board of Trustees shall be elected every two years or until the successor is elected by written ballot or recorded roll call from among those seated members of the Board elected by the General Assembly. A simple majority vote of the entire seated Board is necessary for election. The regular election shall take place at the September meeting. The term of the permanent Chair shall begin immediately following the election. The permanent Chair shall be eligible to succeed himself or herself for not more than two (2) additional, consecutive terms of two years or until the successor is elected. Officers can be removed from office by a two-thirds (2/3) vote.

The permanent Chair of the Board, in the absence of the ex officio Chair, shall preside at all meetings of the Board and shall be the spokesperson for the Board. He/She shall serve as Chair of the Executive Committee of the Board. The permanent Chair shall also serve as an ex officio member of all standing, special or ad hoc committees of the Board with the full right to participate in all committee discussions. He/She shall perform such other duties as may, from time to time, be prescribed by the Board and by these Bylaws. The permanent Chair has the right to appoint all Board committees and the respective chairs of those committees.

The permanent Chair shall appoint all chairs and members of the other Standing Committees, except for the Executive Committee as provided under Article VI, Section 1. The chairs preside over meetings of the committees and make reports to the full Board. In the event a vacancy occurs on a Standing Committee, the vacancy shall be filled as soon as possible by the permanent chair. Appointed members of the Standing Committees shall serve for two years to correspond with the terms of service for the permanent Chair, Vice-Chair, and Secretary, or until their successors are appointed.

**Section 3. VICE-CHAIR.** The Board shall, subsequent to the election of a permanent Chair and in the same manner as the permanent Chair was elected, elect from the statutory members a Vice-Chair who shall preside at meetings of the Board in the absence of the ex officio Chair and the permanent Chair of the Board. The Vice-Chair shall also serve as a member of the Executive Committee of the Board, and in the absence of the permanent Chair, shall preside at the meetings of the Executive Committee. The Vice-Chair shall be eligible to succeed himself or herself for not more than two (2) additional, consecutive full terms of two years or until the successor is elected. Officers can be removed from office by a two-thirds (2/3) vote. In the event a vacancy occurs in the office of Vice-Chair, the Board shall elect a Vice-Chair to complete the term of the vacating Vice-Chair in the same manner prescribed, a simple majority of the seated members, at the next meeting of the Board following the creation of the vacancy.

**Section 4. PRO TEMPORE CHAIR.** In the event the ex officio Chair, the permanent Chair, the Vice-Chair, and Secretary are absent, a member of the Executive Committee shall be selected by the other members of the Executive Committee present and shall serve pro tempore as Chair of the Board.

**Section 5. SECRETARY.** A Secretary of the Board of Trustees shall be elected by a simple majority vote of the seated Board. The Secretary shall attend all meetings of the Board and of its committees and keep or cause to be kept a full and accurate record of proceedings of the Board and its committees. In the manner and time provided in these Bylaws, the Secretary shall ensure that notices of all Board and committee meetings are prepared and disseminated, together with an agenda and other pertinent material relating thereto. The Secretary shall also give or cause to be given to the University Administration and to State and civic bodies due notification of pertinent Board decisions and actions. The Secretary shall be eligible to succeed himself or herself for not more than two (2) additional, consecutive full terms of two (2) years or until their successor is elected. Officers can be removed from office by a two-thirds (2/3) vote. In the event a vacancy occurs in the office of the Secretary, the Board shall elect a Secretary to complete the term of the vacating Secretary in the same manner prescribed above, a simple majority vote of the seated members, at the next meeting of the Board following the creation of the vacancy.

## **ARTICLE VI COMMITTEES**

**Section 1. STANDING COMMITTEES.** The Board of Trustees has the power to create standing committees which will report directly to the Board of Trustees to aid it in carrying out the business of the University. The creation, duties and functions of standing committees may be abolished, changed, altered, or added to, and new or additional standing committees may be created from time to time at the discretion of the Board.

To facilitate consideration of the business and management of the Board and of the University, Standing Committees are established as the media for preliminary consideration of matters to be addressed by the Board. Any matters appropriate for consideration by a standing committee shall be first referred thereto by the permanent Chair, except by a two-thirds (2/3) vote of the Board present at a meeting of the Board but in no event by an affirmative vote of less than a majority of the members of the seated Board; provided, however, that any matter referred to a standing committee, but upon which the committee makes no recommendation or report to the Board, may be brought before the Board for consideration at the request of any member of the Board with the concurrence of at least four other voting members of the Board. Except as otherwise provided in these Bylaws, matters determined by the permanent Chair of the Board and the President of the University to be appropriate for consideration by more than one standing committee may be referred to either standing committee. Members of any other standing committee before which it would be appropriate to consider such matters shall be invited to attend the meeting of the standing committee of primary jurisdiction at which such matters are to be considered.

Unless otherwise specifically delegated and except as otherwise provided herein, authority to act on all matters is reserved to the Board, and the duty of each standing committee shall be only to consider and to make recommendations to the Board upon matters referred to it.

The several Standing Committees are charged specifically with the immediate care and supervision of the subject matter respectively indicated by and properly relating to their titles.

The following shall be the Standing Committees of the Board of Trustees:

- (i) Executive Committee;
- (ii) Academic Affairs and Faculty-Liaison Committee;
- (iii) Athletics and Student Affairs Committee;
- (iv) Budget, Facilities, and Grounds Committee;
- (v) Institutional Advancement and Public Relations Committee; and
- (vi) Research, Economic Development and 1890 Programs Committee.

Members of the Executive Committee, other than the permanent Chair, Vice-Chair, and Secretary, who are members thereof by virtue of their office, shall be one (1) of the remaining standing committee chairs appointed by the Chair, and one (1) At-Large member elected from the remaining board members not serving as a chair, by receiving the highest number of votes with a majority vote of the members present and voting being essential to the election. The permanent Chair of the Board serves as the Chair of the Executive Committee. The immediate past Chair still serving on the Board will serve as an Ex-Officio member of the Executive Committee. The maximum number of members on the Executive Committee shall be five (5). For appointment of the Committee Chair and members, see Article V, Section 2, paragraph 3.

No member of the Board may serve on more than two (2) Standing Committees of the Board, with the exception of the members of the Executive Committee. The permanent Chair of the Board is an Ex-Officio member of all Committees.

**Section 2. SPECIAL OR AD HOC COMMITTEES.** Special or Ad Hoc Committees shall be appointed by the permanent Chair of the Board upon authority of the Board and with such powers and duties as the Board may determine, provided that no special or ad hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. A Special Committee or Ad Hoc Committee shall act for no more than one (1) year from the date of appointment and shall be considered discharged upon the expiration of said year unless specifically authorized by the Board at the time of its appointment, or from year to year, to act for a longer period.

**ARTICLE VII**  
**RESPONSIBILITIES OF STANDING COMMITTEES**

**Section 1. EXECUTIVE COMMITTEE.** The Executive Committee, during the interim between meetings of the Board, shall have all the powers of the Board of Trustees not inconsistent with the established policies of the Board or with any action theretofore taken by the Board; provided, however, that the Executive Committee shall not preempt the role of a Standing Committee except in those emergency circumstances which do not permit the handling of a matter in the normally prescribed manner. The Executive Committee shall receive and evaluate all reports and recommendations of the internal and independent auditors.

The Executive Committee shall operate as the audit committee for the Board of Trustees; shall represent the Board of Trustees in overseeing the establishment of appropriate accounting principles and internal controls to ensure accurate and reliable financial reporting, also shall monitor the roles of the Board, University management, and the internal and independent auditors to ensure good financial governance. The University management is responsible for the preparation, presentation, and integrity of the University's financial statement, fiscal plans, and other financial reporting; and also for maintaining appropriate financial accounting and reporting policies, procedures, and controls designed to assure compliance with generally accepted accounting principles and applicable laws and regulations. Internal Audit examines and evaluates the adequacy and effectiveness of the University's system of internal controls. The external independent auditors contracted by the University are responsible for planning and conducting annual financial statement audits to attest to the accuracy of financial statements.

In their role as members of the audit committee for the Board, Executive Committee members may also meet individually with and receive information directly from management, the internal auditor, and any independent auditors. The Executive Committee shall also ensure the Internal Audit Department is independent and free from interference in determining scope of internal auditing, performing work, and communicating results to the Board. The Executive Committee, as the audit committee of the Board, shall also oversee the annual audit of the University's financial statements by a public accounting firm and monitor the review, establishment, and implementation of accounting policies and internal controls and shall review with the Board any issues that arise with respect to the quality and integrity of University financial statements, its compliance with legal or regulatory requirements, the performance and independence of independent auditors or the performance of the Internal Audit Department. The committee should also recommend to the Board the selection and retention of the independent public accounting firm (external independent auditors) for the annual financial review(s) and annually review the qualification, performance, independence and compensation of the external auditors in accordance with contract terms.

The Executive Committee shall provide for an appropriate fidelity surety bond or bonds covering all officers, agents, and employees of the University who at any time shall hold any property or funds of the University and for appropriate officers and directors insurance to insure the officers and members of the Board against liability arising by virtue of the acts of such officers or Board members in their official capacity with the University.

**Section 2. ACADEMIC AFFAIRS AND FACULTY-LIAISON COMMITTEE.**  
The Academic Affairs and Faculty-Liaison Committee shall consist of not less than three (3) members nor more than six (6) members of the Board appointed by the permanent Chair following the September Board meeting every two years. For appointment of the Committee Chair and members, see Article V, Section 2, paragraph 3.

The Committee shall be kept informed of all academic programs, of the conditions affecting recruitment and retention of faculty members, of the adequacy of instructional facilities, of the proposal of new degrees, major programs or institutes; of the proposal to eliminate existing degrees, major programs and institutes; and of such other matters relating to the educational policies and programs as may be brought before it or referred to it by the Board. It shall consider the development of new programs, degrees, institutes and research for submission to the State Commission on Higher Education. It shall consider and make recommendations to the Board with respect to the naming of any academic centers, institutes, or other such programs. It shall report on all such matters to the Board from time to time with such recommendations, as it may consider relevant to the achievement of the University's goal of academic excellence.

The Committee shall meet from time to time with the faculty-designated representatives on the Board of Trustees Academic Affairs and Faculty-Liaison Committee of the faculty, on matters of concern to the faculty and of concern to the Board, and shall keep the Board informed of all such matters.

The Committee shall consider recommendations for tenure and promotion, honorary faculty titles, extensions of service, and appointments with tenure.

The Committee shall review all recommendations made on Honorary Degrees and shall recommend to the Board appropriate recipients of such degrees. Recipients of honorary degrees may be persons outstanding in their contributions or service to the State of South Carolina, the nation or the international community, or in their profession or field of endeavor. Direct association with the University is not a qualification for serious consideration, and except in extraordinary circumstances, persons who have spent the greater part of their careers as members of the University faculty or administration will not be considered. All constituents of South Carolina State University should be encouraged to submit nominations for an honorary degree, and special consideration is given to those recommended by the President. The Committee and the Board shall consider honorary

degree nominations in executive session. Approval by a majority vote of the seated Board members shall be required to approve the granting of honorary degrees.

The Committee shall likewise serve as the forum of appeal in all faculty matters pertaining to: (a) dismissal of tenured faculty members, (b) dismissal of faculty prior to the conclusion of a contract term, (c) discrimination in compensation, promotion and work assignments, (d) non-reappointment, (e) denial of tenure, or (f) denial of promotion, all as provided in the Academic Grievance Procedures policies of the University. The Committee shall forward its recommendations regarding such matters to the entire Board for consideration. The Board shall serve as the final forum of appeal and shall have discretionary authority to determine whether a second hearing is warranted before the entire board before rendering a final decision.

This Committee of the Board shall also serve as the forum of appeal in all student academic matters. The Committee shall forward its recommendations regarding such matters to the entire Board for consideration. The Board shall serve as the final forum of appeal and shall have discretionary authority to determine whether a second hearing is warranted before the entire board before rendering a final decision.

**Section 3. ATHLETICS AND STUDENT AFFAIRS COMMITTEE.** The Athletics and Student Affairs Committee shall consist of not less than three (3) members nor more than six (6) members of the Board appointed by the permanent Chair following the September Board meeting every two years. The Committee shall meet from time to time with a corresponding committee consisting of two students nominated by the President of the Student Government Association with the approval of its Student Senate, and two students from the University appointed by the President of the University. For appointment of the Committee Chair and members, see Article V, Section 2, paragraph 3.

The Athletics and Student Affairs Committee shall be charged with the formation, review, and approval of all policies affecting the intercollegiate activities of the University and shall be kept informed of all matters affecting these policies in order that it may make recommendations and reports to the Board and may ensure compliance with MEAC and NCAA rules and regulations.

The Athletics and Student Affairs Committee shall be charged with all Board activities related to campus life for the students of South Carolina State University to include admissions, financial aid, housing, campus police, security, safety, student activities and wellness programs.

**Section 4. BUDGET, FACILITIES AND GROUNDS COMMITTEE.** The Budget, Facilities and Grounds Committee shall consist of not less than three (3) members nor more than six (6) members of the Board appointed by the permanent Chair following the

September Board meeting every two years. For appointment of the committee Chair and members, see Article V, Section 2, paragraph 3.

The Committee shall review and monitor the finance and fiscal policies and procedures of the University, its departments, and related entities; advise the Executive Committee and the Board of Trustees of the financial status of the budgets of the University, its departments, and related entities; perform such studies of financial matters relating to the budget as the Executive Committee and Board of Trustees determine will better serve the needs of South Carolina State University and the public.

The Committee shall also be charged with the consideration of all Board matters relating to the buildings and the grounds of the University; the design and location of new buildings and maintenance, improvement or remodeling of older buildings; the landscaping of the grounds; and all other matters having to do with the physical care and preservation of the University's physical plant, furniture, and equipment. It shall report to the Board of Trustees with its recommendations thereon and also on all contracts relating to new construction, to improvement and repairs to existing buildings, and to improvements and maintenance of the grounds of the University.

**Section 5. INSTITUTIONAL ADVANCEMENT AND PUBLIC RELATIONS COMMITTEE.** The Institutional Advancement and Public Relations Committee shall consist of not less than three (3) members nor more than six (6) members of the Board appointed by the permanent Chair following the September meeting every two years. For appointment of the Committee Chair and members, see Article V, Section 2, paragraph 3.

The Institutional Advancement and, Public Relations Committee shall be charged with consideration of all matters relating to the marketing, public relations, institutional advancement, fundraising, advocacy, and legislative affairs of the University. In such capacity, the Committee shall hear periodic reports from the University President, the Vice President for Institutional Advancement and other staff for the University. The Committee shall also review the University's legislative agenda for each fiscal year and report to the Board of Trustees its recommendations regarding legislative priorities.

The Institutional Advancement and Public Relations Committee shall review in advance all recommendations relating to the naming of buildings and other facilities and outdoor areas under the management control of the University or operated by the University or any single purpose support organization created to support the activities of the University and shall make recommendations to the Board regarding same. In this regard, it shall be the general policy of the Board, and, therefore, of this Committee, that no building, part of a building, outdoor space, or facility shall be designated by the name of any particular person or persons except that: in cases where a gift, either inter vivos or testamentary, has been accepted by the Board for the construction of a building, part of a building, creation of an

outdoor space, or other facility and the terms of the gift require or request that a particular name be used.

**Section 6. RESEARCH, ECONOMIC DEVELOPMENT AND 1890 PROGRAMS COMMITTEE.** The Research, Economic Development and 1890 Programs Committee shall consist of not less than three (3) members nor more than six (6) members of the Board appointed by the permanent Chair following the September Board meeting every two years. For appointment of the Committee Chair and members, see Article V, Section 2, paragraph 3.

This committee shall also consider and recommend policies governing Research and 1890 Programs for the purpose of ensuring fiscal accountability and building collaborations, partnerships, and networks that enhance outreach services to communities throughout South Carolina.

**ARTICLE VIII**  
**MEETINGS OF THE BOARD AND COMMITTEES**

**Section 1. REGULAR MEETINGS OF THE BOARD.** The Board of Trustees shall hold four (4) regular meetings in each calendar year and one (1) leadership workshop in June. Such regular meetings shall be held in the following months, at such time and place as the Board may direct:

- (a) September
- (b) December
- (c) February
- (d) April

**Section 2. NOTICE OF REGULAR MEETINGS.** Notice of the time and place of all regular meetings of the Board of Trustees shall be transmitted to each trustee by the Secretary not less than five (5) working days before each meeting. Appropriate public notice of such meetings shall also be given by the Secretary in accordance with the requirements of Section 30-4-80, *Code of Laws of South Carolina* (1976), as amended. The permanent Chair may call special meetings of the Board as needed.

**Section 3. SPECIAL MEETINGS OF THE BOARD.** The Ex Officio Chair of the Board, the permanent Chair, or any five (5) Board members may call special meetings of the Board and schedule the time. When five (5) members are requesting a special meeting of the board, this request should go to the permanent chair outlining the reasons for the request along with an agenda for the meeting. The reasons should be made clear. If the permanent Chair does not agree to the meeting, then the five (5) members may obtain a majority of members and proceed with the meeting. The same notice shall be given for a special meeting as is required for a regular meeting, and the topic(s) shall be cited.

**Section 4. WAIVER OF NOTICE.** In lieu of notice, a written waiver of notice may be signed by any member of the Board before or after such meeting. Attendance at a meeting shall constitute waiver of notice thereof.

**Section 5. AGENDA.** At least five (5) working days prior to each regular meeting of the Board, the Secretary shall transmit to each member thereof an agenda setting forth all substantive matters upon which action is to be requested at the meeting. No action shall be taken on any substantive matter which is not on the agenda of the Board except with the consent of two-thirds (2/3) of the seated members present, but in no event by an affirmative vote of less than a majority of the members of the Board; provided, however, that action may be taken on matters considered by committees after the transmittal of said agenda.

**Section 6. PUBLIC MEETINGS; EXECUTIVE SESSIONS.** All meetings of the Board and its Committees shall be public unless the matter being discussed falls within the provisions of Section 30-4-70, *Code of Laws of South Carolina* (1976), as amended, in which event the Board or committee, as applicable, may enter executive session for the purpose of considering such matter. The Board, upon the vote of a majority of those present, may call for consideration of such matters in executive session. However, if it is determined either by the Chair or by a majority of the Board or committee during the course of such considerations in executive session that the matter is not properly the subject of an exception to the South Carolina Freedom of Information Act, the Board shall discontinue consideration of that matter and move on to other matters, if any, appropriate for consideration in executive session. Thereafter, the presiding officer of the Board or committee shall terminate the executive session and reconvene the public session for consideration of such matters requiring action. Only voting members of the Board or committee shall remain for executive sessions unless the Board or committee deems otherwise and specifically requests such other person or persons to be in attendance.

**Section 7. CONFIDENTIAL INFORMATION - EXECUTIVE SESSIONS.** All matters discussed in executive sessions are confidential and shall be released to the public only as the Board shall direct, or in the event an executive session of a standing committee is involved, only as that standing committee shall direct, except that:

(a) Executive session items, which require release from confidentiality in order that the ordinary business of the University might be conducted, may be so released as directed by either the permanent Chair of the Board, the Secretary of the Board, or the University President.

(b) The Secretary of the Board, in consultation with the permanent Chair of the Board, is authorized to release for scholarly purposes executive session minutes of Board meetings, when the substance of such minutes would not now be considered in executive session or when the minutes are twenty-five (25) years or more old, it being understood that any questionable cases may be referred to the Board for decision.

**Section 8. EX OFFICIO NON-VOTING MEMBERS OF THE BOARD OF TRUSTEES.** The Ex Officio Non-Voting members are the Governor of the State of South Carolina, President of the University, President of the Student Government Association, Faculty Senate President, President of the Staff Senate, National Alumni President, Chair of the SCSU Foundation, Chair of the Advancement Foundation, Chair of the SCSU Real Estate Foundation, and the Chair of the Board of Visitors. These Ex Officio Non-Voting members shall be invited to sit personally in the meetings of the full Board, subject to the following:

(1) An Ex Officio Non-Voting Member shall be allowed to sit with the Board and participate in discussions of agenda items but shall not be allowed to vote on any

- matter coming before the Board or any committee of the Board or to make any motion regarding any matter before the Board or any committee of the Board.
- (2) Unless otherwise required by law with respect to public records or public information, an Ex Officio Non-Voting Member shall not be allowed access to information that is deemed confidential by the Board (or by a committee of the Board respecting committee information).
  - (3) An Ex Officio Non-Voting Member shall not be allowed access to information that is deemed confidential by the President, unless otherwise directed by a majority of the statutory members of the Board or unless otherwise required by law with respect to public records or public information. In other respects, an Ex Officio Non-Voting Member shall be provided the same Board and committee meeting materials as are provided to statutory members of the Board.
  - (4) An Ex Officio Non-Voting Member shall not be allowed to participate in or attend executive or closed sessions of the Board (or of any committee of the Board), unless otherwise directed by a majority of the statutory members of the Board (or of the committee).
  - (5) An Ex Officio Non-Voting Member may not be elected as an officer of the Board.
  - (6) At the request of an Ex Officio Non-Voting Member, the permanent Chair of the Board may appoint the Ex Officio Non-Voting Member as an ex officio non-voting member of any standing committee of the Board (other than the Executive Committee).
  - (7) An Ex Officio Non-Voting Member shall be allowed to attend and participate in any open meeting discussion at any Board or committee meeting.
  - (8) An Ex Officio Non-Voting Member shall not be authorized to consult with or request an opinion of the University's Legal Counsel.
  - (9) An Ex Officio Non-Voting Member shall observe all rules, regulations and policies applicable to statutory members of the Board, and any other conditions, restrictions or requirements established or directed by vote of a majority of the statutory members of the Board.

**Section 9. MEETINGS OF COMMITTEES.** Meetings of Committees shall be called by the Secretary at the direction of the permanent Chair of the Board, the Chair of the particular Committee concerned, or any two (2) members of the Committee for which a meeting is to be called. Notice of the time and place of a meeting of a Committee shall be transmitted to all members of the Board at least five (5) working days before the time appointed for the meeting.

**Section 10. BOARD MEETING ATTENDANCE.** Any Statutory or Ex Officio Non-Voting Member of the Board of Trustees who has more than three (3) consecutive unexcused absences from regularly scheduled meetings is considered removed from the Board. The Chair shall immediately notify the Governor of the member's three (3) unexcused absences and of the resulting vacancy.

An unexcused absence shall be defined as an unreported absence. An excused absence shall be granted by the permanent Chair with notice of the absence being given at least five (5) business days in advance of the regularly scheduled meeting. Excused absences may also be granted in the discretion of the permanent Chair. The attendance record of all members of the Board shall be maintained by the Secretary and the Executive Director of the Board.

**ARTICLE IX  
BOARD AND COMMITTEE PROCEDURES**

**Section 1. ORDER OF BUSINESS OF THE BOARD.** The order of business at each regular meeting of the Board shall be as follows:

- (a) Call to order
- (b) Reading of notice and statement of service
- (c) Roll call
- (d) Adoption of the Agenda
- (e) Approval of minutes of the last meeting or previous meetings
- (f) Report of the President, and of other officers when required
- (g) Reports of Standing Committees
- (h) Reports of Special or Ad Hoc Committees
- (i) Other Matters
- (j) Executive Session, as appropriate
- (k) Adjournment

At special meetings the order of business shall be as follows:

- (a) Call to order
- (b) Reading of notice and statement of service
- (c) Roll call
- (d) Adoption of the Agenda
- (e) The special business for which the meeting was called
- (f) Adjournment

The regular order of business may be suspended or amended at any meeting by a vote of a majority of the Board members present.

**Section 2. QUORUM OF THE BOARD.** Quorum at Board meetings is fixed by Code section 59-127-30 and requires a majority of the Board of Trustees for the transaction of any business.

**Section 3. QUORUM OF COMMITTEES.** Three (3) Board members of any Committee shall constitute a quorum for the transaction of business.

**Section 4. PRESIDING AT COMMITTEE MEETINGS.** In the absence of the Chair of a Committee, the Vice-Chair of the committee will conduct the meeting. Should both, Chair and Vice-Chair, be absent, another member of the Committee shall preside.

**Section 5. RULES OF PROCEDURE.** The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the proceedings at and the

conduct of the meetings of the Board and its committees, in all cases to which they are applicable and which are not covered in or by these Bylaws or the laws of the State of South Carolina or the United States.

**Section 6. PROCEDURES FOR REPORTS.** Reports shall be submitted to the Board or its committees at least five (5) working days prior to each regular Board or committee meeting. The Secretary or the Executive Director of the Board shall transmit to each member thereof all materials to be presented at meetings. Requests for other reports, not received in advance, to be presented to the Board or its committee must receive a consent of two-thirds (2/3) of the seated members present.

**Section 7. COMMUNICATIONS.** The Secretary and/or Executive Director of the Board of Trustees shall provide the official communications within the University between the Board of Trustees, on the one hand, and the University faculty, administrative officers, individual members of the staff, student organizations, and students. The only exception to this rule of procedure shall be communications made directly to the Board or its members by or at the express direction of the President. Appeals from decisions of the University President or other officers, staff, boards, committees, faculty, Faculty Senate, and the like must be made to the President for review and action before any such appeal may be presented through the communication protocol set forth in this Section to the Board of Trustees for its consideration.

**Section 8. APPEARANCE BEFORE AND DOCUMENTS PRESENTED TO THE BOARD.** All individuals who wish to appear before and be heard by the Board of Trustees or any of its committees must apply for permission to do so at least ten (10) working days prior to any such meeting and through the communication protocol set forth in Section 7 above. The Secretary and/or the Executive Director of the Board of Trustees shall be responsible for the transmittal of all documents for the Board or any of its committees. Such information must be made available to the office of the Executive Director of the Board of Trustees at least ten (10) working days in advance of the projected hearing date so that the information may be disseminated not less than five (5) working days prior to such meeting through the communication protocol set forth in Section 7 above.

**Section 9. MINUTES OF BOARD AND COMMITTEE PROCEEDINGS.**  
(a) Minutes of the proceedings of the Board shall be the responsibility of the Secretary or Executive Director of the Board of Trustees, and as soon as practical after a meeting, a copy of the minutes shall be transmitted to each member of the Board.

(b) Minutes of the proceedings of each Committee shall be kept by the appointed recorder, and shall be transmitted at least five (5) days prior to the committee meetings to each Board member.

(c) The minutes of executive sessions of the Board and its committees shall only be recorded and maintained as required by the laws of the State of South Carolina.

**Section 10. PROXIES PROHIBITED.** The use of proxies for purposes of determining a quorum, for voting or for any other purposes shall not be permitted.

**Section 11. VOTING.** Except as otherwise specifically provided in these Bylaws, including Section 5 above, all matters coming before the Board or a committee thereof for determination shall be determined by a simple majority vote of the members present. Upon request of any Board or committee member, a vote by the Board or committee, as applicable, shall be by a call of the roll and results of such roll call vote shall be recorded in the minutes of the Board or committee.

**Section 12. ACTION BY CONFERENCE CALL.** Unless otherwise prohibited by the enabling legislation or these Bylaws, any or all Board members may participate in a meeting of the Board or any committee by means of electronic communication, provided all Board members participating in the meeting can hear each other and be heard. Participation by such means shall constitute presence in person at such meeting. Written notice of the date, time, and method of accessing such electronic communication shall be transmitted to all members of the Board at least five (5) working days before the time appointed for the call.

**Section 13. RECONSIDERATION, REPEAL, OR RESCISSION.** Any member who voted on the prevailing side may move for the reconsideration of an action taken by the Board. Such motion must be made and voted upon during the same meeting at which the action was taken.

No motion for repeal or rescission of any action taken by the Board shall be voted upon unless notice of intention to make such motion shall have been given at the previous meeting or by transmitting notice to each member of the Board at least five (5) working days prior to the meeting at which such motion is to be voted upon.

**ARTICLE X  
DUTIES OF THE  
EXECUTIVE DIRECTOR OF THE BOARD OF TRUSTEES**

As provided in Article III of the Bylaws, the Board shall select an Executive Director of the Board of Trustees who, as the Board's representative, shall be charged with the responsibility of performing the many duties assigned to the Executive Director of the Board of Trustees by these Bylaws or by the Board, including but not limited to the following:

1. Attend all meetings of the Board and meetings of its committees, as appropriate;
2. Upon the approval of the Secretary of the Board, disseminate a copy of the minutes of every Board and committee meeting to all members of the Board or the committee and to the President;
3. Be responsible for the effective staffing and management of office premises to serve the working needs of the Board and ensure that the University provides sufficient and suitable space for the Executive Director and the Executive Director's staff, if any, and for the holding of all Board and committee meetings;
4. Prepare and recommend to the Board the budget for the effective operation of the Board Office;
5. Select and administer the staff of the Board Office and provide such staff assistance to the members of the Board and to the committees of the Board as may be requested or required from time to time in furtherance of their duties;
6. Be responsible for the welfare, travel and compensation of the Board in accordance with applicable State statutes;
7. Be custodian of and provide for the preservation of the records of the Board and all documentary files thereof;
8. Be responsible for the text of all official plaques and notices erected on University premises by order of the Board;
9. Be responsible for preparation of recommendations and citations for all honorary degrees granted in the name of the University;
10. Ensure that the Board is informed of all other honors and distinctions given in the University's name;

11. Be responsible for keeping members of the Board and such persons as the Board may direct supplied with copies of any changes or amendments to these Bylaws or the policies of the University as adopted or amended by the Board from time to time and any interpretive rulings previously made regarding matters being or to be considered;
12. Provide liaison between the Board and its members as well as provide an additional communication link between the Board and the President and be responsible for communications between the Board and others as set forth in Article IX, Section 7 of these Bylaws;
13. Ensure that the official seal of the University shall remain in the President's Office;
14. Assist the Board, in liaison with the President, in activities involving local higher education commissions and legislative bodies or legislative-appointed bodies interacting with the Institution;
15. Generally act as the coordinator of the Board and its members for all official functions and activities of the Board or with which the Board is involved, and
16. Perform such other duties and functions as may be prescribed by the Board.

The Executive Director of the Board of Trustees shall facilitate the duties of the Board for such term and compensation as the Board may prescribe. The Executive Director shall report directly to the Board and serves at the pleasure of the Board.

**ARTICLE XI**  
**DUTIES AND RESPONSIBILITIES OF THE PRESIDENT**

The President of the University is elected by the Board of Trustees to serve at the pleasure of the Board. The President is the chief executive officer of the University and is entrusted by the Board of Trustees with the execution of its policies, together with the internal governance and administration of the University. The President shall be the primary spokesperson for the University to the media, the educational world, alumni, and the general public. The President shall speak for the University and shall administer University policies as promulgated by the Board.

The President is charged with the managerial and administrative responsibility for the ongoing operations of the University and acts for the trustees in carrying out the policies and decisions of the Board. With the general authority granted by the Board, the President shall perform the duties and responsibilities associated with his office, including but not limited to the following:

1. Implement University and Board policies, review the administration and effect of these policies, and recommend (for the Board's consideration) modifications in policies or the establishment of new policies as appropriate;
2. Assume primary responsibility for relationships with the Governor's office, the South Carolina General Assembly, the Commission on Higher Education, federal agencies and other agencies, groups, and institutions;
3. Recommend to the Board the mission, role, and scope of the University and undertake strategic and long-range planning;
4. Direct and approve the University's coordinated requests for operating capital appropriations and direct presentation of and justification for such requests;
5. Review and recommend to the Board the budgets of all components of the University;
6. Establish fiscal, budgetary audit, and business procedures for the efficient and effective management of the University;
7. Have ultimate responsibility for and exercise appropriate administrative and fiscal control over all the University's intercollegiate athletic programs;
8. Direct, coordinate, and implement the planning and development of all fundraising activities of the University, except those of the independent and separately incorporated University Foundations authorized by the Board of Trustees;

9. Review and recommend action to the Board on all legal commitments and other matters within the province of the Board, including contractual arrangements in accordance with policies and procedures of the Board;
10. Ensure adherence to policies and procedures which accomplish the Board's investment responsibilities and objectives and monitor the implementation of the policies and procedures approved by the Board;
11. Subject to the approval of the Board and within budget limitations of the University, make such appointments to and grant such promotions in faculty or administrative staff of the University as may be appropriate, and terminate any appointments or employment, both in faculty or administrative staff, in keeping with state Human Resources policies and tenure policies as may be established by the Board;
12. Attend all meetings of the Board and of all Standing, Special, and Ad Hoc Committee of the Board, as appropriate;
13. Sign certificates, contracts and instruments authorized or issued by authority of the Board or any properly authorized committee thereof and all diplomas;
14. Consult with the Board of Trustees on the appointments of all administrators of the University having the rank of Vice President. Inform the Board of Trustees on the appointments of all administrators of the University having the rank of Dean, Director, or the equivalent thereof; and
15. Perform such other duties as may be assigned by the Board of Trustees.

**ARTICLE XII**  
**INDEMNIFICATION AND OUTSIDE LEGAL COUNSEL**

The University shall furnish its current and former Trustees and officers with legal defense in connection with any threatened or pending action, suit or proceeding, whether civil, criminal, administrative or investigative, to which they are made parties by reason or being or having been a representative of the University, provided the President or Secretary is promptly notified of the need for such defense and provided such defense complies with Subarticle E of Article 8 in Chapter 31 of Title 33 in the South Carolina Code of Laws. Furthermore, the University shall indemnify to the extent permitted by South Carolina law any Trustee or officer for judgments, damages, settlements and costs reasonably incurred in such proceedings so long as such matters are not as a result of gross negligence or willful misconduct. The University may secure and maintain a policy of Directors and Officers Liability Insurance covering all members of the Board and officers of the University with limits as established by the Board.

No department, agency, division, other entity or individual in or of the University may employ outside legal counsel in connection with this Article of the Bylaws or in connection with the University without prior review and written approval by the Attorney General of South Carolina. Similarly, final approval for payment of legal fees or fees for legal consultation may not be granted within the University without prior review and approval by the Attorney General of South Carolina. The General Counsel shall handle all requests for employment of outside legal counsel and the procedures for obtaining approval of the Attorney General. The General Counsel must first determine if outside counsel is required for handling the legal issue or matters, whether the outside counsel to be recommended to the Attorney General is well and fully qualified to deal with the legal issue or matters, and whether the fees and costs submitted for approval are based on actual services rendered and necessary.

**ARTICLE XIII  
MISCELLANEOUS**

**Section 1. UNIVERSITY SEAL.** The official University seal shall be used in connection with the transaction of business of the Board of Trustees of South Carolina State University. The seal may be affixed by the Secretary on any document signed on behalf of the University or the Board. Permission may be granted by the Board, the Secretary of the Board or the President for the use of the seal in the decoration of University buildings or in other special circumstances. The seal shall be of the form and design on the front page of these By-Laws.

**Section 2. NONDISCRIMINATION.** The Board shall not accept any invitation to attend functions (social or otherwise) which are to be held at a club or organization which does not admit as members persons of all races, religions, colors, sexes, or national origins. All such invitations so received shall be referred to the Executive Committee and the Executive Committee shall have the duty of determining and reporting to the Board whether or not the function is to be held at a club or organization which does not admit as members, persons of all races, religions, colors, sexes, or national origins.

**Section 3. GENDER; NUMBER.** The use of the masculine gender in these Bylaws includes the feminine gender, and when the context requires, the use of the singular includes the plural.

**Section 4. SEVERABILITY.** Should any Article, section, subsection, sentence, clause, phrase or term of these Bylaws be declared to be void, invalid, illegal, or unenforceable, for any reason, by the adjudication of any court or other tribunal having jurisdiction over the proper parties and the subject matter affected by these Bylaws, such judgment shall in no way affect the other provisions hereof which shall be severable and which shall remain in full force and effect.

**ARTICLE XIV  
BYLAWS OF THE BOARD OF VISITORS**

**Section 1. COMPOSITION AND MEMBERSHIP.** The Board Of Visitors of South Carolina State University shall be comprised of no more than thirty-one (31) members elected by the Board of Trustees from the following categories: six (6) members nominated by the six (6) members of the Board of Trustees representing the six (6) congressional districts; six (6) members nominated by the six (6) in state at-large members of the Board of Trustees; one (1) member nominated by the Governor’s appointee of the Board of Trustees; three (3) members nominated by the South Carolina State University National Alumni Association; three (3) members nominated by the South Carolina State University Foundation, Inc.; one (1) faculty representative nominated by the South Carolina State University Faculty Senate; one (1) member nominated by the South Carolina State University Staff Senate; five (5) representatives nominated by the University President, and the remaining nominations shall be collectively submitted by members of the Board of Trustees. The aforementioned constituents may choose candidates who reside outside of the State of South Carolina. The South Carolina State University Board of Trustees shall approve all nominees by simple majority vote of its seated members.

The Chair of the Board of Directors of the South Carolina State University Foundation, Inc. shall serve as an ex-officio member of the Board of Visitors. The spouse of the University President may be an ex-officio member of the Board of Visitors. The South Carolina State University Vice President for Institutional Advancement, whose staff shall provide clerical assistance and logistical support to the Board, shall also serve as an ex-officio member of the Board of Visitors.

**Section 2. TERMS.** The sixteen (16) members (of the first four constituents referenced in Section 1) shall serve terms of three (3) years. Fifteen (15) members shall serve terms of two (2) years, and thereafter, all terms of appointment shall be for two (2) years. Service shall begin July 1 and end June 30. In the event a vacancy occurs on the Board of Visitors prior to the expiration of a member’s term, a successor shall be elected by the Board of Trustees to fulfill the unexpired portion of the term and shall be eligible to serve additional consecutive terms.

**Section 3. PURPOSE AND DUTIES OF THE BOARD OF VISITORS.** The Board of Visitors shall act as advocates of the University. Board members shall serve as an advisory body to the South Carolina State University Board of Trustees and assist the Board and the President in the overall advancement of the University, as related to public and private support, fundraising, student and faculty recruitment, public relations, alumni affairs, and legislative matters.

**Section 4. OFFICERS.** The Officers of the Board of Visitors shall be Chair, Vice-Chair, and Secretary. The Officers of the Board of Visitors shall be elected by the members

of the Board of Visitors for a one-year (1) term, beginning July 1 and ending June 30 of each year. Officers may be re-elected for one (1) additional term.

**Section 5. THE STANDING COMMITTEES.** The Standing Committees of the Board of Visitors shall be the following:

- (a) The Executive Committee is comprised of the Chair, Vice-Chair, the Chair of each Standing Committee, and such other members as designated by the Chair. The Executive Committee is authorized to act on behalf of the Board of Visitors between meetings.
- (b) The Development and Alumni Relations Committee will work closely with the Board of Trustees, President, South Carolina State University Foundation, Inc., and the Office of Institutional Advancement to enhance the fulfillment of its missions in the areas of Development and Alumni Affairs.
- (c) The Legislative Relations Committee will work closely with the President and Executive Committee of the Board of Trustees to coordinate support activities in the Governor's Office, the South Carolina General Assembly, and state and federal governmental agencies.
- (d) The Public Relations Committee will work closely with the Office of News and Communications to enhance the fulfillment of its missions.
- (e) The Student Recruitment and Welfare Committee will work closely with the Offices of Admissions and Recruitment and the Office of the Vice President for Student Affairs to enhance their missions.
- (f) The Chairman of the Board of Visitors may designate any ad hoc committee(s) deemed necessary to accomplish the mission of the Board of Visitors.

**Section 6. MEETINGS.** The Board of Visitors shall meet twice annually and at other times as called by the Chair of the Board of Visitors after consultation with the Chair of the Board of Trustees and President of the University. At least one of the regular meetings annually shall coincide with dates for a regular meeting of the University's Board of Trustees.

**ARTICLE XV  
AMENDMENTS**

These Bylaws may be amended at any meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the seated Board, provided those members voting to amend constitute at least a majority of the authorized number of Board members and provided that notice of any proposed amendment including a written copy thereof shall have been given at least thirty (30) days prior to the meeting of the Board at which such amendment is voted upon. These Bylaws, as adopted by the South Carolina State University Board of Trustees, supersede and replace any and all previously adopted bylaws and Board policies, the except Conflict of Interest Policy for South Carolina State University, Disclosure Form for South Carolina State University, South Carolina State University Board Policy For Annual Presidential Reviews and Responsibilities of South Carolina State University Individual Trustees adopted on December 1, 2005.

# **READINGS/AMENDMENTS**

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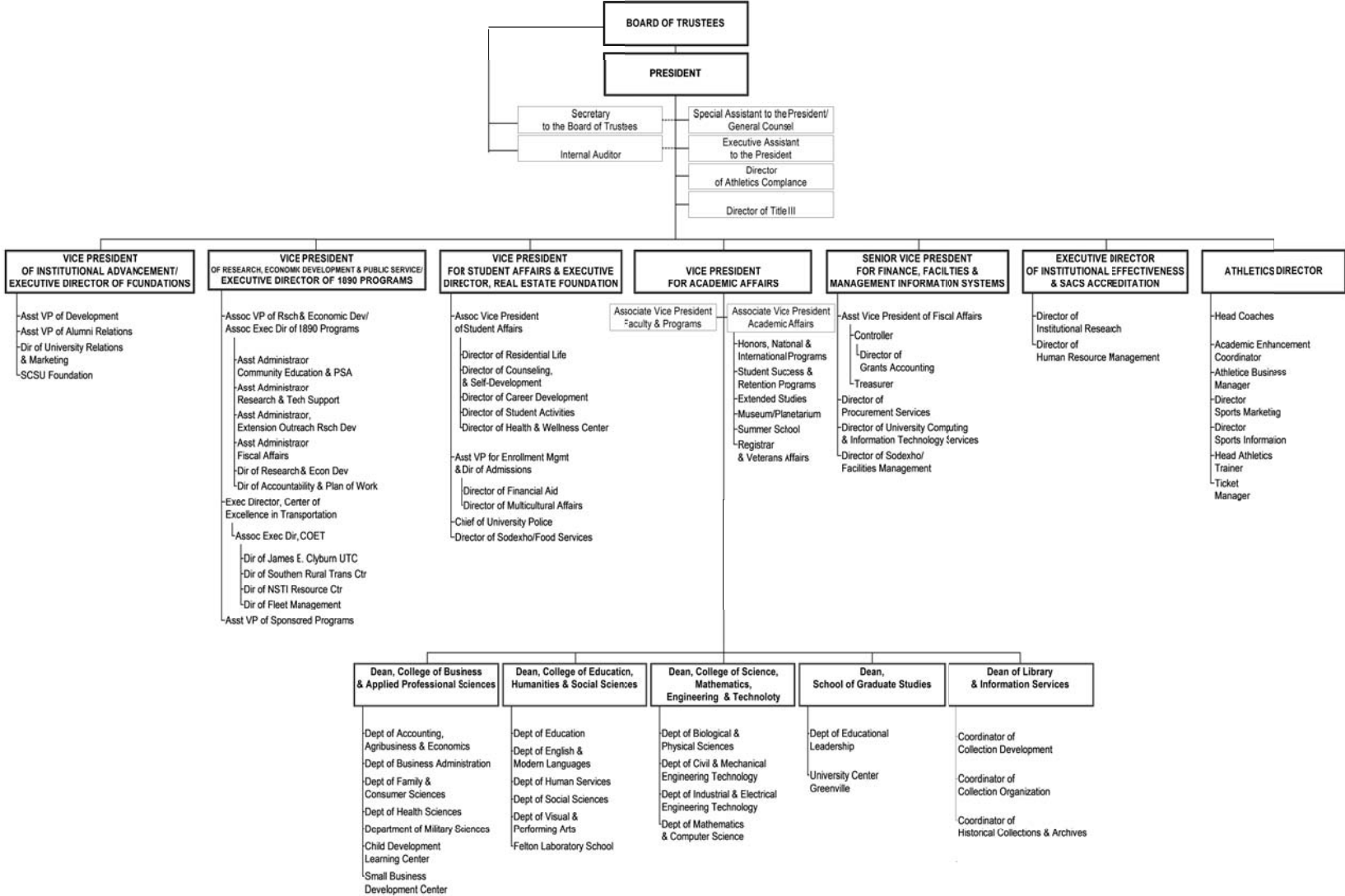
# MISSION STATEMENT

South Carolina State University (SC State) is a historically Black public 1890 land-grant senior comprehensive institution of approximately 4,500-6,000 students. Located in Orangeburg, South Carolina, SC State University is committed to providing affordable and accessible quality baccalaureate programs in the areas of business, applied professional sciences, mathematics, natural sciences, engineering, engineering technology, education, arts, and humanities. A number of programs are offered at the master's level in teaching, human services and agribusiness, and the educational specialist and doctorate programs are offered in educational administration.

SC State University prepares highly skilled, competent and socially aware graduates to enable them to work and live productively in a dynamic, global society. Through technology and traditional methods of teaching and learning, research and service, the University enhances the quality of life of citizens and contributes to the economic development of the state and nation.

(This mission statement was approved by the S.C. State University Board of Trustees on March 30, 2010 and by the South Carolina Commission on Higher Education May 6, 2010.)

# SOUTH CAROLINA STATE UNIVERSITY ORGANIZATIONAL STRUCTURE



# **SOUTH CAROLINA STATE UNIVERSITY PERSONNEL POLICIES AND PROCEDURES MANUAL**

SECTION: Employee Relations

Section: VII

Subject: A

SUBJECT: Affirmative Action Policy

Effective: 06/05/09

Revised: 05/29/09

**THE LANGUAGE USED IN THIS DOCUMENT DOES NOT CREATE AN EMPLOYMENT CONTRACT BETWEEN THE EMPLOYEE AND SOUTH CAROLINA STATE UNIVERSITY. THIS DOCUMENT DOES NOT CREATE ANY CONTRACTUAL RIGHTS OR ENTITLEMENTS. THE UNIVERSITY RESERVES THE RIGHT TO REVISE THE CONTENT OF THIS DOCUMENT, IN WHOLE OR IN PART. NO PROMISES OR ASSURANCES, WHETHER WRITTEN OR ORAL, WHICH ARE CONTRARY TO OR INCONSISTENT WITH THE TERMS OF THIS PARAGRAPH CREATE ANY CONTRACT OF EMPLOYMENT.**

## **AFFIRMATIVE ACTION POLICY**

### **Statement of Policy**

This is to affirm that South Carolina State University recognizes that employees are the essential resource to the Institution. It is the policy of the University to provide equal opportunity to all present and future employees regardless of race, color, religion, sex, national origin, age, or disability. Also, it is the intention of the University to take positive measures, as outlined in the Affirmative Action Plan, to eliminate remaining disparities.

This statement applies to all personnel policies, practices and procedures including, but not limited to, recruiting, hiring, classification/compensation, benefits, promotions, transfers, layoffs, recall from layoffs, and educational, social or recreational programs of the University. The objective is equal opportunity and affirmative action is the method.

The Human Resources Director serves as the Equal Employment Opportunity Officer of the University. Full cooperation is expected of all administrators, division directors, college/school deans, department chairpersons and directors, faculty and staff in achieving the University's goals. The Affirmative Action Program remains in effect until these University goals are achieved.

**CONFLICT-OF-INTEREST POLICY  
FOR  
SOUTH CAROLINA STATE UNIVERSITY**

**1. SCOPE**

The following statement of policy applies to each member of the board and to all officers of South Carolina State University. It is intended to serve as guidance for all persons employed by the institution in positions of significant responsibility and authority, including (but not limited to) the following: [president, vice president, dean and director.]

**2. FIDUCIARY RESPONSIBILITIES**

Board members, officers, and employees of South Carolina State University serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the board and officers of the administration and faculty are to be made solely on the basis of a desire to advance the best interests of the institution and the public good. The integrity of South Carolina State University must be protected at all times.

Men and women of substance inevitably are involved in the affairs of other institutions and organizations. Effective boards, administrations, and faculties will include individuals who have relationships and affiliations that may raise questions about perceived conflicts of interest. Although many such potential conflicts are and will be deemed inconsequential, every individual trustee and senior administrator has the responsibility to ensure the entire board is made aware of situations that involve personal, familial, or business relationships that could be troublesome. Thus, the board requires each trustee and institutional officer annually (a) to be familiar with the terms of this policy; (b) to disclose to the board chair any possible personal, familial, or business relationship that reasonably might give rise to a conflict involving the university; and (c) to acknowledge by his or her signature that he or she is in accordance with the letter and spirit of this policy.

**3. DISCLOSURE**

All trustees and officers are requested to list on this form only those substantive relationships (a) they or members of their family maintain with organizations that do business with the university, or (b) that potentially could be construed to affect their independent, unbiased judgment in light of their decision-making authority and responsibility.

If a trustee or officer is uncertain whether to list a particular relationship, the board chair and institutional legal counsel should be consulted. They may elect to seek the judgment of the executive committee before informing and consulting with the entire board within an executive session. Information shared or gathered as a result such consultations (including information provided on this form) shall be confidential except when the institution's best

**Conflict-of-Interest Policy for  
South Carolina State University  
Continued**

interests would be served by disclosure. Such disclosure will be made only after informing those concerned.

The following definitions are provided to help trustees and officers decide whether a relationship should be listed on the disclosure:

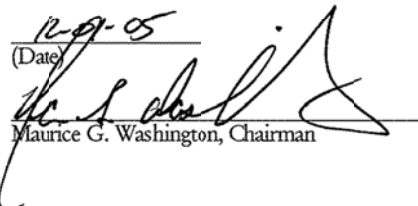
- **Business Relationship:** One in which a trustee, officer, or a member of his or her family as defined below serves as an officer, director, employee, partner, trustee, or controlling stockholder of an organization that does substantial business with South Carolina State University.
- **Family Member:** A spouse, parent, sibling, child, or any other relative if the latter resides in the same household as the trustee or officer.
- **Substantial Benefit:** When a trustee or a member of the trustee's family (a) is the actual or beneficial owner of more than 5 percent of the voting stock or controlling interest of an organization that does substantial business with the university or (b) has other direct or indirect dealings with such an organization from which the trustee or a member of the trustee's family benefits directly, indirectly, or potentially from cash or property receipts totaling \$10,000 or more annually.

**4. RESTRAINT ON PARTICIPATION**

Trustees or officers who have declared a conflict of interest, or who have been found to have a conflict of interest, shall refrain from participating in consideration of proposed transactions unless the board or administration requests information or interpretation for special reasons. Should a conflict of interest matter require an executive committee or board vote to resolve, those concerned shall not be present at the time of the vote.

Approved:

South Carolina State University  
Board of Trustees

12-19-05  
(Date)  
  
Maurice G. Washington, Chairman

**DISCLOSURE FORM  
FOR  
SOUTH CAROLINA STATE UNIVERSITY**

1. Are you aware of any relationships between South Carolina State University and yourself or any member of your family as defined by the letter of spirit of this policy that may represent a conflict of interest?

No  Yes

If Yes, please list such relationships and the details of annual or potential financial benefit as you can best estimate them.

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2. During the past 12 months, did you or a member of your family receive any gifts or loans from any source from which the university buys goods or services or otherwise has significant business dealing?

No  Yes

If Yes, please list them, their source, and their approximate value.

Source	Item	Approximate Value
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3. Exceptions: (If there are none, please indicate so.)

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*I certify that I have read and understand the board's policy on conflict of interest (dated \_\_\_\_\_), and that the foregoing information is true and complete to the best of my knowledge.*

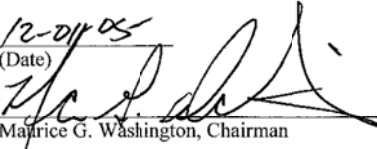
\_\_\_\_\_  
Name (Please print)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Approved:

South Carolina State University  
Board of Trustees

12-01-05  
(Date)  
  
Maurice G. Washington, Chairman

## **SOUTH CAROLINA STATE UNIVERSITY BOARD POLICY FOR ANNUAL PRESIDENTIAL REVIEWS**

*This policy supplements the board's standing policy concerning presidential and board performance reviews. It details the purposes for and process by which the president's performance shall be reviewed each year.*

### **PURPOSE**

To enable the president to strengthen his or her performance, to enable the president and board to reset mutually agreeable goals, and to inform annual decisions on compensation adjustments and other terms of employment.

### **RESPONSIBILITY**

It shall be the board's responsibility to assess the president's performance and when appropriate to solicit the reviews of other leaders within the institution (i.e. SGA President, Faculty/Staff Senate). For the purposes of annual presidential reviews, however, the process shall be a private matter between the board and the president. The board delegates to the [executive or other] committee and board chair, as they shall mutually decide, within the parameters of this policy, the responsibility for organizing and conducting the process with the president.

### **PROCESS**

The heart of this process shall be a written self-assessment statement by the president in a mutually agreed-upon format and timetable. Normally, unless revised by the committee in consultation with the president in the intervening period, the statement will retain the same format. This statement, along with any supplemental information the committee may have requested of the president, shall be sent to all board members before the board meeting at which the president's review process and goals will be discussed (with the president present). Because this statement constitutes a potentially sensitive personnel matter, all trustees are expected to treat it as strictly confidential.

As soon as is practical following receipt of the president's self-assessment statement, the committee and board chair shall meet with the president to discuss the statement and his or her proposed goals for the coming year. At the board's next regularly scheduled meeting, the committee's chair and the board chair shall inform the board of trustees of the process thus far. At that time, in executive session, they also shall engage the board in a discussion of the president's goals for the subsequent year and ask the board to approve them. This meeting is intended for the board and the president to have a wide-ranging discussion about the conduct of the presidency within the context of institution's progress. The board, of course, reserves the right to adjust the proposed goals and priorities.

### **OUTCOMES**

Following discussion with the president about his or her performance, and after agreement on his or her goals for the next 12 months, the board or executive committee shall, in executive session, receive, discuss, and ratify the recommendations of the personnel and evaluation or other appropriate committee. The annual process of reviewing and adjusting the president's compensation and other terms of employment are set forth in a separate

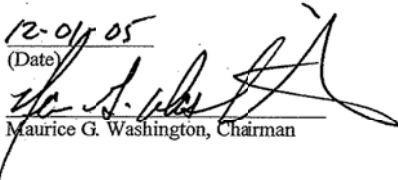
board policy. Immediately following this meeting the board chair shall meet with the president to report on the boards private deliberations, including its decisions concerning compensation. The chair of the personnel and evaluation or other appropriate committee and the board chair subsequently shall cosign a confidential memorandum for the record that briefly summarizes the board's conclusions, as well as all actions taken in executive session concerning the president's performance review and compensation.

Approved:

South Carolina State University  
Board of Trustees

12-01-05

(Date)

  
Maurice G. Washington, Chairman

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## **Responsibilities of the South Carolina State University** **Individual Trustees**

Individual trustees are expected and responsible for...

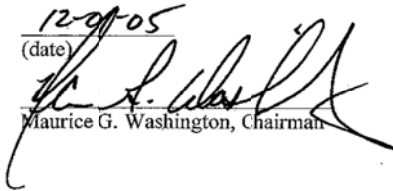
- Having the time and energy necessary to faithfully and diligently prepare for and participate timely in the board's meetings. This includes certain ceremonial (ie. Commencement, Founder's Day, groundbreaking ceremonies, Homecoming) and special meetings that require the trustee's presence between regular board meetings.
- Supporting the institution's mission, vision and responsibilities to serve the diverse society that supports and depend on it.
- Asking substantive and timely questions of management and colleague board members in the course of committee and board meetings.
- Speaking candidly, but also being willing to support decisions and policies approved by the board's majority – even if the trustees did not vote for them. Only the collective board has legal authority; individual trustees have none. In a similar vein trustees should avoid asking the administration for special favors. Although trustees are afforded respect and occasional expressions of appreciation for their volunteer and philanthropic service, they are due no special prerogatives.
- Remembering that only the board chair speaks for the board and ordinarily is presumed to be delegated the responsibility to address controversial issues or board decisions with the media. In similar vein, the chief executive ordinarily speaks for the institution. Individual trustees should not presume to speak for the board or the institution.
- Avoiding personal agendas or being seen as a representative of any internal or external constituency, special-interest group or cause, community, or specific part of the institution. All trustees have a responsibility to use their best judgment and conscience in the interests of the institution as a whole. "Single issue" trustees are ineffective trustees.
- Contribute a gift according to your means or annual operation, capital campaign, and scholarship.
- Help to secure gifts from an individual, a corporation or other source for the University.

- Supporting the chief executive while at the same time exercising critical judgment as an active, discerning, energetic, and probing trustee. Board members should be able to distinguish between management and governance issues.
- Communicating any significant concern or complaint promptly to the chief executive. Trustees should be mindful of protocols and procedures for handling of such matters (ordinarily at the lowest appropriate levels of administration). Substantive matters that may affect the chief executive should be called to the board's chair's attention.
- Respecting the opinions of others and refraining from public criticism of them or their views. At the same time, individual trustees should contribute to a trust relationship among board members and should help the board to "keep house in order."
- Avoiding any possibility of even the perception of a possible conflict of interest with their financial, personal, and family interests. Trustees should inform the board chair and chief executive promptly of any such possibility. Early disclosure is essential.
- Defending the institution's and the board's autonomy while working with other trustees to provide accountability and advocacy in equal measure.

Approved:

South Carolina State University  
Board of Trustees

12-01-05  
(date)

  
Maurice G. Washington, Chairman