

COASTAL CAROLINA UNIVERSITY

BOARD OF TRUSTEES

February 25, 1994, 9:00 a.m.  
Student Center, Room 201

Presiding: James J. Johnson, Chair

Members Present:

Gene Anderson  
Hank Barnette  
Robert Brown  
Franklin Burroughs  
Fred DuBard  
Cathy Harvin  
Dean Hudson  
Larry Lyles  
Elaine Marks  
Clark Parker  
Keith Smith  
R. Cathcart Smith  
Oran Smith

Members Absent:

Jim Kane  
Juli Streater Powers  
E. Craig Wall, Jr.

Others Present:

Ron Ingle  
June Brown  
Tina Davis

(In accordance with the requirements of the South Carolina Freedom of Information Act, the news media were notified of the time, location, and agenda for this meeting.)

Chairman Johnson called the meeting to order at 9:05 a.m.

Dr. Ingle introduced Mr. Stan Godshall, the new Director of Facilities at Coastal. He will oversee activities concerning buildings on campus as well as coordinating building projects with state and legislative committees. Dr. Ingle asked Mr. Godshall to comment on the progress of the Humanities Building.

Mr. Godshall said the state now plans to have a 1995 Capital Improvement Bond Bill. In order to be prepared, we have to select an architect to help us design the Humanities Building so that when the legislature meets in 1995, we will have plans completed and be in a position to ask for the needed funds. He hopes to have an architect by early summer or late spring. That requires the selection committee to come together, review resumes, select five to seven firms and interview them, then select the most appropriate one.

Mr. Godshall said that our buildings are in relatively good shape, but there is some work to be done. Dr. Ingle asked about the first meeting of the architectural selection committee. Mr. Godshall said that an advertisement will be placed in the newspaper next week, and it has to run for 30 days. The committee will need to meet approximately 45 days from today. Dr. Ingle explained that he had worked with Stan in Columbia, dealing with various committees of the General Assembly and CHE.

Dr. Ingle then commented on the Southern Intellectual History Circle, an event occurring on campus on February 25 and 26, and invited members to attend the activities. He said it is a very prestigious group, and it is a real coup for Coastal to host this event.

Dr. Ingle also distributed a guide to the legislation on the restructuring of higher education. He said he had talked to Mike Ey and quite a few of Coastal's amendments are being considered as this bill moves through. The subcommittee of the House meets Monday morning, and one feature that is emerging is a movement to increase the number of public members by 3, so there will be 4 public members and those members will be appointed by the Governor from the existing members of the current Commission. South Carolina State will have a permanent seat and will not be part of the rotation of the baccalaureate institutions. There is a movement to have a representative from private colleges. Dr. Ingle expressed concern about a private college representative being a voting member dealing with public dollars. The issue dealing with the rotation of USC Aiken and Spartanburg is still unresolved. Oran Smith said there seems to be a merging of the two proposals. Dr. Ingle added that the State Superintendent of Education would be on this group as an ex-officio voting member. As the bill moves through, they are working out compromises which he feels seem to be moving toward the issues that he mentioned to the Board previously.

Mr. Johnson announced that there would be an executive session at the end of the meeting. He further stated that the purpose of today's meeting is to work through the Bylaws; he then turned the meeting over to Dean Hudson, Chairman of the Bylaws Committee.

Mr. Hudson reviewed the process by which the draft Bylaws had been developed. He said in September when the committee was charged with coming up with a permanent set of Bylaws, they asked for input from members of the Board. A vast majority of the Board members provided comments. There were 36 comments that they worked through at the first Bylaws Committee meeting. The Committee continued to get comments until the last meeting. Letters were received from AGB and SACS concerning suggestions regarding the Bylaws. Through a telephone conversation, comments were received from George Janik, who facilitated the January Board retreat.

Mr. Hudson explained that the committee felt the Board needed empowerment to carry on the Board's business, and the consensus was that the section of the Act dealing with powers of the Board should be included verbatim as Article IV. The comments from SACS and AGB concerning Article IV relate to direct quotes from the Act.

Mr. Johnson said he noticed several areas in the Bylaws which come directly from the Act.

Members discussed all areas of concern throughout the document, making revisions as agreed, and giving consideration to comments provided by the AGB, SACS and George Janik, and incorporating these suggestions where possible, as well as making additional revisions.

A copy of the draft Bylaws as revised at this meeting are appended as a part of these minutes.

Issues which generated extensive discussion are described in the paragraphs that follow.

Members discussed Article I, Section 7 concerning the appointment of honorary members to the Board. Mr. Hudson said the Bylaws Committee felt that since various organizations had played a major role in the development of Coastal, we needed to continue to ask for their input along the way. Mr. Parker said he hopes we will have as much input from various facets of the community as possible, including students, faculty, and community representatives. He added that honorary members generally do not attend meetings. It was agreed that this section be made more flexible to allow the appointment of others as honorary members.

Chairman Johnson questioned whether the Bylaws should be so descriptive concerning a Board of Visitors. Mr. Hudson said the Bylaws Committee considered eliminating this section but agreed that statewide involvement could be beneficial to Coastal. Mr. Burroughs did a survey of all other advisory boards at Coastal, and there was not a great deal of support for establishing a statewide Board of Visitors. Since a provision for a Board of Visitors is included in the section covering powers of the Board, members elected to eliminate Article IX.

There was extensive discussion concerning Article X and the issue of Directors' and Officers' Liability Insurance. Mr. Brown had concerns about changing "shall secure" to "may secure" this insurance. Mr. Burroughs explained that the University is obligated to indemnify Board members for any liability they may have for serving on the Board. D & O insurance is additional coverage, but it may be unfair to require the University to purchase this insurance if premiums become cost prohibitive. Cathy Harvin suggested the Bylaws state that the issue should be reviewed every year. Dr. Ingle reminded members that they are covered and the state is looking into providing state coverage. D & O insurance is supplemental and may not be needed in the future.

Mr. Burroughs said there are protections, and there would not be a lot of exposure for members. Keith Smith noted that anyone would have to take the assets of the University before those of members. Mr. Hudson said this is a budgeted item which is reviewed annually. Dr. Smith suggested that the wording be changed to say "should ... if practical." Members agreed to this wording.

Regarding Article III, Section 1, members discussed George Janik's recommendation that paragraph "c" be revised to read that the Chairman will "appoint all committees with the advice of the Board," eliminating the words "and consent." There was some concern that members of the Board would not have input regarding a Chairman's assignment of members to the various committees, and that assignments might be made to promote the Chairman's own agenda. However, committee appointments may become very cumbersome if the full Board must become involved in approving committee appointments. Oran Smith suggested a vote be taken on the matter. It was also clarified that the issue of allowing the Board to be involved in committee assignments applies to standing committees only. Mr. Johnson said he feels the Chairman should have authority to appoint committees because that is the way things get done. Wording was changed to insert a new paragraph to allow the Chairman to appoint ad hoc committees without the Board's consent.

Oran Smith suggested the following:

- c. appointing all standing committees with the advice and consent of the Board
- d. appoint ad hoc committees as required

There was extensive discussion regarding Article VII, Section 1, Executive Committee, and the Chairman's authority to appoint two members of the Executive Committee. Elaine Marks made a motion that the Board accept the recommendation that two members of the Executive Committee be appointed by the Chair. The motion was seconded by Larry Lyles. The vote is recorded as follows\*:

In Favor

Fred DuBard  
Elaine Marks  
Hank Barnette  
Larry Lyles  
Cathcart Smith  
Oran Smith  
Keith Smith  
Jimmy Johnson

Opposed

Robert Brown  
Dean Hudson  
Gene Anderson  
Cathy Harvin  
Franklin Burroughs

\*Clark Parker had to leave the meeting early and did not vote.

Oran Smith qualified his vote saying he would prefer the role of the Executive Committee be very narrow.

Discussion continued as the Board considered Janik's suggestion to substitute the statement "when it is not possible to convene the Board" rather than "in recess of the Board" concerning the Executive Committee exercising the powers and transacting business of the Board. Mr. Anderson said no committee has powers without the consent of the full Board. Mr. Brown asked that the record show that he will not give up his authority to vote to any Executive Committee, and he does not want any Executive Committee committing his vote to anything without his knowledge. Mr. Anderson asked that the record show that he agrees with that statement. He added that if any committee of five, with a majority of 3, has the authority to make decisions for this institution, then the other 14 of us need to go fishing. Mr. DuBard noted that the Executive Committee cannot do anything without getting ratification from the Board. He said that Board members should be given credit for being more responsible than that, and they will not take action that would be detrimental to the University. Mr. Anderson said it was not the intent of the General Assembly that a majority of any committee could make authoritative decisions about the University. Franklin Burroughs said the statute states that the Executive Committee cannot do anything that is inconsistent with the policy or action taken by the Board, and this statute is cited in the Bylaws. He questioned how much the Board could revise that. Mr. DuBard suggested that the section in question be left as it stands.

Mr. DuBard said we have to have some faith in the members of the Executive Committee. Mr. Anderson repeated that he does not agree with any three men, as technical and improbable as it may seem, having the authority to make a decision that the General Assembly has charged 17 to do.

Franklin Burroughs noted that, according to the Code, the Board does not have to ratify actions of the Executive Committee; however, members have expressed a desire to do so. He added that he feels that Section 1 (b) is sufficiently restrictive of the powers of the Executive Committee.

It was decided that the section was sufficient to ensure the Executive Committee would notify the full Board of any action taken in the interim between Board meetings.

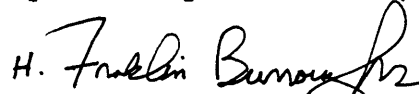
Under Article VIII, Section 3, Mrs. Marks made the motion that the Board accept the recommendation of Mr. Janik and move items (d) through (m) to the job description and performance objectives of the President. Cathy Harvin seconded the motion, and it passed by consensus.

Dr. Ingle said he felt the concerns expressed by SACS had been addressed through the changes made at this meeting.

Mr. Johnson said the Bylaws Committee should complete the revisions and present the revised draft of the Bylaws to the Board for action at its April 1 meeting.

Mr. Johnson adjourned the meeting at 12:35 p.m.

Respectfully submitted,



H. Franklin Burroughs  
Secretary