

THE CITADEL BOARD OF VISITORS  
TELECONFERENCE MEETING  
2 AUGUST 2010  
MINUTES

The Citadel Board of Visitors held its monthly "Transformation Issues" teleconference meeting in the Executive Conference Room, Bond Hall, at 1300 hours on 2 August 2010. The purpose of the meeting was to announce the Board of Visitors Committees' "Transformation Agenda" responsibilities for the year.

The following members of the Board were present in the Executive Conference Room: Colonel Douglas A. Snyder, Chair; Lieutenant Colonel Ben W. Legare, Jr., USA (Ret.); and Lieutenant General W. Michael Steele, USA (Ret.). Present via teleconference were Colonel Allison Dean Love; Colonel William G. Kastner; Colonel Claude W. Burns III; Colonel W. Thomas McQueeney; Colonel Fred L. Price, Jr.; Colonel James M. McQuilla; and Colonel Dylan W. Goff. Also in attendance via teleconference were Lieutenant Colonel Stephen D. Peper, USMCR (Ret.) President of The Citadel Alumni Association; Mr. James R. Baldwin, President, The Citadel Brigadier Foundation; and Mr. Dennis Bergvall, Executive Director of The Citadel Foundation.

Members absent: Colonel Glenn D. Addison, USAFR (Ret.); Major General Stanhope Spears, and Colonel Leonard C. Fulghum, Jr., member emeritus.

The meeting followed the agenda at enclosure 1.

Mr. Mark C. Brandenburg, General Counsel, acted as interim secretary and stated that the meeting was in compliance with the Freedom of Information Act in that notice had been posted 24 hours in advance in Bond Hall and local media sources were notified at the same time by fax means.

A quorum was present.

Chair Snyder called the meeting to order. He announced that monthly teleconferences for 2010-2011 would address "Transformation Issues" related to The Citadel's response to economic pressures. He noted that The Citadel Foundation (TCF) had agreed to provide five million (\$5,000,000) dollars to The Citadel to fund transformation efforts during 2011, and that leaders of The Citadel and The Citadel Foundation were meeting to develop the transformation plan. Colonel Joseph Trez, USA (Ret.), Director of The Citadel Staff, had developed a list of approximately two-hundred (200) tasks associated with the transformation plan, which had been grouped into nine (9) "Transformation

Agenda Items.” Thus, the purpose of the 2 August 2010, meeting was to align these nine items with Board of Visitors Committees.

1. The Executive Committee will have responsibility for updating the President’s contract. Chair Snyder noted that outside counsel had been retained to prepare and negotiate the contract with General Rosa, and that this process was underway. The Executive Committee will make a recommendation to the full Board of Visitors for an “up or down” vote.
2. The Finance Committee will oversee the development of the Transformation Grant Request. Chair Snyder reiterated that TCF had already approved the provision of a five million (\$5,000,000) dollar grant to The Citadel, and he noted that TCF had not imposed conditions on that grant. Nonetheless, The Citadel will develop a “grant request” which will show its intended uses for those funds.
3. The Customs and Regulations Committee will review the *College Regulations* in connection with the Memoranda of Understanding to be executed between The Citadel and The Citadel Foundation, and may make recommendations for terms to be included in the Memoranda. Chair Snyder stressed that the governance of The Citadel would not be altered, nor will the governance of TCF, or of the two other affiliated entities, The Citadel Brigadier Foundation or The Citadel Alumni Association be altered.
4. The President is responsible for hiring the Executive Vice President for Finance, Administration and Operations, and TCF has retained a search firm to assist in that process. However, as with all other Vice President selectees, the President will bring the name of the successful candidate to the Board of Visitors for approval.
5. A Constituency Communication Committee will be formed to help synchronize the efforts of The Citadel, the Board of Visitors, TCF, TCBF, and CAA. The presidents of TCF and TCBF have already held initial meetings with Chair Snyder and Colonel Thomas Philipkosky, USAF (Ret.), Executive Assistant to the President, and Mr. Bergvall will meet with those representatives to review their working relationships. The Communication Task Force will be involved in these efforts.

6. The External Affairs Committee will have oversight responsibility for the development of the new development model. The TCF Executive Director will report directly to the President of The Citadel for the 2010-2011 year, but additional development changes may be made as well.

7. The Education Committee will be involved in the validation of the college's business model. Chair Snyder acknowledged the apparent dissonance of the Education Committee's involvement, rather than the Finance Committee. However, he explained that the Education Committee was the proper committee as this inquiry addresses whether The Citadel is offering appropriate academic programs.

8. Chair Snyder noted that the Board of Visitors had recently approved a revised organizational chart. Thus, unless the administration proposes changes, the Board need not address this issue further.

9. The Strategic Planning Committee will provide support for Transformation fundraising strategies.

Chair Snyder noted that the Buildings and Grounds Committee was not assigned oversight responsibilities for any of these nine items, but that it was charged with addressing the question of whether The Citadel should create a separate entity to assist in acquisition of real estate. This inquiry should include coordination with TCF, which could also provide that assistance.

A general discussion followed. Chair Snyder stated that liaisons to each committee were already working on their areas of responsibility, and he encouraged committee chairs to contact those liaisons to coordinate efforts. He said that no deadlines had been established yet, as the three preliminary steps to completion of the Transformation Agenda - execution of a new contract with General Rosa, development of a new Memorandum of Understanding between The Citadel and TCF, and hiring of an Executive Vice President for Finance, Administration and Operations - were underway. Nonetheless, he encouraged committee chairs to treat the assignments announced today as their committee's "one-thing" for 2010-2011, and to develop their committee's year-long efforts in response. He noted that there was not yet a "governing" or "mission document" which would provide a public explanation of the Transformation Agenda to all of The Citadel's constituencies, as well as a guide to the committees, but he indicated such a document would be developed.

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Chair Snyder called for a motion to go into executive session to discuss the President's contract.

Motion to go into executive session made by Colonel Legare and seconded; the motion passed unanimously.

Motion to come out of executive session made by Colonel Legare and seconded; the motion passed unanimously.

Meeting adjourned at 1400 hours.

Respectfully submitted,

Mark C. Brandenburg  
General Counsel