

THE CITADEL BOARD OF VISITORS
MEETING MINUTES
1 AND 2 JUNE 2018

The Citadel Board of Visitors (BOV) held meetings in the Scarborough Multimedia Room, Holliday Alumni Center, on 1 and 2 June 2018 to: conduct an executive session for an update on legal matters; receive reports from the President, the Board committees, the Daniel Fund Scholarship Trustees, The Citadel Real Estate Foundation (TCREF), The Citadel Foundation (TCF) and The Citadel Brigadier Foundation (TCBF), and The Citadel Alumni Association (CAA); hear a presentation from the Dean of the School of Humanities and Social Sciences; consider minutes from previous meetings and motions for approval; conduct executive sessions, if needed, and any action items presented; and discuss other Board matters.

The following Board members were present at the 1 June 2018 meeting: Colonel Fred L. Price, Jr., Chair; Colonel Myron C. Harrington, Jr., Vice Chair; Colonel Allison Dean Love; Colonel Dylan W. Goff; Colonel Peter M. McCoy, Sr.; Colonel L. E. "Gene" Pinson; Colonel Greg A. Lapointe; Colonel Stanley L. Myers, Sr.; Colonel John C. Dominick; Colonel Jamie A. Khan; member emeritus Colonel Douglas A. Snyder; and Mr. Stephen Davis, Chairman, TCF.

Also in attendance were: Lieutenant General John W. Rosa, President; Brigadier General Mark A. Beensee, Interim Provost and Dean of the College; Colonel Thomas G. Philipkosky, Senior Vice President for Operations and Administration; Captain Eugene "Geno" Paluso, Commandant of Cadets; Dr. John P. "Jay" Dowd, III, Vice President for Institutional Advancement; Colonel John L. Dorrian, Vice President for Communications and Marketing; Mr. Rob Acunto, Interim Director of Intercollegiate Athletics; Colonel James Openshaw, Budget Office; Colonel Cardon B. Crawford, Director of Government and Community Affairs; Lieutenant Colonel Jack J. Porter, Chair of the Faculty Senate; Commander William Lind, Executive Assistant to the President; Mr. Mark C. Brandenburg, General Counsel; Mrs. Lori Hedstrom; Special Assistant to the President for Board Matters; Mrs. Jane Clegg; Accountant to the President, Provost, and BOV; and Mrs. Patricia M. Kinard, Recording Secretary to the Board of Visitors.

Presenters during the meeting: Mr. M. Dawes Cooke, Jr., Counsel to the BOV; Mr. Jeff Kidd, Director of The Citadel Real Estate Foundation (TCREF); Colonel "Hawk" Moore, Chief Compliance Officer; Mr. Glenn Easterby, Deputy Director for Facilities and Engineering; Lieutenant Colonel F. Ward Logan, Controller and Director of Financial Services; and Major Kyle Herron, Chief Information Officer. During the Friday afternoon session: Colonel "Bo" Moore, Dean of the School of Humanities and Social Sciences.

Voting members absent: none. A quorum was present.

The meeting followed the agenda at enclosure 1.

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 on the college website and local media sources were notified at the same time by electronic means.

Chair Price opened the meeting at 8:00 a.m. Colonel Pinson gave an invocation and Colonel Goff led the group in reciting "The Pledge of Allegiance."

Chair Price reviewed the schedule and agenda and reminded the Board of upcoming college events. He congratulated Colonel and Mrs. Dylan Goff on the recent birth of their third child, Lucy Claire Goff. He welcomed Mr. Stephen Davis as the new Chairman of TCF and non-voting member of the Board. He also congratulated Mr. Cooke on his selection as President of the South Carolina Bar Association for 2018-19.

As Colonel Fulghum is unable to attend the meeting today, the Daniel Fund Trustees will not have a report, but will hold a teleconference next week to review and approve scholarship nominations.

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Chair Price presented Mrs. Clegg with a certificate of recognition from the BOV for developing and managing the Board budget, her willingness to tackle new challenges, and her commitment to excellence.

Colonel Harrington moved to go into executive session for an update on legal matters covered by the attorney-client privilege. The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick and Khan.

Colonel Harrington moved to come out of executive session. The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick and Khan.

Mr. Jeff Hartsell, reporter for the Charleston *Post and Courier* joined the meeting after the executive session and was introduced by Chair Price.

Colonel Love moved to revise the order of the agenda, beginning with a portion of the Operations and Risk Management Committee (ORM) report and moving TCF/TCBF report to the following item on the schedule. The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick and Khan.

Colonel McCoy, Chair of the Operations and Risk Management (ORM) Committee, called on Mr. Kidd to begin the committee report.

A rendering of the Johnson Hagood Stadium East Side Stands was presented, with possible future expansion, along with a project timeline for the seating only. The underground survey is complete and soil borings have been taken. TCF anticipates that a significant portion of the project cost will be underwritten by donor gifts.

Mr. Davis gave an overview of data from TCF and TCBF, with details of the capital campaign results and 2018 year-to-date fundraising, LEAD fundraising, and TCBF/Athletics fundraising. He noted that 52% of alumni had participated in the capital campaign, with the use of social media generating great success.

Continuing the ORM Committee report, Colonel Philipkosky said the parking garage effort is being put on pause in order to provide The Citadel Advisory Committee time to explore and possibly develop alternate parking solutions; parking rates will remain the same until February 2019.

Colonel McCoy recognized LTC Logan, noting he had received a very prestigious honor. He was recently selected as a National Association of College and University Business Officers (NACUBO) Fellow, one of eleven individuals in the country working in higher education who will participate in a one-year leadership development program.

LTC Logan reviewed the FY18 year-to-date (through period 9) budget to actuals numbers with year ending projections anticipating a surplus, noting which funds can be used for general college needs and which are restricted.

The FY19 operating budget presentation included budget highlights, funding for Capers, tuition and fee realignment, Stevens sinking fund, TERI savings, and the FY19 operating budget. A motion for approval of the budget will be presented at the Saturday session. Colonel Cansler is working on a zero-based budget for possible consideration in FY20.

A follow-up of The Citadel Trust unrestricted spending reduction provided the full budgets for each line item.

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The interim external audit work is scheduled on campus for 29 May through 1 June; the annual fraud questionnaire will be mailed out to BOV members 1-15 June 2018.

Details of the FY19 internal audit plan were reviewed by Colonel Moore. A motion for BOV approval will be presented at the Saturday session.

Captain Paluso reviewed the statistics of the student risk roll-up, including numbers pertaining to the Campus Advocacy, Response and Education team (CARE); Campus Alcohol and Drug Information Center (CADIC); Citadel Counseling Center (CCC); and Infirmary.

Mr. Easterby delineated information on the asset management update, including funding, and current project execution.

Major Herron presented a cyber brief, with an overview of cyber attacks, as well as the state definition of a security breach, how The Citadel is protected, recent activity, and the "road ahead."

An executive summary of the Title IX program was discussed by Colonel Moore: the program compliance; online training platform implemented; required training for all employees; and trends on both students and employee cases.

Colonel Love, Chair of the Communications and Community Relations (CCR) Committee, began by saying the college had received lots of positive news coverage since graduation, and noted an article in today's *Post and Courier*.

Colonel Dorrian reported the selection of the college's first female Regimental Commander has generated excellent local and national media coverage. Colonel Love expressed thanks to the Office of Communications and Marketing staff for their work in this regard.

Colonel Crawford gave an update on legislative matters, noting higher education may become a central topic for next year's session, and outlined proposed legislation in that area. He noted the importance of formulating next year's legislative "ask." The Presidential transition will also be an area of interest for local and state legislators.

Colonel Love noted there will be additional events celebrating the fiftieth anniversary of The Graduate College in the fall.

After lunch, the meeting continued with a presentation from Dean Moore entitled, "From LEAD 2018 to LEAD 2024." He highlighted faculty and student accomplishments, new programs, major initiatives for the LEAD 2024 plan, and plans for the new Capers Hall building.

Colonel Myers, Chair of the Education and Leadership Development (ELD) Committee, began the committee report by commending BG Bebensee for the Annual Provost Report data distributed to the Board.

BG Bebensee reviewed the data pertaining to the Class of 2022. The total freshman number is anticipated to be between 800-815, with out-of-state students at 42% and minority student numbers approximately the same as last year.

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He provided details on the newly-approved general education program. A campus-wide call for curriculum design teams has been sent out; forty-three faculty members have volunteered for workshops over the summer. Pilot freshman seminars will be held in spring 2019 and then launched in the fall of that year.

The Commandant's update included a five-year trend line of the fourth class retention data, and a brief synopsis of the semester statistics for 2017/2018. Captain Paluso discussed his observations of the school year, noting how impressed he was with the focus and effort displayed by the Class of 2018. The experiential opportunities being offered to the Corps are having the desired effect, with a better Corps/corps squad dynamic and positive discipline trends continuing throughout the year. He outlined the "way ahead," including leadership training; continued improvement in how we teach, advise, and coach; continued efforts to professionalize the culture of the Corps; and exploring more opportunities to keep improving the cadet experience.

Mr. Acunto began the Athletics update with a review of 2018 baseball ticket sales and revenue, which did not meet projected goals. The cadet-athlete GPA was 3.062, slightly higher than the Corps GPA of 3.0. He reviewed the many cadet-athlete notable accomplishments during the spring 2018 semester, concluding, "cadet-athletes (and graduate student-athletes) continue to provide exceptional academic value to the college and the Corps of cadets."

Colonel Goff, Chair of the Strategy, Vision and Governance (SVG) Committee, called on the Provost to begin a summary of the LEAD Plan 2018. BG Beensee noted hard copies of the LEAD Plan 2018 final report were ready for distribution. He said the plan performance exceeded expectations and industry averages with a completion rate of strategic objectives at 90%, a phenomenal level of accomplishment for a strategic plan. Highlights of the many achievements for each of the plan's eight strategic initiatives were reviewed, closing with a snapshot of The Citadel's learning environment, graduate data, and institutional milestones. Annual reviews were crucial factors contributing to the plan's success

Mr. Brandenburg provided a list of proposed changes to the *College Regulations* that had been compiled for BOV consideration, along with the revised *Nomination and Award of Honorary Degrees, The Palmetto Award and other Honors Policy*.

Colonel Lapointe moved to go into executive session to discuss legal and contractual matters covered by the attorney-client privilege. The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick and Khan.

Colonel Harrington moved to come out of executive session. The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick and Khan.

The meeting recessed at 2:50 p.m. to allow members of the Board to attend a reception honoring the Swain family in recognition of their contribution to the establishment of the Swain Family School of Science and Mathematics.

The meeting reconvened on Saturday, 2 June 2018 at 8:30 a.m. in the Scarborough Multimedia Room, Holliday Alumni Center.

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The following Board members were present at the 2 June 2018 meeting: Colonel Fred L. Price, Jr., Chair; Colonel Myron C. Harrington, Jr., Vice Chair; Colonel Allison Dean Love; Colonel Dylan W. Goff; Colonel Peter M. McCoy, Sr.; Colonel L. E. "Gene" Pinson; Colonel Greg A. Lapointe; Colonel Stanley L. Myers, Sr.; Colonel John C. Dominick; Colonel Jamie A. Khan; members emeritus Colonel William E. Jenkinson III and Colonel Douglas A. Snyder.

Also in attendance were: Lieutenant General John W. Rosa, President; Colonel Thomas G. Philipkosky, Senior Vice President for Operations and Administration; Captain Eugene "Geno" Paluso, Commandant of Cadets; Dr. John P. "Jay" Dowd, III, Vice President for Institutional Advancement; Mr. Rob Acunto, Interim Director of Intercollegiate Athletics; Lieutenant Colonel Jack J. Porter, Chair of the Faculty Senate; Commander William Lind, Executive Assistant to the President; Mr. Mark C. Brandenburg, General Counsel; Mrs. Lori Hedstrom; Special Assistant to the President for Board Matters; Mrs. Jane Clegg; Accountant to the President, Provost, and BOV; and Mrs. Patricia M. Kinard, Recording Secretary to the Board of Visitors.

Voting members absent: none. A quorum was present.

Chair Price called the meeting to order, Colonel Pinson gave an invocation, and Colonel Goff led the group in reciting "The Pledge of Allegiance."

Chair Price reviewed the remaining items on the agenda and listed upcoming events. The first Board meeting of the year may be delayed until 2-3 November, as General Walters is expected to be in office by that time.

President Rosa gave his report. Highlights included:

- The President thanked the Board for awarding him an Honorary Degree.
- He is currently moving out of his office in Bond Hall and will move into another office space on campus.
- He and Mrs. Rosa will be traveling to Washington in a few weeks to meet with General and Mrs. Walters.
- He will be working with TCF to establish a calendar for the next 30, 60 and 90 days.
- A key element for future success is the college's relationship with the Legislature. He does not anticipate an increase in financial support, and the impact of unfunded mandates is significant.
- There are lots of academic areas that we need to grow, and it is important to generate excitement around the new strategic plan.
- Never sacrifice quality, focus on minorities, and build diversity.
- Keep an eye on the infrastructure, especially the possibility of decentralizing the heating and cooling systems.
- The CAA is at a strategic crossroads. TCBF has improved because of joining forces with TCF, CAA is a primary source to also join with the Foundation.
- There is \$17 million in the pipeline and the future is bright to begin the new LEAD Plan.
- The Walters are excited to be coming to campus and the BOV is more prepared for the leadership transition. The Rosas will remain in the area, and will work for TCF at no cost.
- He closed by noting he expects the transition to Interim President Sams to go smoothly.

Chair Price thanked General Rosa for his report and his service to the college.

Dr. Dowd, reporting for The CAA, said Laurence Hutto had resigned and Tom McAlister, '98, will be heading up the organization as interim. Dr. Dowd is working with Mr. Tisdale and Colonel Mercado to determine a path forward for the Executive Director search. The Alumni Association news is being coordinated with OCM.

The motions were considered.

Colonel Harrington moved:

MOTION

- "That the Board of Visitors approves the following meeting/teleconference minutes as submitted:*
- *27 April 2018 meeting*

The motion was seconded by Colonel Goff. The minutes were amended to change the word "will" to "were" on the first page, ninth paragraph, second sentence. The amended minutes were approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick, and Khan.

Colonel Harrington moved:

MOTION

"That the Board of Visitors authorizes the President to execute such documents as are necessary to lease to The Citadel Real Estate Foundation (TCREF) property at Johnson Hagood Stadium at or near the former location of the east side stands. Such lease shall be subject to the approval of S.C. Department of Administration officials, as required by law, and subject to the existing lease between The Citadel and the South Carolina National Guard. The purpose of the lease is to facilitate the construction of new grandstands on the east side, and such other facilities as the Board and TCREF may review and approve."

The motion was seconded by Colonel McCoy and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick, and Khan.

Colonel Harrington moved:

MOTION

"That the Board of Visitors approves the budget for fiscal year 2019 which includes a realignment of the 2018-19 tuition and fees approved in December 2017 and the full operating (revenue and expenses) budget."

As the motion was forwarded from the ORM Committee, a second was not required. The motion was approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick, and Khan.

Colonel Harrington moved:

MOTION

"That the Board of Visitors approves the Fiscal Year 2019 Internal Audit Plan as presented on 1 June 2018."

As the motion was forwarded from the ORM Committee, a second was not required. The motion was approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick, and Khan.

Colonel Harrington moved:

MOTION

"That the Board of Visitors approves items 1 through 6 of the list of proposed changes to the College Regulations as presented on 1 June 2018."

The motion was seconded by Colonel Lapointe and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick, and Khan.

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Colonel Harrington moved:

MOTION

"That the Board of Visitors approves the revision to the Nomination and Award of Honorary Degrees, The Palmetto Award and other Honors Policy as presented to the Board on 1 June 2018."

The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick, and Khan.

After a brief break, Mr. Claudius E. "Bud" Watts, IV, Chairman of The Citadel Trust, joined the meeting and presented a nomination for a position on The Citadel Trust Board.

After discussion, Colonel Harrington moved:

MOTION

"That the Board of Visitors approves the appointment of Jay S. White, Citadel Class of '92, to The Citadel Trust Board of Directors for a six-year term."

The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick, and Khan.

Colonel Harrington moved to go into executive session to discuss legal and contractual matters covered by the attorney-client privilege. The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick and Khan.

Colonel Harrington moved to come out of executive session. The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick and Khan.

Colonel Harrington moved:

MOTION

"That the Board of Visitors approves the payment of deferred compensation to Lt Gen John W. Rosa for the school year ending 30 June 2018 as cited in section 6.2, Deferred Compensation, of his employment contract based on a more than satisfactory performance rating."

The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick and Khan.

Colonel Harrington moved:

MOTION

"That the Board of Visitors approves Citadel Trust expenditures as required for pending legal matters."

The motion was seconded and approved unanimously by the voting members present: Price, Harrington, Love, Goff, McCoy, Pinson, Lapointe, Myers, Dominick and Khan.

There being no further business, the meeting adjourned at 11:00 a.m.

Respectfully submitted,

Patricia M. Kinard
Recording Secretary to the Board of Visitors