Clemson University
Clemson, South Carolina

MINUTES
CLEMSON UNIVERSITY BOARD OF TRUSTEES

Executive Board Room
Madren Center
Clemson, South Carolina
July 18, 2019
1:30 p.m.

Call to Order

Notification as required by the South Carolina Freedom of Information Act was given at least twenty-four hours before the meeting by posting the notice and agenda on the bulletin board located at the ground floor public entrance of Sikes Hall, Clemson University and on the Clemson University Board of Trustees website. Additionally notice of, and the agenda for, the meeting was sent via email to the distribution list maintained by the Office of Media Relations which includes approximately 80 reporters and editors at the major daily newspapers, television and radio stations in S.C.

After notification as required by the Freedom of Information Act, Trustee McKissick, Chairman, called the meeting to order at 1:30 p.m. with the following present:

Trustees: Smyth McKissick, Chairman, presiding; David Dukes, Ronald Lee, Louis Lynn (via phone for part of the meeting), Patti McAbee, Nicky McCarter, Bob Peeler, Cheri Phyfer, Mark Richardson, Bill Smith, Joe Swann, Kim Wilkerson, and David Wilkins

Trustees Emeriti: J.J. Britton, Bill Hendrix, Tom McTeer, and Allen Wood

Administration: James P. Clements, President; George Askew, Vice President for Public Service; Max Allen, Vice President and Chief of Staff; Anthony Wagner, Vice President for Finance and Operations; Chip Hood, General Counsel; Almeda Jacks, Vice President for Student Affairs; Robert H. Jones, Executive Vice President for Academic Affairs and Provost; Tanju Karanfil, Vice President for Research; Robert Donato, Office of the President; Angie Leidinger, Vice President for External Relations and Executive Secretary to the Board of Trustees and Director of Governmental Affairs; Dan Radakovich, Director of Athletics; Brian O’Rourke, Vice President for Development and Alumni Relations; Russ Kaurloto, Chief Information Officer; Robert Donato, Office of the President; Lee Gill, Chief Diversity Officer; Mark Land, Vice President for University Relations; and Emily Watrous, Chief Human Resources Officer

Guests: Keith Belli, Dean, College of Agriculture, Forestry, and Life Sciences; Anand Gramopadhye, Dean, College of Engineering, Computing, and Applied Sciences; Wendy York,
Dean, College of Business; Doug Henry, CCIT; Cathy Tillett Howe, Director, Internal Audit; Logan Young, Undergraduate Student Government President; Danny Weathers, Faculty Senate President; Sue Whorton, Staff Senate; Joe Ryan, Faculty Representative to the Board of Trustees; Amy Goodin, Enterprise Risk Management; Lisa Knox, Finance and Operations; Patrick Kiser, Oracle; Yolonda Lowe, Office of the President; Kat Owens, Office of the President; Gary Pope, Pope Flynn; Rick Petillo, Finance and Operations; Laura Stoner, Land and Capital Asset Stewardship; Beth Crocker, Office of General Counsel; Tara Romanello, Strategic Communications; Laurie Haughey, Strategic Communications; Lynn Cole, Internal Audit; Steve Crump, Finance and Operations; Hack Trammell, CUF; Graham Neff, Athletics; Joe Galbraith, Media Relations; Amy Lawton-Rauf, Associate Provost for Faculty Affairs; Dave Fleming, Interim Dean, Graduate School; Johnson Link, Student Affairs; JoVanna King, Development; Jacqueline Summer, Development; Wil Brasington, Alumni Association; David Fleming, Conference Center and Inn; and Sally Mauldin, Office of the Board of Trustees.

Media: Mollie Simon, Greenville News and Anderson Independent; and Riley Morningstar, Seneca Journal.

Joe Galbraith introduced members of the media.

Approval of Minutes — April 26, 2019, and May 31, 2019

Trusted McAbee moved to approve the minutes as submitted. Trusted Smith seconded the motion. The motion passed unanimously.

Approval of Committee Minutes – Angie Leidinger

Angie Leidinger noted that the following committees had no action items to consider other than committee minutes from April’s meetings.

Agriculture and Natural Resources Committee – Approval of Minutes – April 25, 2019 – The committee convened within Full Board. Trusted Peeler moved to approve the minutes. Trusted Swann seconded the motion. The motion was approved unanimously.

Educational Policy Committee – Approval of Minutes – April 25, 2019 – The committee convened within Full Board. Trusted Lee moved to approve the minutes. Trusted Wilkerson seconded the motion. The motion was approved unanimously.

Student Affairs Committee – Approval of Minutes – April 25, 2019 – The committee convened within Full Board. Trusted McAbee moved to approve the minutes. Trusted Wilkerson seconded the motion. The motion was approved unanimously.

Compensation Committee Report – David Wilkins

Trusted Wilkins summarized informational items.
Trustee Dukes convened the Finance and Facilities Committee.

Finance and Facilities Committee Report – David Dukes

Action Items:

Approval of Minutes – April 25, 2019 – Trustee Swann moved to approve the minutes. Trustee Smith seconded the motion. The motion was approved unanimously.

Approval: Property Acquisition – Rampey Family Farm – Tony Wagner presented the proposed acquisition. Approval is requested to pursue negotiation and acquisition of approximately 54 acres of farmland, residence, and associated barns in Clemson, South Carolina adjacent to the Clemson Experimental Forest.

Clemson University was approached by an adjoining landowner of the CEF regarding the University’s interest in purchasing their family farm including approximately 54 acres, a house, and associated barns. The proposed property adjoins approximately 835 acres of University property and is considered an in-holding or piece of property that would positively impact the University’s other property holdings in the area, ultimately reinforcing the University’s ability to continue to utilize its property for research, education, and demonstration.

In addition to the above, the proposed property is of significant value to the University because it would allow Clemson to secure property boundaries and provide additional separation between current University property and the impending development of surrounding lands. Finally, if the property were to undergo a change in land uses, it could impact the University’s ability to operate the CEF in this area for timber management, prescribed burning, research, and education.

The University is pursuing an appraisal for the property to determine the maximum value under which the University could acquire the property. We believe the property supports a value in the $700,000-$1,000,000 range.

This proposed acquisition has been reviewed by individuals of the CEF, the VP for PSA, and the Office of Land and Capital Asset Stewardship (LCAS). All divisions believe this may be the University’s opportunity to acquire a property that supports the mission of the CEF, while providing programmatic additions to the University.

This project is time sensitive; the LCAS Office, working in conjunction with the University administration, would like the discretion to negotiate and agree upon an appropriate purchase price to acquire the property.

Trustee McCarter moved to approve the property acquisition. Trustee Smith seconded the motion. The motion was approved unanimously.

Approval: Concept Phase I Capital Project – Wastewater Treatment Plan Improvements – Mr. Wagner presented the proposed project. This project involves improvements to the University’s
wastewater treatment plant to modernize its systems, enhance efficiency, improve reliability and enhance system redundancies. The project will also replace the current chlorine treatment system with ultraviolet light treatment systems. Chlorine is a hazardous chemical requiring special handling and other precautions. Replacing the chlorine system with a UV system will mitigate associated hazards and eliminate the need to dechlorinate the water prior to release into Lake Hartwell.

The current plant has sufficient treatment capacity to accommodate campus growth for the foreseeable future. However, to maintain SC DHEC regulatory compliance for increased flow and growth, additional redundancy is required. The current systems do not have sufficient redundancy to take major systems offline for maintenance without limiting treatment capacity. This project will address this limitation and accommodate growth under the terms of the DHEC permit by replacing and refurbishing equipment and terracotta collection system piping that is up to 55 years old with modern systems that meet or exceed current best practices for reliability and efficiency.

Trustee Smith moved to approve the concept phase of the project. Trustee McCarter seconded the motion. The motion was approved unanimously.

Approval: Final Phase II Capital Project – Daniel Hall Renovation & Expansion – Mr. Wagner presented the final phase capital project. This project involves renovating the 68,000 square foot Daniel Hall general classroom building and expanding the facility by approximately 62,000 square feet. The renovations will include upgrading the HVAC and fire protection systems, improving accessibility, replacing exterior doors, creating student collaboration space, enhancing accessibility from the reflection pond, improving the auditorium and repainting classroom walls. The expansion will include constructing new classrooms, a new 220-seat auditorium, and informal learning spaces.

Daniel Hall was constructed in 1969 and has had minimal renovations since that time. It serves as the principal classroom building for undergraduate students and affects nearly every undergraduate student during their enrollment. While Daniel Hall has been well maintained and remains in good physical condition, comprehensive renovation work has not been possible due to its heavy course loads and therefore, it is functionally deficient. In addition, the HVAC is past its useful life and needs replacement. The expansion will free up the current space and allow necessary renovations and support growing enrollment. Combined, these improvements expand the university’s capacity for undergraduate instruction while reducing the weighted average age of the facility.

Since the design budget was established, higher-than-expected construction inflation, particularly for MEP trades, unforeseen utility relocations, and structural limitations not identified in the 3rd party feasibility study have increased the budget to complete this project. While the project budget has increased, proceeding with this project is still the most cost-effective approach. A majority of these costs are related to renovations of existing Daniel Hall, without which the building would need to be demolished and replaced.
Trustee Smith moved to approve the final phase of the project. Trustee McCarter seconded the motion. The motion was approved unanimously.

Approval: Resolution Requesting Issuance of State Institution Bonds to Finance a Portion of the Daniel Hall Renovation & Expansion – Mr. Wagner presented the resolution requesting the issuance of not exceeding $31,000,000 of general obligation state institution bonds.

Trustee McCarter moved to approve the resolution. Trustee Smith seconded the motion. The motion was approved unanimously.

Approval – FY 2019-2020 University Budget – Mr. Wagner presented the proposed budget. Questions and discussion followed.

Trustee McCarter moved to approve the budget. Trustee Phyfer seconded the motion. The motion was approved unanimously.

Trustee Dukes adjourned the Finance and Facilities Committee.

Chairman McKissick reconvened the Full Board.

Action Items

Approval: Property Acquisition – Rampey Family Farm – Trustee Dukes moved to approve the property acquisition. The motion was approved unanimously.

Approval: Concept Phase I Capital Project – Wastewater Treatment Plan Improvements – Trustee Dukes moved to approve the concept phase of the project. The motion was approved unanimously.

Approval: Final Phase II Capital Project – Daniel Hall Renovation & Expansion – Trustee Dukes moved to approve the final phase of the project. The motion was approved unanimously.

Approval: Resolution Requesting Issuance of State Institution Bonds to Finance a Portion of the Daniel Hall Renovation & Expansion – Trustee Dukes moved to approve the resolution. Trustee Wilkerson recused herself from the vote. The motion was approved unanimously.

Approval – FY 2019-2020 University Budget – Trustee Dukes moved to approve the budget. The motion was approved via roll call vote by a vote of 12-1 with Trustee Peeler voting nay.

Trustee Richardson Convened the Institutional Advancement Committee.

Institutional Advancement Committee Report – Mark Richardson
Action Items:

Approval of Minutes – April 25, 2019 – Trustee Wilkins moved to approve the minutes. Trustee Phyfer seconded the motion. The motion was approved unanimously.

Approval of Feasibility Study for Clemson’s Next Capital Campaign – Brian O’Rourke presented. Trustee Phyfer moved to approve the study. Trustee Wilkins seconded the motion. The motion was approved unanimously.

Approval of Art Revision in Naming of Facilities and Erecting Plaques, Monuments, Major Markers and Artwork Policy – Trustee Dukes provided an update from the working group and explained suggested changes. Trustee Peeler moved to approve the revision. Trustee McCarter seconded the motion. The motion was approved unanimously.

Trustee Richardson adjourned the Institutional Advancement Committee.

Chairman McKissick reconvened the Full Board meeting.

Action Items

Approval of Feasibility Study for Clemson’s Next Capital Campaign – Trustee Richardson moved to approve the study. The motion was approved unanimously.

Approval of Art Revision in Naming of Facilities and Erecting Plaques, Monuments, Major Markers and Artwork Policy – Trustee Dukes moved to approve the revision. The motion was approved unanimously.

Research and Economic Development Committee Report – Joe Swann

Trustee Swann summarized information items.

Action Item

Approval of Guiding Principles for CU-ICAR – Trustee Swann moved to adopt the guiding principles for developing innovation campuses and related locations (Attachment A) and to endorse the CU-ICAR development and leasing guidelines for CULSF consideration (Attachment B) so that CUCAR development transactions are structured in a way that maximizes the benefit to Clemson University. The motion was approved unanimously.

Trustee Swann moved to endorse the alignment of the strategic research sector competencies for each innovation site (Attachment C) and tasked the administration to re-brand the innovation campuses consistent with the competencies as outlined. The motion was approved unanimously.
Trustee Swann tasked the administration to bring recommendations for expanded strategic engagement of the REC’s. The motion was approved unanimously.

Trustee Swann moved to endorse the streamlined processes for responding to economic development RFI’s and RFPs. The motion was approved unanimously.

Chairman McKissick convened the Executive and Audit Committee.

**Executive and Audit Committee Report** – Smyth McKissick

**Action Items:**

Approval of Minutes – April 26, 2019 – Trustee Lynn moved to approve the minutes. Trustee Lee seconded the motion. The motion was approved unanimously.

Approval of Audit Plan FY2020 – Cathy Howe presented the plan. Trustee Swann moved to approve the plan. Trustee Wilkins seconded the motion. The motion was approved unanimously.

**Information Item:**

Internal Audit External Quality Assessment Report – The report was presented.

**Executive Session**

Chairman McKissick said it was necessary to go into executive session to discuss personnel matters related to the external quality assessment of Internal Audit. The committee entered into executive session at 2:46 p.m. It returned to open session at 2:57 p.m. No votes or action were taken.

Chairman McKissick adjourned the Executive and Audit Committee.

Chairman McKissick reconvened the Full Board meeting.

**Action Item**

Approval of Audit Plan FY2020 – Chairman McKissick moved to approve the audit plan. The motion was approved unanimously.

**President’s Report**

President Clements provided an update on activities since the last meeting.

**Executive Secretary’s Report** – Angie Leidinger
ACC Governing Board Certification – Ms. Leidinger noted this must be completed annually by the governing body. Trustee Wilkins moved to approve the certification. Trustee Lee seconded the motion. The motion was approved unanimously.

Resolution for Board Approval – Ms. Leidinger presented the resolution honoring the football team for their recent national championship. Trustee Lee moved to approve the resolution. Trustee Wilkerson seconded the motion. The motion was approved unanimously.

Approval of Nominating Committee Minutes – June 21, 2019 – Trustee Smith moved to approve the minutes. Trustee McCarter seconded the motion. The motion was approved unanimously.

Election of Chair – Trustee Lee called on Trustee McCarter to present the Nominating Committee’s recommendation. Trustee McCarter reported that the Committee considered one nomination, that of reelection of Smyth McKissick. Trustee Lee moved to approve the reelection of Smyth McKissick as Chair of the Board of Trustees for another two year term. The motion was approved unanimously by acclamation.

Adjourn

There no being no further business, Chairman McKissick adjourned the meeting at 3:25 p.m.

Respectfully submitted,

Angie Leidinger
Executive Secretary to the Board of Trustees

Angie Leidinger
Approved 10/11/19
Attachment A - CU-ICAR Guidelines

NON-NEGOTIABLE
1. Programmatic connection to the University based on strategic research sectors competencies – to be initially identified
2. Land is not for sale
3. Adherence to covenants, conditions, restrictions, architectural guidelines, etc.

PROPERTY CAN BE LEASED
1. University will have first right of refusal to purchase any building owned by 3rd party
2. University shall have approval of building tenants and 3rd party buyers
3. Contingent upon approval by CULSF Board
Facility Ownership Structure (in Priority Order)

1. Company elects to build and own asset
2. CULSF to self-develop
   - Contingent upon approval by CULSF
   - Market-rate development fee built into the deal
   - Preferred ‘Credit Tenant Lease’ structure
   - Company shall have minimum A grade credit by rating agency
   - External funding sources required
3. 3rd party developer to build and own asset
Attachment B - Leasing Guidelines

COMPETITIVE LEASE RATES

1. Market conditions
2. Debt service
3. Credit strength of company
4. Level of engagement/strategic partnership with the University
5. Financial return
### Attachment C - Going Forward: Strategic Research Core Competencies

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<td>• Transportation &amp; Mobility</td>
<td>• Biomedical Sciences</td>
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