

Clemson University
Clemson, South Carolina

MINUTES
CLEMSON UNIVERSITY BOARD OF TRUSTEES

Grand Ballroom
Madren Center
Clemson, South Carolina
October 1, 2021
10:30 a.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 on 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 Wilkerson, Chair, called the meeting to order at 10:48 a.m. with the following present:

Trustees: Kim Wilkerson, *Chair, presiding*; David Dukes, Ronald Lee, Louis Lynn, Patti McAbee, Nicky McCarter, Smyth McKissick, Bob Peeler, Cheri Phyfer, Mark Richardson, Bill Smith, Joe Swann, and David Wilkins

Trustees Emeriti: Bill Hendrix and Allen Wood

Administration: James P. Clements, *President*; Max Allen, *Vice President and Chief of Staff*; Tony Wagner, *Executive Vice President for Finance and Operations*; Chip Hood, *General Counsel and Secretary to the Board of Trustees*; Robert H. Jones, *Executive Vice President for Academic Affairs and Provost*; Angie Leidinger, *Vice President for External Relations*; and Robert Donato, *Chief Strategy Officer*

Guests: Pamela Evette, *Lieutenant Governor of South Carolina*; Angela Nixon, *University Relations*; Doug Henry, *CCIT*; Joe Galbraith, *Strategic Communications*; Angie Mendoza, *Student*; and Sally Mauldin, *Office of the Board of Trustees*

Media: Stephanie Mira, *Post and Courier*; Riley Morningstar, *Seneca Journal*; and Alexis Hamilton, *Greenville News*

Sally Mauldin called roll. Chair Wilkerson noted a quorum was present.

Joe Galbraith introduced members of the media.

Chair Wilkerson noted that Lieutenant Governor Pamela Evette was in attendance and thanked her for everything she and the Governor have done for Clemson.

Approval of Consent Agenda

Chair Wilkerson presented the Consent Agenda for approval.

1. Approval of Minutes
 - a. Summer Quarterly Full Board Minutes – July 15, 2021
 - b. Executive and Audit Committee Minutes – July 15, 2021
 - c. Committee Web/Teleconference Minutes
 - i. Compensation Committee – July 14, 2021
 - ii. Compensation Committee – August 31, 2021
2. Agriculture and Natural Resources Committee
 - a. Receive as information the reports for the Committee
3. Compensation Committee
 - a. Receive as information the reports for the Committee
4. Educational Policy Committee
Action Items:
 - a. School Formation – Department of Automotive Engineering and Department of Mechanical Engineering
 - b. Program Modifications
 - i. Clemson University Reading Recovery and Early Literacy Training Center for South Carolina Name Change
 - ii. B.A. in Sports Communication Curriculum Modification
 - iii. Ph.D. in Curriculum and Instruction Name Change and Curriculum Modification
 - c. Receive as information the reports for the Committee
 - i. Faculty Representative to the Board of Trustees Report
 - ii. Faculty Senate Report
5. Executive and Audit Committee
Action Item:
 - a. Endowment Amendment
 - b. Receive as information the reports for the Committee
6. Finance and Facilities Committee
 - a. Receive as information the reports for the Committee
 - i. Staff Senate Report

7. Institutional Advancement Committee
 - a. Receive as information the reports for the Committee
8. Research and Economic Development Committee
 - a. Receive as information the reports for the Committee
9. Student Affairs Committee
 - a. Receive as information the reports for the Committee
 - i. Undergraduate Student Government Report
 - ii. Graduate Student Government Report

Trustee Phyfer moved to approve the consent agenda after removal of the Naming Policy action item. Trustee Wilkins seconded the motion. The motion passed unanimously.

Action Items

Approval: Capital Project Approval Policy Revision

Tony Wagner presented the proposed policy revision. For capital improvements requiring the formal approval of the SC Joint Bond Review Committee at a public meeting, the Board shall approve the project concept and the final project budget.

Changes to an established project that requires approval by SC Joint Bond Review Committee shall be approved by the Chair of the Board of Trustees and the Chair of the Finance and Facilities Committee and shall not require approval of the Full Board.

For all University construction projects requiring the formal approval of the SC Joint Bond Review Committee, a committee shall be convened to select professional services (architects and engineers) and, if utilized, the alternative delivery construction method (CM-R, Design-Build).

For all University construction projects requiring the formal approval of the SC Joint Bond Review Committee, a committee shall be convened to select professional services (architects and engineers) and, if utilized, the alternative delivery construction method (CM-R, Design-Build).

Composition of the Selection Committee shall be as follows:

- Member, Board of Trustees, appointed by Chairperson – if requested during the Finance and Facilities Committee review. If no Trustee member is requested, EVP will appoint an at-large member.
- End Users of the Project: End user Vice President (VP) and end user selected by the VP (if more than one VP is an end user of the project, then each arm will participate as noted)

- Executive Vice President for Finance and Operations (will chair the Professional Service Selection Committee, the State Engineer’s project manager will chair the Alternative Construction Selection Committee)
- Campus Master Planner (for professional services)
- Project Manager (for Alternative Construction Selection services (CM-R or Design-Build))

Trustee Dukes moved to approve the revision. The motion was approved unanimously.

Approval: Concept Phase I Capital Project – Bryan Mall High Rise Renovations

Mr. Wagner presented the proposed renovations. The project is to renovate approximately 306,000 square feet, 1450-bed Bryan Mall high-rise residence halls. This project originally anticipated comprehensive renovations to all six residence halls in the Bryan Mall. Over the past year, the University has extensively evaluated the potential project scope to determine the most efficient and best long-term investment in Clemson’s housing portfolio. That study process identified that comprehensive renovations of the low-rise residence halls was not the most efficient use of the University’s resources, however that the high-rise residence halls were a key component of the University’s housing inventory.

Many building systems in the high-rises are past their useful lives and the buildings no longer meet the needs of students in key areas of bathroom privacy, common study and social space. The buildings were built between 1963 and 1972 and have had minimal renovations since construction. While maintenance is performed annually on the buildings, the building systems are mostly original, not energy efficient, and are not compliant with current code requirements. The interior spaces are not conducive to modern student needs and require updating. The roofs are in poor condition and need replacing.

The high-rise renovations will include repairing the building envelopes, improving accessibility, installing new fire sprinkler systems, replacing the plumbing, HVAC, electrical and roofing systems, and abating any hazardous materials. Additionally, the project may include renovating interior spaces, renovating bathroom and common spaces to accommodate modern student preferences, and improving the existing courtyard, currently used for parking, to enhance the student experience. Approximately 210 of the current 1,450 beds are located in the interior of the buildings and will be converted into student lounge and programming space to provide a better resident experience. The proposed renovations will bring the facilities up to current standards and extend the useful life for another 40 years. The project also envisions modest, targeted renovations to the low-rise residence halls to extend their life until they can be subsequently replaced.

The option to demolish and rebuild all the Bryan Mall Residence Halls was also considered; however, renovation was identified as more cost-effective and less-disruptive to the student experience on campus while preserving key inventory of first-year housing.

Trustee Dukes moved to approve the concept phase. The motion was approved unanimously.

Approval: Concept Phase I Capital Project – Advanced Materials Innovation Complex

Mr. Wagner presented the proposed project. This project is to construct an Advanced Materials Innovation Complex. The Advanced Materials Innovation Complex will provide a state-of-the-art, approximately 143,000 square foot interdisciplinary research laboratory and teaching facility for the Chemistry, Materials Science and Engineering, and Chemical and Biomolecular Engineering departments and related programs. This facility is essential to support the significant research and enrollment growth in these disciplines and to maintain Clemson's contributions to the State as a public, top-tier research university. Research expenditures in these fields are expected to reach approximately \$17 million annually by 2026, which is critical to supporting the research goals of the University's strategic plan. Further, enrollment in these high demand science and engineering disciplines is projected to grow by 25-30% by 2026. The current lack of chemistry facilities and laboratory space on campus will limit the University's ability to serve more students in these programs, making this facility critical to serving the State's growing educational and workforce needs.

The Advanced Materials Innovation Complex will include a variety of classrooms, wet and dry laboratories, faculty and administrative offices, lecture halls, seminar rooms and shared spaces that will encourage greater collaboration among students, faculty, staff and industry partners in the science and engineering disciplines. The facility will support 120 faculty and staff located in the building along with up to 180 graduate assistants assigned to the research labs, as well as contain undergraduate labs that will accommodate more than 12,000 students a week. In addition to replacing buildings built between the 1930's and 1980's that no longer meet the instructional and research needs of a top-tier research and top-30 public university, this facility will allow for the systematic renovation of several antiquated facilities that are very costly to maintain as laboratory facilities.

Trustee Dukes moved to approve the concept phase. The motion was approved unanimously.

Approval: Concept Phase I Capital Project – Johnstone and Union Demolition

Mr. Wagner presented the proposed project. This project is to demolish the approximately 132,500 square foot Johnstone Hall and Union Building Complex as well as smaller facilities associated with University Facilities' move away from the campus core. Demolition will support the University's broader strategy to prioritize on-campus space for student centric needs.

Johnstone Hall was built in the 1950's as temporary housing and is well past its useful life. The Union Building was constructed in 1974 and is in poor condition. Johnstone has been vacated, but is in the center of campus and requires expensive maintenance to ensure the safety of students, faculty and staff living and working in close proximity to it. Both buildings are inefficient, unsuitable for continued use and located in the center of campus, adjacent to Tillman Hall and the recently constructed Core Campus residence halls. The design process will determine what will initially replace these buildings on the site; however, it is expected that the buildings will be replaced with green space for student activities.

Trustee Dukes moved to approve the concept phase. The motion was approved unanimously.

Approval: Concept Phase I Energy Savings Project – Green Tiger 1

Mr. Wagner presented the proposed project. To implement energy saving project measures which significantly reduce utility and maintenance expenses while addressing aging building infrastructure needs, reliability, Clemson’s sustainability goals and long-term utility operating costs. The Guaranteed Energy Savings Project (GESP) is South Carolina’s state construction contracting method to address numerous buildings with outdated and inefficient systems, significant maintenance and repair needs and inefficient lighting in need of replacements and upgrades.

The contracting method entails competitive selection of an Energy Service Company to identify a scope of projects that will generate significant savings for the University and implement those improvements with a guarantee of the energy savings that the University will receive. The energy savings is determined by an annual independent audit and is guaranteed by the Energy Service Company and further secured by a surety policy.

The project costs can be financed at low interest rates available through State’s Master Lease Program and is structured so that the energy savings generated by the improvements are sufficient to pay the debt service on the underlying financing.

Phase 1 approval will entail the selection on Johnson Controls, Inc. (JCI) as the University’s GESP Contractor, and will establish a budget of \$600,000 for JCI to study the University’s 108 buildings and determine the recommended scope of work that will maximize the University’s opportunity to save on utilities and address maintenance and repair needs for end-of-life systems.

The GESP procurement process was by the Office of State Engineer (OSE) for competitive selection: and 7 firms submitted qualifications for evaluation by the selection committee. The 3 highest ranked firms participated in the RFP phase involving a detailed project evaluation of 5 representative campus buildings for final selection and negotiations. The Clemson Evaluation Team and a Board of Trustee member conducted oral interviews with the 3 highest ranked firms regarding their detailed proposal

Trustee McKissick moved to approve the concept phase. The motion was approved unanimously with Trustee Dukes abstaining due to a conflict of interest.

Committee Reports

Agriculture and Natural Resources Committee Report – Louis Lynn

Trustee Lynn summarized informational items presented during the Committee meeting.

Educational Policy Committee Report – Bob Peeler

Trustee Peeler summarized items presented during the Committee meeting.

Finance and Facilities Committee Report – David Dukes

Trustee Dukes summarized items presented during the Committee meeting.

Institutional Advancement Committee Report – Cheri Phyfer

Trustee Phyfer summarized information items presented during the Committee meeting.

Research and Economic Development Committee Report – Ronnie Lee

Trustee Lee summarized information items presented during the Committee meeting.

Student Affairs Committee Report – Bill Smith

Trustee Smith summarized information items presented during the Committee meeting.

Executive and Audit Committee Report – Kim Wilkerson

Chair Wilkerson summarized items presented during the Committee meeting.

President's Report

President Clements provided an update on activities since the last meeting. He introduced Angie Mendoza and spoke about her accomplishments.

Convene Compensation Committee

Chair Wilkerson recessed the Full Board meeting. Trustee Wilkins convened the Compensation Committee.

Action Item

Approval of President's Compensation and Benefits

Trustee Wilkins presented the following request:

- Extend President Clements contract for 5 years, expiring June 30, 2026.
- Request of the Clemson University Foundation to
 - increase the CUF portion of the President's base salary from \$588,800 to \$675,000 in year 1 with annual \$50,000 escalators thereafter with positive performance reviews;
 - add \$100,000 per year in deferred compensation;

- provide a \$100,000 bonus at signing;
- add an additional \$2.5M split dollar life insurance benefit which will provide an annuity and death benefit to the President and his family, and a full return of the costs of the policy with interest to the Foundation;
- Provide to President and Mrs. Clements upon his retirement from Clemson two all-access athletic passes and club tickets to football and basketball games;
- President Clements has agreed that if he decides to go somewhere else before the end of this contract, he will pay back one year of his then CUF salary.

Trustee Wilkerson moved to approve the compensation and benefits. Trustee McKissick seconded the motion. The motion was approved unanimously.

Adjourn Compensation Committee

Trustee Wilkins adjourned the Compensation Committee. Chair Wilkerson reconvened the Full Board meeting with all members present.

Action Item

Approval of President's Compensation and Benefits

Trustee Wilkins moved to approve the following.

- Extend President Clements contract for 5 years, expiring June 30, 2026.
- Request of the Clemson University Foundation to
 - increase the CUF portion of the President's base salary from \$588,800 to \$675,000 in year 1 with annual \$50,000 escalators thereafter with positive performance reviews;
 - add \$100,000 per year in deferred compensation;
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 - Provide to President and Mrs. Clements upon his retirement from Clemson two all-access athletic passes and club tickets to football and basketball games;
 - President Clements has agreed that if he decides to go somewhere else before the end of this contract, he will pay back one year of his then CUF salary.

The motion was approved unanimously.

Election of Vice Chair

Chair Wilkerson said it was necessary to elect a Vice Chair of the Board of Trustees. She asked for nominations from the floor. Trustee McCarter nominated Trustee Peeler. The nomination was unanimously approved by acclamation.

Chair Wilkerson thanked Trustee Lee for his service as Vice Chair.

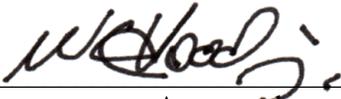
Adjourn

There no being no further business, Chair Wilkerson adjourned the meeting at 11:40 a.m.

Respectfully submitted,



W. C. Hood, Jr.
Secretary to the Board of Trustees



Approved

2/2/2022
Date