

Clemson University  
Clemson, South Carolina

MINUTES  
**Executive and Audit Committee**  
**CLEMSON UNIVERSITY BOARD OF TRUSTEES**

Executive Board Room  
Madren Center  
Clemson, South Carolina  
February 2, 2023  
3:15 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 on the ground floor, public entrance, 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, Chair Wilkerson, presiding, called the meeting to order at 3:00 p.m. with the following present:

Committee Members: Kim Wilkerson, *Chair, presiding*; David Dukes, Ronnie Lee, Louis Lynn, Smyth McKissick, Bob Peeler, Cheri Phyfer (via video), and Bill Smith

Trustees: Nikki Haley, Patti McAbee, Nicky McCarter, Mark Richardson, and Joe Swann (via video)

Trustees Emeriti: J.J. Britton, Bill Hendrix, David Wilkins, and Allen Wood

Administration: James P. Clements, *President*; Tony Wagner, *Executive Vice President for Finance and Operations*; Max Allen, *Vice President and Chief of Staff*; Hank Morrow, *Executive Secretary to the Board of Trustees*; Robert Donato, *Chief Strategy Officer*; Chip Hood, *General Counsel*; Robert H. Jones, *Executive Vice President for Academic Affairs and Provost*; Angie Leidinger, *Vice President for External Relations*; Brian O'Rourke, *Vice President for Development*; Amy Smith, *Vice President for University Relations and Chief Marketing Officer*; Lisa Knox, *Assistant Vice President and Executive Director for Office of Institutional Excellence*; Rick Petillo, *Chief Financial Officer*; George Askew, *Vice President for Public Service and Agriculture*; Tanju Karanfil, *Vice President for Research*; Chris Miller, *Vice President for Student Affairs*; Tracy Arwood, *Chief Ethics and Compliance Officer*; Brian Voss, *Vice President and Chief Information Officer*; and Graham Neff, *Director of Athletics*

Guests: Doug Henry, *CCIT*; Joe Galbraith, *Strategic Communications*; Adam Fisher, *Director of Internal Audit*; Jeff Kallin, *Athletics*; Kevin White, *Athletics*; Boyd Parr, *Special Assistant to the Provost*; Tim Boosinger, *Special Assistant to the Provost*; Brian Powell, *Faculty Representative to the Board of Trustees*; and Sally Mauldin, *Office of the Board of Trustees*

Media: Caitlin Herrington, *Post and Courier*; Lauren Pierce, *Seneca Journal*; and Corey Glenn, *The Tiger*

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

Joe Galbraith introduced members of the media in attendance.

### Information Items

#### 1. Internal Audit Update

Adam Fisher provided an update.

#### 2. NCAA Agreed Upon Procedures

Adam Fisher provided an update.

#### 3. Athletics Update

Graham Neff provided an update.

### Written Reports

Chair Wilkerson referred to previously distributed written reports from Compliance, Institutional Excellence, and Inclusion and Equity.

### Executive Session

Chair Wilkerson said it was necessary to go into executive session to discuss safety and security measures relative to cyber security, to receive legal advice covered by the attorney client privilege regarding pending claims and litigations, and athletic media rights and sponsorship agreements, to discuss pending personnel matters, and to discuss pending contractual negotiations relative to corporate sponsorships. She said no votes or action would be taken while in executive session.

Trustee McKissick moved to go into executive session. Trustee Peeler seconded the motion. The motion was approved unanimously. The committee entered into executive session at 3:23 p.m. and returned to open session at xxx.

Adjourn

There being no further business, Chair Wilkerson adjourned the meeting at 5:40 p.m.

Respectfully submitted,



---

Hank Morrow  
Executive Secretary to the Board of Trustees



---

Approved

21 April 2023

---

Date