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Dual Role Committee, February 14, 2008

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**Minutes
Coastal Carolina University
Board of Trustees**

**Dual Role Ad-hoc Committee
Edward M. Singleton Building, Dawsey Conference Room
February 14, 2008**

Committee Members Present: Mr. Tommy M. Stringer, Mr. David F. Singleton and Dr. Samuel J. Swad

Committee Members Not Present: Mr. Ronald R. Norton and Mr. J. Michael Frazier

Other Board Members Present: Mr. William S. Biggs

Others Present: Dr. Debbie Conner, Ms. Nancy Jarrett and Ms. Nila Hutchinson

Dr. Swad called the Dual Role Ad-hoc Committee meeting to order at 8:00 a.m.

The committee reviewed two letters, one from Coastal Educational Foundation (CEF) President David Singleton and another from the Student Housing Foundation (SHF).

The CEF letter was an update on the report to the membership of the Foundation regarding the dual role decision making process.

In the SHF letter, the position was presented that “prohibiting dual roles would have the effect of removing a valuable source of communication between the university and the foundations chartered to support and assist it.” The Association of Governing Boards supplied information that 55 of the 90 foundations from which this association collected data reported that university governing board members held seats on foundation boards.

Mr. Stringer asked Ms. Jarrett whether or not those serving on the foundations were non-voting, ex-officio or not. Ms. Jarrett did not know.

Mr. Stringer reported that a risk assessment will be performed and will include the interaction between the Board of Trustees and foundations. He feels that control should be through communication and not through voting power.

Mr. Singleton stated that with Chairman Alford’s inclusion of ex-officio, non-voting members of the CEF, Horry County Higher Education Commission, and other entities on the Board of Trustees committees, the lines of communication are open between the various university entities. He feels that it is proper and appropriate for the Board of Trustees to have a presence

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and a voice on the CEF. There may be times when there is a conflict of interest or an appearance of impropriety. He feels that input from trustees that serve as ex-officio members would carry the same weight as if they were a voting member. This should afford the trustees ample opportunity to present the Board's perspective on any matter. Dr. Swad said that perception may be a problem if a trustee serves as a voting member.

Mr. Singleton was not aware that any trustee had crossed the line or done anything that should not have been done. In regards to the arena project, there had been a potential conflict of interest.

Mr. Biggs suggested having the Board of Trustees appoint an ex-officio, non-voting member to serve on the CEF. Also, Mr. Singleton suggested having the CEF's Nominating Committee select trustees to serve. The CEF by-laws would have to be changed in order to accommodate the suggestions, but could be accomplished at their next quarterly meeting. He will also consult with legal counsel, Mr. Craig Garner.

Mr. Stringer stated that the Dual Role Ad-hoc Committee, believing that positive communications are the key to maintaining effective relationships with University Foundations, moves to recommend that Board of Trustees members may only serve on foundation boards and other related entities as ex-officio, non-voting members. The Boards of Trustees will select one or more members as recommended by the Coastal Educational Foundation and the Student Housing Foundation to serve on their boards as well as other related entities. The rotation and appointment of the said members should be coordinated between the Board of Trustees and respective foundations. Timing should be determined by the individual foundation boards. This change should be implemented no later than September 1, 2008. Mr. Singleton seconded and the motion carried.

With no further business, Mr. Singleton moved to adjourn and Mr. Stringer seconded.

Respectfully submitted,

Tommy M. Stringer
Secretary/Treasurer