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Dual Role Committee, April 3, 2008

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**Minutes
Coastal Carolina University
Board of Trustees**

**Dual Role Ad-hoc Committee
Surf Golf and Beach Club in North Myrtle Beach
April 3, 2008**

Committee Members

Present: Mr. Tommy M. Stringer and Dr. Samuel J. Swad

**Committee Members
Not Present:** Mr. David F. Singleton, Mr. Ronald R. Norton, and
Mr. J. Michael Frazier

**Other Board Members
Present:** Mr. William H. Alford, Mr. Samuel H. Frink, and
Mr. Clark B. Parker

Others Present: Ms. Alison L. Hawk, Mr. Tim Meacham, and Ms. Nila Hutchinson

Dr. Swad called the Dual Role Ad-hoc Committee meeting to order at 2:15 p.m.

Mr. Parker stated that after reading the information from the Association of Governing Boards, it became clear that the primary person to communicate with the various foundations is the university president. The president in turn reports back to the Board of Trustees. The potential for conflict of interest is removed by serving as non-voting members of other boards.

Dr. Swad had consulted with the board chairmen at the College of Charleston, Clemson, and USC. The College of Charleston does not allow any of their board members to serve on supporting boards. Clemson has one non-voting member on each of the supporting boards. USC has one non-voting and one voting member on each of the supporting boards, except for the Research Foundation which only has one non-voting member.

In conversations with Ms. Kathy Hazelwood from the State Ethics Commission, she stated that she feels that there is a conflict of interest while serving on multiple boards. Furthermore, if there is a discussion with a conflict of interest, then the trustee should recuse themselves from the discussion and the voting. In fact, she strongly believes that trustees should not serve at all on supporting boards. She was unaware of the USC and Clemson situations.

Chairman Alford would like to get a written opinion from Ms. Hazelwood, let it go through the State Ethics Commission, and ultimately introduced as legislation.

Mr. Stringer moved to go into executive session to discuss a legal matter and Mr. Parker seconded. Upon reconvening, it was reported that no action was taken.

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Dr. Swad stated that the recommendation at the last Board meeting from the Dual Role Ad-hoc Committee had been deferred for further discussion. The committee will make the same recommendation at the Board meeting tomorrow, except the date of implementation will change.

The Dual Role Ad-hoc Committee will recommend that trustees should only serve on foundation boards and other related entities as ex-officio, non-voting members. The Board 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. The change should be implemented no later than December 31, 2008. This will give the boards time to put in place the implementation process.

In anticipation of the sale of University Place, the committee will also recommend expanding the Dual Role Ad-hoc Committee's role to evaluate the structure of the Student Housing Foundation, review its bylaws, how membership is chosen, and its relationship to the University and the Board of Trustees. The committee would like to have information by the June Board meeting.

With no further business, the meeting adjourned.

Respectfully submitted,

Tommy M. Stringer
Secretary/Treasurer