

Manual of the Clemson University Board of Trustees

Revised February 2, 2024
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Part I – Purpose, Current Directors, Committee Membership

Chapter 1 – Purpose of the Manual

The purpose of this Manual is to define the precise role of the governing board of Clemson University and thereby ensure the effectiveness of the Board of Trustees in carrying out its governing responsibility. The Manual: defines the role of the Board of Trustees, provides for effective governing control over the University, describes the operations of the Board of Trustees, defines the internal structure of the Board of Trustees, and provides a mechanism for maintaining an effective working-relationship between the Board of Trustees and the President of the University.

The Manual is divided into three primary sections: the ***Purpose, Current Membership*** which includes a directory of current Trustees and Committee assignments, the ***Bylaws*** which set forth the basic structure and rules for governance, and the ***Governing Principles*** which provide a primer for responsible trusteeship and establish the concepts and model of effective governance that this Board has operated under for many years.

This manual, as revised on April 5, 2024, supersedes all previous revisions.

Chapter 2 - Members of the Board

Clemson University Trustees

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Chair

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803-553-0204

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Vice Chair

President, Defender Services Inc.
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Founder, Stand for America
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Trustees Emeriti

J. J. Britton

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Allen Wood

Retired
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843-665-2432

Chapter 3- Current Committee Membership

Board of Trustees Committees

Agriculture and Natural Resources Committee

The Agriculture and Natural Resources Committee shall consider and recommend policies relating to the Division of Agriculture and Natural Resources and the Public Service Activities (PSA) of the University.

Members:

- Nicky McCarter, Chair
- Louis Lynn, vice Chair
- David Dukes
- Patti McAbee
- Bob Peeler
- Bill Smith
- J. J. Britton, Emeritus
- Tom McTeer, Emeritus

Compensation Committee

The Mission of the Board of Trustees Compensation Committee is to ensure Clemson University's compensation policy is market-level competitive, supports achievement of top 20 status, maintains R1 Carnegie classification, and continues excellence in the University's athletic programs. Such policy must apply to all employees of the University. The Board has delegated administrative authority to Clemson University's President, Chief Human Resources Officer, and Executive Leadership Team to implement the policy. Further, the Board expects Clemson University's compensation policy and implementation procedures to be consistent, driven by budgetary constraints and good fiscal stewardship, tied directly to employee performance that is linked to objective standards, and targeted at competitive market levels for similar jobs in local, state, regional, or national markets as appropriate.

The Compensation Committee Charter can be found in the Board of Trustees Manual in Part II, Bylaws, Appendix B.

Members:

- Smyth McKissick, Chair
- Nicky McCarter, Vice Chair
- Bob Peeler
- Cheri Phyfer-Kubu
- Kim Wilkerson
- Bill Hendrix, Emeritus
- David Wilkins, Emeritus

Educational Policy Committee

The Educational Policy Committee shall consider and recommend policies governing the educational activities of the University.

Members:

- Bob Peeler, Chair
- Joe Swann, Vice Chair
- Nikki Haley
- Ronnie Lee
- Louis Lynn
- Mark Richardson
- J. J. Britton, Emeritus
- Allen Wood, Emeritus

Executive and Audit Committee

The Executive and Audit Committee is composed of the Board Chair and the chairs of the standing committees. The Board chair is chair of the Executive and Audit Committee.

The primary purpose of the Executive and Audit Committee is to assist the Board of Trustees of Clemson University in discharging its responsibility relative to monitoring the University's system of internal control, accounting policies and financial reporting procedures. The Committee serves as the focal point of communication between the Board of Trustees, outside auditors, the **Internal Auditor** and state and federal agency auditors.

Members:

- Kim Wilkerson, Chair
- David Dukes
- Patti McAbee
- Nicky McCarter
- Smyth McKissick
- Bob Peeler
- Mark Richardson
- Bill Smith

Finance and Facilities Committee

The Finance and Facilities Committee shall consider and recommend policies and procedures governing all aspects of the University's budgeting, financing, expenditures, financial reporting, construction and maintenance facilities, acquisition and disposal of capital assets, and human resources. The Committee maintains authority to establish policy direction of the investment of University funds.

Members:

- David Dukes, Chair
- Cheri Phyfer-Kubu, Vice Chair
- Ronnie Lee
- Nicky McCarter
- Smyth McKissick
- Bill Smith
- David Wilkins, Emeritus
- Allen Wood, Emeritus

Institutional Advancement Committee

The Institutional Advancement Committee shall consider and recommend policies to govern fundraising activities of the University and shall maintain continuous policy review over the public affairs, public relations and alumni relations activities of the University.

Members:

- Mark Richardson, Chair
- Cheri Phyfer-Kubu, Vice Chair
- Nikki Haley
- Ronnie Lee
- Smyth McKissick
- Bill Smith
- Bill Hendrix, Emeritus
- David Wilkins, Emeritus

Research and Economic Development Committee

The Research and Economic Development Committee shall consider and recommend policies to support the research mission of Clemson University. These policies adopted foster the growth of research both in quality and quantity.

Members:

- Bill Smith, Chair
- Joe Swann, Vice Chair
- David Dukes
- Nikki Haley
- Louis Lynn
- Mark Richardson
- Bill Hendrix, Emeritus
- Tom McTeer, Emeritus

Student Affairs Committee

The Student Affairs Committee shall consider and recommend policies related to student development programs and to services for students and related constituent groups.

Members:

- Patti McAbee, Chair
- Joe Swann, Vice Chair
- David Dukes
- Bob Peeler
- Cheri Phyfer-Kubu
- Mark Richardson
- J. J. Britton, Emeritus

Part II – Bylaws

Chapter 1- Clemson University Bylaws

Article I. Clemson Will

Clemson University was established by the Will of our founder Thomas Green Clemson. The Will sets forth the governing structure of the Board of Trustees. The South Carolina General Assembly accepted the term of the Will via the Act of Acceptance which was signed into law on November 27, 1889.

Article II. Statutory Enactments

As a public university of the State of South Carolina there are a number of statutory enactments of the State which are applicable to the governance of the university including the election of six (6) of the members of the Board of Trustees as set out in the Title 59, Chapter 119, of the South Carolina Code of Laws.

Article III. Order of Precedence

In the event of any conflict or inconsistency among the following documents, the order of precedence will be: (1) Clemson Will, (2) Statutory Enactments (3) the “Bylaws” found in this Manual (4) the “Governing Principles” found in this Manual and (5) Clemson University Board of Trustees Policies (“Board Policies”).

Article IV. Board

Section 4.1 Powers

Pursuant to the Will, the Board of Trustees shall “have full authority and power to regulate all matters pertaining to [the University] — to fix the course of studies, to make rules for the government of the same, and to change them, as in their judgment, experience may prove necessary, but to always bear in mind that the benefits...sought to be bestowed [by the Will] are intended to benefit agricultural and mechanical industries.”

The Board of Trustees exercises jurisdiction over the educational, research, public service, and fiscal policies of the University, and is the final authority on all matters affecting the institution within the framework of the Will and Statutory Enactments. The Board of Trustees performs the regulatory functions in the field of public service and agriculture as delegated to it by the General Assembly of South Carolina. The Board of Trustees will acquire and dispose of real property as the best interest of the University dictates.

Section 4.2 Composition of the Board

The Will provides that the Board of Trustees shall be composed of 13 members, of which seven (7) are self-perpetuating “Successor” members and six (6) “Elected” members selected as determined by the General Assembly of the State of South Carolina.

Section 4.3 Selection, Term, Resignation, Removal, and Vacancies of the Successor Trustees

a. Selection, Term, Resignation, Removal, and Vacancies

The selection, term, resignation, removal, and filling of vacancies of the Successor Trustees is not promulgated under the Bylaws, Board Manual, or Board Policies and is instead determined by the Successor Trustees as authorized in the Will. The current process for removal of Successor Trustees is set forth in Part II Bylaws, Appendix A.

b. Notice

The Successor Trustees will provide notice to the Executive Secretary of the Board of the selection, resignation, or removal of a Successor Trustee.

Section 4.4 Selection, Term, Resignation, Removal, and Vacancies of the Elected Trustees

a. Selection and Term

The six (6) Elected Trustees are elected by the General Assembly of South Carolina pursuant to S.C. Code § 59-114-40. Elected Trustees shall serve for the term set by the General Assembly, which is currently a four (4) year term, with three (3) Elected Trustees chosen every two (2) years.

b. Resignation

An Elected Trustee may resign at any time by submitting written notice to the Executive Secretary to the Board. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

c. Removal

An Elected Trustee may only be removed by action of the General Assembly. The current process for removal of Elected Trustees is set forth in Part II Bylaws, Appendix A.

d. Vacancies

Elections to fill vacancies on the board which are caused by the death, resignation, or removal of an Elected Trustee shall follow such procedures as the General Assembly deems appropriate.

Section 4.5 Serve Until Replaced

Unless otherwise provided for by law, a Trustee shall continue to serve until their replacement is selected even if such service shall extend beyond the end of their designated term.

Section 4.6 Emeritus Board Members

a. Eligibility and Removal

A former Trustee that has served as a Trustee for at least ten (10) consecutive years shall be granted Emeritus status upon written request to the Board Chair. Emeritus status may be removed by a vote of the majority of the Board for appropriate cause as determined in the sole discretion of the Board.

b. Status

Trustee Emeriti shall not have voting privileges or be counted as part of quorum determinations. They shall be invited to participate in executive sessions unless specifically excluded. They shall not be eligible for any per diem or mileage reimbursement from appropriated funds.

Article V. Board Meetings

Section 5.1 Regular Meetings

There shall be four regular, quarterly meetings of the Board, normally in the Winter, Spring, Summer, and Fall. The Summer meeting will be the Annual Meeting. The day, time, and place shall be determined by the Chair of the Board.

Section 5.2 Special Meetings

It shall be the duty of the Chair of the Board (or the Vice Chair in the absence of the Chair) to call a special meeting of the Board whenever it shall be deemed necessary or upon the written request of five Trustees. In the latter case, said meeting shall be held within ten days of receipt of the five written requests or on a date agreeable to the requesting Trustees.

Section 5.3 Electronic Meetings

Special Meetings and, when the Chair determines exigent circumstances exist, Regular Meetings, may be held via teleconference or other electronic means which must enable each participant to hear all other participants' comments and satisfy public meeting requirements. Individual members may participate in an in-person meeting via electronic means which allows all persons participating in the meeting to hear each other simultaneously. The Executive Secretary and the University's General Counsel shall be consulted if questions arise concerning the adequacy of electronic media.

Section 5.4 Notice of Meetings

Notice of all meetings of the Board shall be sent to each member of the Board at least five days prior to the date of the meeting. This requirement may be waived by unanimous consent. Notice of meetings must also comply with public meeting requirements. The Executive Secretary shall prepare meeting minutes for approval by the Board at the next regular meeting.

Section 5.5 Quorum

A quorum for the transaction of business at meetings of the board or its committees shall consist of a majority of their respective regular, voting members. The board members present at any meeting, if constituting less than a quorum, may adjourn any meeting until such quorum shall be present.

Section 5.6 Manner of Acting

a. Order of Business

The order of business for all meetings of the Board shall be:

- (1) Roll call of members
- (2) Introduction of guests
- (2) Approval of minutes of previous meeting
- (3) Reports and recommendations of committees
- (4) Reports and recommendations of the President of the University
- (5) Unfinished business
- (6) New business
- (7) Adjournment

b. Majority Voting

Except as otherwise provided in these bylaws, or by law, a majority vote of those members present at any meeting at which a quorum is achieved shall constitute an action of the board. Voting by proxy is not permitted.

c. Special Voting Requirements

(1) A vote of 2/3 of the Board of Trustees is required to:

- (i) Authorize the expenditure of any monies appropriated to the university by the State or
- (ii) authorize the sale, transfer or reinvestment of any property or monies arising from the sale of any property.

(2) Tuition and Fees

A vote to set student tuition and fees requires a majority vote with the number of votes in favor and opposed recorded.

Section 5.7 Executive Sessions

Subject to the requirements of state law, the board and its committees and task forces may hold any regular or special meeting, or any part thereof, in executive session with participation limited to voting board members, and to Trustees Emeriti unless specifically excluded. Other individuals may be invited to attend all, or portions of an executive session as deemed necessary by the Chair. Executive Session discussions are considered confidential to the extent allowed by law.

Article VI. Board Officers

Section 6.01 Officers of the Board

The officers of the board shall be the Chair, Vice Chair, and Executive Secretary. The board may establish additional officers as it deems necessary. The Chair and Vice Chair shall be voting members of the Board.

Section 6.02 Chair and Vice-Chair

a. Duties

The Chair shall preside over all meetings; appoint all committees, their chair, and vice-chair, not otherwise provided for; be an ex-officio member of all standing committees; execute all legal documents and instruments on behalf of the Board affecting interest in lands; appoint Trustees to ad hoc advisory trustee task forces, affiliated entity boards, and trustee participants in working groups of the administration, and perform any other duties usually devolving to such an officer, as authorized by law, and as further detailed in this Manual.

The Chair is the liaison between the Board and the President and directs the work of the Executive Secretary. The Chair represents the University in major public relations matters where the policy of the institution is concerned.

At the request of the Chair of the Board, or when the Chair is absent, unable to act, or in case of death, removal, or resignation, the Vice Chair shall discharge the duties of the office as Chair Pro Tempore.

b. Term, Qualifications, and Election

i. Term

At the Summer Quarterly meeting of the Board in odd-numbered years, the Board of Trustees shall elect one of its members to serve as Chair of the Board and one to serve as Vice Chair of the Board, each for a two-year term.

ii. Qualifications

The Chair shall be ineligible to serve more than three consecutive terms as Chair or to serve after reaching age 75; except that a Trustee who is elected Chair before the Trustee's 75th birthday, and who reaches age 75 during the Trustee's term as Chair, shall be eligible to continue to serve as Chair until a new Chair is elected at the next regularly scheduled Board meeting. Qualifications for the Vice Chair are the same as those for Chair.

iii. Election

(A) Chair

Two months prior to the Summer Quarterly meeting in odd numbered years, the Chair shall appoint a nominating committee of two Trustees. If the Chair of the Board is not standing for reelection, or is ineligible to be reelected, the Chair will serve as an ex-officio member of the nominating committee; otherwise, the committee will operate independently of the Chair.

At least ten days before the Summer Quarterly meeting of the Board of Trustees in odd numbered years, the nominating committee shall submit to all Trustees in writing, nominees for the Chair of the Board. Additional nominations for Chair of the Board may be from the floor or in writing to the

Executive Secretary of the Board prior to the meeting. After all nominations have been made, the vote shall be by secret ballot by Trustees present, and the Trustee receiving a majority vote shall be elected Chair of the Board.

(B) Vice Chair

The election of a Vice Chair shall take place following the election of the Chair, at the same meeting. Any Trustee may nominate (in writing or verbally) an eligible member for Vice Chair of the Board. After all nominations have been made, the vote shall be taken by secret ballot (all Trustees present voting), and the member receiving the majority vote of the Board shall be elected Vice Chair.

(C) Vacancies

In the event of the death, inability to act, removal, or resignation of the Chair, the Vice Chair shall serve as Chair Pro Tempore until the election of a new Chair can occur at the next Regularly Scheduled meeting of the Board or at a Special Meeting called pursuant to these Bylaws.

Section 6.03 Executive Secretary

The Board shall appoint an Executive Secretary, who shall hold office at the pleasure of the Board, and who shall serve the full Board through each individual Trustee and the Trustees collectively. The Executive Secretary shall make appropriate arrangements for all meetings of the Board and its Committees, record all proceedings of the Board, be the custodian of the University Seal and all records of the Board and perform such other duties as may be assigned.

Section 6.04 Removal of Officers

The Chair or Vice Chair may be removed from such office by a majority vote of the board members at any regular or special meetings of the board called expressly for that purpose. The Executive Secretary may be removed by a majority vote of the board members at any regular or special meetings of the board.

Article VII. Board Committees

Section 7.01 Standing Committees

The Board of Trustees operates through the following eight standing committees:

- Agriculture & Natural Resources Committee
- Compensation Committee
- Educational Policy Committee
- Executive & Audit Committee
- Finance & Facilities Committee
- Institutional Advancement Committee
- Research and Economic Development Committee

- Student Affairs Committee

The scope and responsibilities of the Standing Committees are set forth in Part II Bylaws, Appendix B to the Manual. All committees of the Board will make recommendations for action to the Board, with their activities limited to advisory service to the Board on matters of policy, except as specifically noted in Appendix B.

As the need arises the Board may by resolution create special committees with such functions, power, and authority as it may determine. Unless otherwise provided in the resolution of the Board, the Board Chair shall determine the number of committee members, appoint its members, and designate the committee chair and vice chair.

Section 7.02 Committee Membership

Each committee consists of not less than three and usually not more than five Trustees, appointed by the Chair of the Board. The Chair of the Board also designates the chair and vice chair of each committee. Each committee will then meet upon the call of its chair. A Trustee Emeritus may be appointed as a member of a committee with the consent of the Emeritus Trustee. A Trustee Emeritus may attend committee meetings and participate in discussion but may not vote or serve as the chair or vice chair of a committee.

After the Board elects its Chair for a term of two years, the new Chair will, within thirty days thereafter, appoint the memberships of the standing committees of the Board. The President of the University and the Chair of the Board of Trustees are non-voting members of each committee.

Section 7.03 Committee Meetings

Committee meetings for quarterly Board meetings are typically held the day prior to or the day of quarterly Board meetings on a schedule set by the Chair. Committees are not required to meet when there is no need to have a meeting. Committee meetings may be set by the Chair at such other times as needed. The Executive Secretary shall notify Trustees, Trustees Emeriti, the media, and other persons as appropriate of these dates. Once committee meeting dates have been established, they may be changed only with the approval of the Chair of the Board of Trustees. After each committee meeting, the Executive Secretary will prepare a draft of the minutes for approval at the next meeting.

Article VIII. President of the University

The President is the chief executive officer of the institution. The President shall be appointed by a majority of the board and shall serve at the pleasure of the board pursuant to the terms of any employment agreement approved by the Board. The President shall be responsible for the supervision and management of the institution, for the duties and authority delegated under this Manual, and for implementing the policies of the Board.

Article IX. Amendment(s) to the Board Manual

The Board Manual may be amended at any meeting of the Board by an affirmative vote of nine (9) members of the Board provided, however, that no proposal to amend or add to these may be considered by the Board at any meeting unless filed with the Executive Secretary and a copy thereof forwarded by the Executive Secretary to each member of the Board, along with written notice of such meeting, at least five days in advance unless waived by unanimous consent.

The Executive Secretary, after consultation with the General Counsel, and approval of the Chair, may make non-substantive updates to the Manual and correct scrivener's errors and update membership lists and similar matters, provided that the updates are provided to the Board prior to publication.

The Clemson University Board of Trustees Manual will be reviewed every three (3) years by a committee of Trustees appointed by the Chair and on a case-by-case basis as determined by the Chair.

Article X. Miscellaneous Provisions

Section 10.01 Conflict of Interest

In the performance of their duties Trustees shall abide by applicable ethics laws and the Conflict-of-Interest Policy found in Part II Bylaws, Appendix C.

Section. 10.02 <<HELD – If Needed>>

Bylaws Appendix A - Trustee Removal Process

TRUSTEE REMOVAL PROCESS

A Trustee who fails to perform the duties set forth in the will of Thomas Green Clemson, the South Carolina Code of Laws or the Trustee Manual may be removed from the Board, but only after due process has been afforded.

Since there are two distinct processes for being appointed to the Board of Trustees, there are also two distinct procedures for removal. Amendment of the process for removal of a Successor Trustee shall be determined by the Successor Trustees and is not subject to Article IX of the Bylaws.

A. Successor Members

A Successor Trustee may only be removed by action of the other Successor Trustees. In the event four Successor Trustees believe that another Successor Trustee has failed to properly perform the duties required of all Trustees, the four shall present their concerns to the Successor Trustee with the longest continuing service (“Senior Successor Trustee”), exclusive of the Successor Trustee whose actions are in question. In the event two or more Successor Trustees have equal years of service, the Senior Successor Trustee shall be deemed the Successor Trustee whose last name appears first in alphabetical order. The Senior Successor Trustee shall convene a meeting of the Successor Trustees to hear the allegations and to render a decision. The Successor Trustee whose failure has been alleged shall have the right to be notified seven days in advance of the meeting and shall have the right to present evidence in the Successor Trustee’s own defense. The Senior Successor Trustee shall establish procedural guidelines for the meeting, but in no event shall any attorney be permitted to attend the meeting for the purpose of representing any party involved. Once all evidence has been presented, the Successor Trustee in question will leave the meeting and the remaining Successor Trustees will deliberate and vote by secret ballot. In the event five Successor Trustees vote to remove the Successor Trustee, then the Successor Trustee’s service on the Clemson University Board of Trustees shall be terminated. An action to remove a Successor Trustee shall be effective immediately, unless otherwise specified at the time the action is taken.

B. Elected Members

A Trustee elected to the Board by the South Carolina General Assembly may only be removed by action of the General Assembly. In the event four Elected Trustees believe that another Elected Trustee has failed to properly perform the duties required of all Trustees, the four shall present their concerns to the Chair of the Board of Trustees. The Chair shall promptly convey those concerns to the President Pro Tempore of the Senate and the Speaker of the House of Representatives. The General Assembly shall follow such procedures as it deems appropriate in evaluating the concerns presented.

Bylaws Appendix B - Standing Committee Charters

DUTIES of STANDING COMMITTEES

The duties of each standing committee are set forth below.

A. AGRICULTURE & NATURAL RESOURCES COMMITTEE

The Agriculture and Natural Resources Committee shall consider and recommend policies governing the College of Agriculture, Forestry, and Life Sciences and of the Public Service Activities of the University. The principal liaison to the Committee shall be the head of Clemson Public Service and Agriculture.

The duties of the Agriculture & Natural Resources Committee include:

- Review for the Board the overall plans, goals, and objectives for the fulfillment of the objectives of the Public Service Activities (PSA) of the University
- Study the administrative structure of PSA
- Evaluate, as directed by the Board, all off-campus lands in coordination with other appropriate committees
- Evaluate, as directed by the Board, proposed gifts of off-campus land to the University and disposition of University lands in coordination with other appropriate committees
- Act for the Board in establishing necessary liaison, as well as advice or counsel, regarding funding for PSA
- Ensure for the Board that a full range of planning in PSA area is in constant updating for both annual and long-term plans.

B. COMPENSATION COMMITTEE

The Mission of the Board of Trustees Compensation Committee is to ensure Clemson University's compensation policy is market-level competitive, supports achievement of top 20 status, maintains R1 Carnegie classification, and continues excellence in the University's athletic programs. Such policy must apply to all employees of the University. The Board has delegated administrative authority to Clemson University's President, Chief Human Resources Officer, and Executive Leadership Team to implement the policy. Further, the Board expects Clemson University's compensation policy and implementation procedures to be consistent, driven by budgetary constraints and good fiscal stewardship, tied directly to employee performance that is linked to objective standards, and targeted at competitive market levels for similar jobs in local, state, regional, or national markets as appropriate.

The Compensation Committee is responsible for ensuring compliance and consistent application of the compensation policy and reviewing and approving exceptions when appropriate.

Specific responsibilities of the Committee include:

1. The Compensation Committee reviews and approves the University's Compensation Policy and Compensation Guidelines. The Committee reviews this Committee Charter and makes recommendations for any needed revisions to the Board of Trustees. The reviews will be an agenda item at each Spring Quarterly Compensation Committee meeting.
2. The Compensation Committee reviews annual reports of relevant salary survey data and Clemson's salary structure relevant to the market position and provides input and direction as necessary to achieve the university's strategic goals.
3. Compensation Committee review and approval is required for deviations from the Compensation Guidelines.
4. Compensation Committee review and approval is required for all employee compensation and contractual actions, including those in the Athletics Department, which:
 - (a) are for the Senior Executive positions listed in Table A below;
 - (b) establish a total recurring annual taxable compensation of \$350,000 or more;
 - (c) establish a total recurring annual taxable compensation of \$200,000 or more when the total annual taxable compensation is greater than the 75th percentile of the appropriate market range for that position;
 - (d) creates a contractual exposure to the university of \$500,000 or more;
 - (e) creates a supplemental benefits plan such as a deferred compensation plan or a split dollar life insurance benefit; or
 - (f) incentive compensation plans that are considered an exception to current policy and guidelines.

Total annual taxable compensation typically refers to recurring base and supplemental compensation. Overloads, incentive compensation, summer pay, non-recurring pay, and dual employment are excluded.

5. The administration will provide a quarterly report of all salary actions for employees whose salary or total taxable compensation package is equal to or exceeds \$200,000. The quarterly report will include justification, including relevant market and performance data supporting the given hire or salary action.
6. The Compensation Committee reviews the Board's evaluation of the President and makes recommendations to the Board of Trustees for the President's compensation.
7. Pursuant to Part II Bylaws, Appendix C of the Trustee Manual, the Compensation Committee will consider and take appropriate action regarding potential conflicts of interest identified for individual trustees.

The composition of the Compensation Committee shall be the Chair of the Board of Trustees, the past chair of the Board of Trustees, and three members appointed by the Chair of the Board. If the past chair is an emeritus trustee, the Chair of the Board will appoint four members. The composition of the committee is intended to be small so that it may remain flexible and respond promptly to needs of the administration. The administrative liaison shall be the Chief Human Resources Officer.

Table A
 Committee Approval Required for Compensation Actions for the following Senior Executive Positions

Reporting Level
A- Board Reports
B- Executive Vice Presidents, Vice Presidents, Chiefs, Directors, and other Senior Executives who report directly to the President and/or serves as a member of the Executive Leadership Team (ELT)
C – Deans and other Senior Executives who report directly to the Provost

1. Approval of compensation actions for interim and acting appointments is required for all positions above.
2. Newly created positions of similar levels will typically require approval. The Chair of the Compensation Committee is authorized to determine if a newly created position requires approval for compensation actions, with the Committee being notified of the decision prior to any action.

C. EDUCATIONAL POLICY COMMITTEE

The Educational Policy Committee shall consider and recommend policies governing the educational activities of the University.

The principal liaison to the Committee shall be the Executive Vice President for Academic Affairs and Provost.

The duties of the Educational Policy Committee include:

- Ensure that the Trustees oversee the planning of the academic affairs of the University
- Study the administrative structure of the academic area
- Review for the Board of Trustees suggested revisions of the Faculty Manual
- Act for the Board in reviewing accreditation procedures for the purpose of professional and regional accreditation
- Study each year the effectiveness of academic budgeting
- Review periodically policies relating to teaching and research
- Make evaluations of academic segments of the University in accordance with the schedule of review of major University units
- Coordinate relationships with the Commission on Higher Education
- Give Board leadership to constantly update the mission statement of the role of Clemson University in South Carolina higher education
- Coordinate the policy development part of an academic plan as the basic planning document of the University, with appropriate supporting plans on finance, organization, administration and physical plants
- Review for the Board the Administration's academic planning efforts, and seeing that all plans are coordinated, feasible and within the role and mission of the University
- Recommend policies and evaluate the performance of the College of Veterinary Medicine.

D. EXECUTIVE & AUDIT COMMITTEE

The Executive & Audit Committee is composed of the Chair of the Board and the chairs of the standing committees. The Chair of the Board is Chair of the Executive & Audit Committee. The Executive & Audit Committee shall meet at the call of the Chair.

The principal liaisons to the Executive & Audit Committee are the President and the Executive Secretary.

The primary purpose of the Executive & Audit Committee is to assist the Board of Trustees of Clemson University in discharging its responsibility relative to monitoring the University's system of internal control, accounting policies, and financial reporting procedures. The Committee serves as the focal point of communication between the Board of Trustees, outside auditors, the Internal Auditor, and state, and federal agency auditors.

The duties of the Executive and Audit Committee include:

- Conduct the original review of administrative matters such as organization of the University, appointment systems, personnel administration, fringe benefits, achievement of goals and objectives, administrative policies, and similar matters not within the purview of any other committee of the Board
- Recommend the content and format of the Agency Head Evaluation concerning the President
- Approve the appointment or removal of the Internal Auditor including department reorganization or audit personnel changes
- Approve requests for accounting and auditing services prior to their submission to the State Auditor
- Review annually and approve the Internal Auditor's charter, the annual internal auditing plan, staffing needs, and budget requirements
- Ensure that the Internal Auditor has sufficient independence to conduct audits without management interference
- Review all significant findings and recommendations noted by the Internal Auditor or outside auditors
- Meet periodically with appropriate members of the University Administration, the Internal Auditor, and independent auditors to discuss and evaluate the scope and results of audits and the University's accounting procedures and controls
- Provide periodic reports to the Board of Trustees that summarize the activities of the Committee
- Receive and review all outside audits of the University or University-related organizations
- Review and approving the University's liability insurance (Tort Liability and Directors and Officers Liability Insurance)
- Periodically review the performance of the Athletic Department and consider and recommend policies governing the University's Intercollegiate Athletics Programs ensuring that University policies align intercollegiate athletics with the mission, vision, and values of higher education
- Review on an annual basis the NCAA compliance program of the Athletic Department and academic progress reports of student athletes
- Review annual reports on policies related to inclusion and non-discrimination and related laws

E. FINANCE & FACILITIES COMMITTEE

The Finance & Facilities Committee shall consider and recommend policies and procedures governing all aspects of the University's budgeting, financing, expenditures, financial reporting, construction and maintenance facilities, and acquisition and disposal of capital assets, and Human Resources. The Committee maintains authority to establish policy direction of the investment of university funds.

The principal liaison to the Committee shall be the Executive Vice President and Chief Operating Officer.

The duties of the Finance & Facilities Committee include:

- Make the primary analysis of the proposed budget of the President, and recommend the action to be taken thereon by the Board
- Consider and recommending policies and procedures governing all aspects of the University's budgeting and financing
- Give policy direction to the University's investment and cash management programs
- Ensure an effective system of expenditure control is in effect
- Ensure there are adequate accounting controls and procedures regarding transactions associated with the University's related organizations
- Ensure there is adequate financial reporting to the Board, together with proper interpretations of such reports
- Recommend policies and procedures to govern the University's permanent improvement process review and recommending action on all proposals to acquire or dispose of capital assets of the University, including PSA, and determining the impact of such acquisitions or disposals on the financial stability of the University
- Review for the Board the overall plans, goals and objectives of the University, and judging their feasibility in terms of available and potential financial resources
- Review for the Board the management of the University on-campus lands, including the administration of Woodland Cemetery

F. INSTITUTIONAL ADVANCEMENT COMMITTEE

The Institutional Advancement Committee shall consider and recommend policies to govern fund-raising activities of the University and shall maintain continuous policy review over the public affairs, public relations, and alumni relations activities of the University.

The principal liaison to the Committee shall be the Vice President for Advancement. The duties of the Institutional Advancement Committee include:

- Represent the Board regarding the primary concern with fund-raising potential of the University
- Ensure that a full range of fund-raising programs are developed, including gifts from alumni, friends, parents, corporations, foundations, associations and trusts; ensuring that these gifts are secured in all forms including annual, capital and planned
- Coordinate with the Finance & Facilities Committee in the acquisition of new physical facilities financed by private support
- Ensure that there is a well-developed plan each year for the fund-raising goals of the University, and seeing that this plan is used and is effective
- Aid in the coordination of decentralized fund-raising efforts throughout the University
- Guide and supporting the efforts of the University to secure outside funds for physical plant additions
- Serve as the primary link to the Board regarding the major capital campaigns of Clemson University
- Maintain continual policy review over the image enhancement and public relations activities of the University, including the institution's publications, its graphic presentations, its electronic communications, and its agricultural communications
- Review and recommend to the Board policies relative to the use of the University's name and trademarks in awards and other recognitions given by the University and its affiliated entities.
- Guide the University's news- and media-related philosophies and policies
- Recommend to the Board changes and updates related to Institutional Advancement as needed
- Review the University's alumni relations programs which serve, involve and inform the alumni of the affairs of Clemson University
- Serve as the link to the Board for the Clemson Alumni Association and the Clemson University Foundation
- Set the calendar for the Board in relation to the University's public affairs, alumni relations, and fund-raising efforts each year
- Assure that there are specific development plans each year to guide these efforts and evaluate results secured
- Act for the Board of Trustees as liaison between it and all alumni and non-alumni entities engaged in furthering the University's outside support
- Evaluate proposed gifts to the University and disposition of University assets
- Review periodic reports on the programs and services of the Conference Center and Inn
- Ensure for the Board that a full range of planning in the Institutional Advancement area is constant with regard to annual and long-term plans

G. RESEARCH & ECONOMIC DEVELOPMENT COMMITTEE

The Research and Economic Development Committee shall consider and recommend policies to support the research mission of Clemson University. These policies adopted shall foster the growth of research both in quality and quantity.

The principal liaison to the Committee shall be the University's Senior Vice President for Research, Scholarship and Creative Endeavors and the Senior Vice President for External Affairs and Senior Advisor to the Board of Trustees.

Members of the Research and Economic Development Committee shall be appointed by the Chair of the Board.

The duties of the Research and Economic Development Committee include:

- Review the amount and sources of external funding and the mechanisms to attract additional external funds
- Review University policy regarding performance criteria, workload, compensation and incentives, recognition of superior performance, and professional development of existing employees
- Review University policy regarding the recruitment of high caliber faculty, graduate students, and support staff
- Examine administrative infrastructure supporting research. Periodically review University guidelines on space resources, allocations and needs as related to research and productivity.
- Work with University leaders to select metrics of research productivity that are relevant to the University, the market, the academic community, and the citizens of South Carolina
- Review the institution's performance against past performance as well as against industry standards
- Review performance against selected metrics
- Receive and review all significant findings and recommendations noted in semi-annual ARC and triennial certification reports and all other external research-related audits of the University
- Monitor institutional observance of federally required research compliance rules related to human subjects, animal welfare, recombinant DNA technology, and management of toxicwastes
- Encourage external recognition of high quality programs through accreditation
- Examine long-range planning of graduate education, including growth plans for existing and new program areas especially at the doctoral level, financial support of graduate education and aspects of graduate student life related to fostering a vibrant graduate/postdoctoral community
- Review University intellectual property policies, including licensing and distribution of royalties
- Examine inter-college and inter-departmental practices to minimize all types of conflicts of interest related to research while encouraging innovation and commercialization of research outputs
- Review the University's efforts to explain the role and value of University research internally, within the state and nationwide

- Review University policies relating to research activities between the three research universities, so as to promote collaboration and remove barriers to cooperative research
- Receive reports regarding collaborative activities and accomplishments between the three research universities.

H. STUDENT AFFAIRS COMMITTEE

The Student Affairs Committee shall consider and recommend policies related to student development programs and services for students and related constituent groups.

The principal liaison to the Committee shall be the Vice President for Student Affairs and Dean of Students.

The duties of the Student Affairs Committee include:

- Ensure that the Board is informed on policies governing the entire range of Student Affairs
- Review periodically policies affecting students including student health and welfare, student housing, student development, counseling and psychological services, campus cultural and recreational programs, free speech, University's Values, municipal court system, as well as policies pertaining to public safety which include fire protection, law and safety, and parking and traffic control
- Review for approval by the Board fees and rates recommended by the Administration for major student services including student health and housing
- Evaluate and reviewing for approval by the Board major capital improvement projects for Student Affairs facilities
- Review capital fund-raising campaigns for Student Affairs programs and facilities

Bylaws Appendix C - Conflict of Interest Policy

The Trustees of Clemson University strive to adhere to the highest standards of ethics in the discharge of their individual and collective responsibilities. To ensure that these standards are met, the Board has adopted this Policy to provide guidance to individual Trustees in their activities related to their service on the Board.

Trustees of Clemson University are "public officials" as that term is defined in the South Carolina Ethics Act. As public officials, all Trustees are required to conform to the provisions of this Act. The rules of conduct set forth in the Act state that no public official may knowingly use his or her public office to obtain an economic interest for [a] the public official, [b] a member of the public official's immediate family, [c] an individual with whom the public official is associated, or [d] a business with which the public official is associated. The Act also states that a public official may not use his or her public office to influence a governmental decision in which [a] the public official, [b] a member of the public official's immediate family, [c] an individual with whom the public official is associated, or [d] a business with which the public official is associated has any economic interest. Finally, the Act prohibits a public official from accepting, asking, soliciting or agreeing to receive anything of value from another person in exchange for taking or withholding any official action. See, S. C. Statutes Annotated, Sections 8-13-700, et seq.

The Board recognizes that if any affiliation in a profession or with an organization that touches on some aspect of the University's activities were to be considered an exclusion from service on the Board, the University would lose the benefit of the contributions of time, talent and energy from a number of qualified individuals.

The Board provides the following guidelines to Trustees with regard to the appropriate disclosure and management of any potential conflict of interest.

1. A Trustee will not take any action regarding the hiring, promotion, or other employment action involving a member of the Trustee's family.
2. A Trustee will promptly disclose any financial interests which the Trustee, or a member of the Trustee's immediate family, may have in any business or enterprise which conducts business with the University. Disclosure shall be made in the manner described in this policy.
3. A Trustee will complete an annual Statement of Economic Interest form, as required by South Carolina law. See S. C. Statutes Annotated, Section 8-13-710.
4. A Trustee will promptly disclose facts or situations which the Trustee recognizes may create a potential conflict of interest. Disclosure shall be made in the manner described in this policy.
5. A Trustee having a duty to disclose any potential conflict of interest in compliance with this policy will make such disclosure to the Chairman of the Board of Trustees, or in the event the Chairman has a potential conflict of interest disclosure will be made to the Vice Chair of the Board of Trustees. The Chairman or the Vice Chairman, as appropriate, shall bring the potential conflict of interest to the Compensation Committee for consideration. The Compensation Committee may

request and consider any information it determines is necessary and relevant to evaluate the potential conflict of interest, including requesting the Trustee who has disclosed the potential conflict of interest meet with the Committee. The Committee may take such action as it deems appropriate to resolve any potential conflict of interest, including but not limited to requiring no action, requiring a Trustee to recuse himself or herself, prohibiting a transaction or relationship, or otherwise managing the conflict. The deliberations of the Committee with regard to any potential conflict of interest shall be kept confidential to the fullest extent permitted by law.

Part III – Governing Principles, Delegations, History, Foundational Documents

Chapter 1 - Governing Principles

The Governing Principles provide a primer for responsible trusteeship and establish the concepts and model of effective governance that this Board has operated under for many years. They represent the accumulated knowledge and wisdom of this Board and prior Boards as guided by the Vision of our Founder, Thomas Green Clemson.

Article I. Mission, Vision, and Goals

Section 1.01 MISSION

A. University Description

Clemson University is a selective, public, research university in a college-town setting. Clemson's desire is to attract a capable, dedicated and diverse student body of approximately 28,000 undergraduate and graduate students, with priority to students from South Carolina. The University offers a wide array of high quality baccalaureate programs built around a distinctive core curriculum. Graduate, continuing education, doctoral and research programs contribute to the state of knowledge and to the economic future of the state, nation, and world. The University provides bachelor's, master's and doctoral degrees in more than 100 majors through eight academic colleges: the College of Agriculture, Forestry and Life Sciences; the College of Architecture, Art and Construction; College of Arts and Humanities; the College of Behavioral, Social and Health Sciences; the College of Business; the College of Engineering, Computing and Applied Sciences; the College of Education; and the College of Science.

Clemson combines the benefits of a major research university with a strong commitment to undergraduate teaching and individual student success. Students, both undergraduate and graduate, have opportunities for unique educational experiences throughout South Carolina, as well as in other countries. Experiential learning is a valued component of the Clemson experience, and students are encouraged through Creative Inquiry, internships, and study abroad to apply their learning beyond the classroom. Electronic delivery of courses and degree programs also provide a variety of learning opportunities. Clemson's extended campus includes teaching sites in Greenville and Charleston, five research campuses and five public service centers throughout the state of South Carolina, as well as four international sites.

The University is committed to exemplary teaching, research and public service in the context of general education, student engagement and development, and continuing education. In all areas, the goal is to develop students' communication and critical- thinking skills, ethical judgment, global awareness, and scientific and technological knowledge. The distinctive character of Clemson is reflected in the culture of collegiality and collaboration among faculty, students, staff, the administration, and the university board.

Approved by the Clemson University Board of Trustees, 15 July 2016

Approved by the SC Commission on Higher Education, October 19, 2016

Section 1.02 VISION

Clemson University will be one of the nation's top-20 public universities.

Article II. Clemson University Board of Trustees Values Statement

Clemson University was established to fulfill its founder's vision of a "high seminary of learning," to develop the material resources of South Carolina and to enhance the economic opportunities for South Carolina citizens. Today Clemson is a nationally recognized land-grant research university committed to providing students with an academic foundation that gives them the opportunity for meaningful careers and to be leaders who give back to society. Clemson is a student-centered institution whose mission is to educate students in a manner consistent with these values and to drive economic development in South Carolina. The Board of Trustees honors the intent of Mr. Clemson's Will and adopts the following values:

VALUES

Integrity	Be honest, trustworthy, responsible and ethical.
Respect	Value the rights of others, their individual differences, beliefs and ideas. Actively listen and communicate. Seek to understand the challenges they face and be tolerant and forgiving
Diversity	Attract and retain students, faculty and staff with diverse backgrounds who come together as one inclusive Clemson family.
Patriotism	Honor our military heritage and our commitment to duty, service, leadership, tradition and civic responsibility.
Excellence	Exceed expectations and continuously improve. Be creative and take appropriate risks. Learn from failure. Best is the standard.
Self-Reliance	Work hard, exercise self-discipline, be results oriented, and dare to do the right thing, even when it is difficult or unpopular.

STRATEGIC PRIORITIES

Clemson Elevate is a strategic plan to propel Clemson's success and further strengthen its reputation. Applying our guiding principles, criteria and analysis, Clemson will focus on three core strategic pillars, each backed by a series of initiatives and related metrics.

1. Deliver the No. 1 student experience in the nation. *Every Student Thrives*
2. Double research expenditures by 2035, position for AAU membership. *Discovery Drives Success*
3. Transform lives statewide and beyond through educational, economic, agricultural and health outreach. *Service Builds Community*

Article III. Role of the Board of Trustees

The purpose of this chapter is to detail the primary role of the Board of Trustees. As a preliminary step, there must be an understanding of the basic concepts underlying any governing board, as well as a consideration of what is reserved solely to the Board of Trustees.

Section 3.01 BASIC CONCEPTS

1. The Board's Primary Effort Must Be Guided by Objectives and Goals

Since any governing board acts as a steward for society, responsible for seeing that an institution's resources are used wisely, it must make its fundamental decisions within a clear framework of long-range objectives and goals. If these do not exist, or if they exist only in a vague sense, the board must either develop these objectives and goals or see that they are developed.

In the case of Clemson University, the Board of Trustees is the ultimate decision-making body on the specific goals and objectives of the University, but this in no way restrains the Administration from suggesting the specific goals and objectives it believes are desirable. In any event, neither the Board nor the Administration can function effectively until both are aiming for the same set of specific short- and long-range goals and objectives.

2. The Board Must Govern by Policy Direction and Control

The Board should not spend major amounts of time on matters of minor importance. It should not act as a rubber stamp for the President, nor should it try to take over the work of the chief executive.

The Board will be fully effective and make essential contributions to the University by confining its efforts to policy direction and control. This does not mean the Board should spend its time developing and refining policy statements. Instead, it should demand that the Administration produce sufficient policies for the Board's consideration so that it can exercise well-balanced control and manage risks through policy direction. The Board recognizes that a strong link exists between good governance and effective risk management. One major function the Board must not avoid is periodic and thorough examination of its policy structure to be certain its policies are correct and functioning properly.

The Board should be particularly conscientious in exercising educational policy control. Unless the Board sets the policies on education, it cannot properly steer the institution toward its long-range goals and objectives. The University exists for purposes that set it apart from other institutions: it exists to seek the truth, to train minds, to conduct research, and to carry out its public service mission. It is a means for passing on the Sum total of our knowledge, as well as for instilling the value of seeking and discovering new knowledge. The efforts of the Board of Trustees, therefore, must foster these purposes. The success of the institution does not lie in the brilliance of its financial management, the magnitude of its physical plant, or the size of its enrollment; its success is gauged by the quality and inspiration of the University's intellectual life and the quality of its service to the public.

Although the Board recognizes the vital importance of financial management, physical facilities, and equipment in achieving its primary mission, there is no substitute for a first-rate faculty. The Board must be

continually aware of this fact and must accept responsibility for educational as well as financial policy control.

The latest pronouncement by the Board in a particular area takes precedence over all previous pronouncements by the Board in that area. As a general rule, the Board intends to abide by its own policy pronouncements and procedures as published. However, there may be occasions when, in the opinion of the Board, it becomes necessary to deviate from published policies and procedures, and the Board reserves unto itself the right to do this when appropriate. The Board will exercise this right only after thoughtful deliberation.

3. The Board Must Govern through the President

The Board holds only one individual responsible for carrying out its policy directions —its chief executive. While the Board clearly delegates administrative responsibilities, the President is encouraged to consult the Board before making decisions on highly sensitive matters. If the Board loses faith in its administrator, the President should be replaced as quickly as possible.

4. Trusteeship Is a Joint Endeavor

The Board of Trustees acts only as a body, with the exception of the Chair, individual members should not presume to speak for the Board. Aggressive, hard-working and concerned Board members are occasionally asked to assist the Administration with difficult operating matters. Trustees must exercise self-restraint in such instances. To be effective, the Board must realize that self-discipline is as important as disciplining the Administration; therefore, Trustees should not make special requests of administrative officers except through the established chain of command, i.e. through the Executive Secretary, through the President, or through vice presidential liaisons to Board committees.

5. Individual Responsibility of Members

Members are elected to boards for many different reasons: demonstrated leadership skills, affluence, reward for interest, social standing, political connections, administrative achievements, or fundraising potential. Regardless of the reasons for election, they must realize they cannot be good Board members unless they regularly participate in the work of the Board.

Participation means studying thoroughly all-important matters facing the institution so the Trustee's vote will serve as a guiding light. Fund raising is also an important responsibility. Educational matters are the most important since education is the reason for the institution's existence. It is particularly important that Board members read and study all information provided to them in advance of meetings.

6. Results Must Be Evaluated

One of the most important roles of the Board is the evaluation of results. This means evaluation of progress in achieving objectives and goals, of policy control as it is administered by the chief executive, of the quality of the educational programs offered, of the management of risk within its risk tolerance, of the use of available resources, of the extent to which plans are carried out, and of the adequacy of management. Such evaluations are difficult if there are no clear yardsticks against which to measure. The Board may use the vision, mission, and University goals

as initial yardsticks by which to judge and evaluate the progress of the University. The process of evaluation cannot be delegated — the Board must perform it. The Board may need help in the evaluation process, but this in no way mitigates the Board’s primary responsibility of seeing that evaluation is conducted regularly. Evaluation can be the Board’s most satisfying accomplishment, as well as its primary challenge.

7. The Board Must Insist on Planning

The Board can exercise valid judgment on far-ranging issues only if it is regularly supplied with updated plans on educational, research and public service programs, enrollment, faculty, buildings, administration, and finances. To obtain these required points of reference for decision-making the Board requires that the Administration bring to it well-reasoned strategic plans linked to the University’s vision, mission, and goals. Plans should be updated annually, and regular progress reports should be provided to the Board.

Section 3.02 MEANS OF CONTROL

As set forth in the Will of Thomas Green Clemson, the Board exercises ultimate control over the future of the University. It reserves to itself final decision-making authority over the kind of institution the University will be and the means by which it will achieve its mission, vision, and goals.

1. Control by Objectives

The Board of Trustees reserves to itself the final approval of the University’s long-range objectives, as well as the policies that control the achievement of the objectives. This does not mean the Administration cannot consider these matters and make recommendations on them; however, ultimate control rests with the Trustees.

The objectives include a specific and detailed statement on the role of the University, its long-range mission, and its vision and near-term goals. The University’s mission and vision statements should be complemented by written objectives for each of the academic colleges, the library, and all other academic and administrative units that fit within the framework of the overall University objectives.

2. Control by Key Appointment

The Board of Trustees elects the President of the University to serve at its pleasure. The President is encouraged to consult with the Board on the appointment and dismissal of officers of the University who report directly to the President, college deans, and any employee with a multi-year employment contract. When a vacancy occurs in any of the aforesaid positions, the President should consult with the Chair of the Board to determine whether there should be Trustee representation on the search committee for the position. If the Chair deems such representation desirable, the Chair shall appoint such Trustee or Trustees as the Chair deems appropriate.

3. Control by Ownership

The Board of Trustees exercises another basic control by retaining title to the capital assets of the University. It is, therefore, the only authority that can dispose of the University’s assets, make fundamental changes in them, or pledge them as security in a transaction. The Board has delegated certain, specific authority to the

President, as set forth in Part III, Chapter 2 of this Policy Manual. The Trustees will work diligently to maintain the integrity of the University as clearly defined in the wording and intent of the Last Will and Testament of Thomas Green Clemson.

4. Control by Overseer Evaluation

The Board of Trustees also acts as a board of overseers of the University. Exercise of this function enables it to evaluate the University's development. As overseers, the Board's committees shall periodically review and evaluate the major divisions of the University that are headed by a vice president. The schedule of the reviews shall be the responsibility of the Chair of the Board. The basic purpose of the periodic appraisal is to make a formal review of how realistic the unit's long-range objectives are, how well they are being achieved, the effectiveness of policy control over the unit, and the extent to which it is achieving the time schedule set for its goals. Following the review, the Trustees will meet with the President, the vice presidents, and other representatives of the units reviewed to discuss their findings and conclusions.

Section 3.03 POLICY CONTROL

The Board of Trustees is responsible for governance of the University, which it can effectively perform only by policy control.

The Board of Trustees works with the President on specific and detailed plans designed to achieve the primary objectives and goals set by the Board. It is the basic responsibility of the Trustees to see that these plans specify clear objectives and goals and are in effect for all elements of the University. The Trustees should ensure that these plans are feasible, that they are properly executed, that they enable the institution to manage risks, and that they furnish guidelines for the development of all aspects of the University. The Trustees should have a consistent method for evaluating the effectiveness of University planning efforts. It is through insistence on good planning that the Trustees make their most significant contribution to the University.

1. Financial Administration

The Board of Trustees plays an important role in financial administration. It operates under restrictions and requirements contained in state and federal legislation; it operates within its own broad policy guidelines; it controls expenditures within approved limits; and it develops the resources to carry out the basic plans it has considered and approved. The Board of Trustees also approves the annual budget.

2. Administrative Control

The Board of Trustees relies primarily on its policy pronouncements to guide the Administration in operational matters. However, it also considers and approves a plan that the President proposes to use in accomplishing University objectives for the coming year. In addition, it exercises administrative control by review and approval of plans and by evaluating results achieved.

3. Evaluation of Achievement

The evaluation role of the Board of Trustees is to see that its policies are valid and that they are being followed. The Board should also evaluate how well the President is meeting the goals and objectives that have been set for the University.

4. Fund-raising and Investment

The Board of Trustees should maintain a strong commitment to the acquisition of resources for the University. The Board should establish policies to foster fundraising and investment programs for the benefit of the University, consistent with applicable laws and regulations.

Article IV. Organization of the Board of Trustees

Section 4.01 TRUSTEES

A. ORIENTATION PROGRAM

The first year of a Trustee's service is considered the indoctrination year, and a number of steps should be taken to help the Trustee gain an understanding of the strengths of the University as well as its problems.

i. Orientation of New Trustee

The Executive Secretary arranges for in-depth orientation briefings for new Trustees as soon as possible after their election. These briefings can be scheduled in conjunction with the member's first Board meeting, but in any event should precede first participation as a Board member if at all possible. The briefings should extend at least to the following:

- Tour of campus
- Session with the President on his or her plans and philosophy of education and on the ten most important problems facing the University
- Luncheon with the President and top officers reporting to the President
- Session with each of the vice presidents on their organization, plans, accomplishments, and future problems
- A session with each of the academic deans regarding their college, the programs, departmental structure, role of the dean, role of the department heads, student outlook, financing and present problems

B. READING PROGRAM

The Executive Secretary scans current literature on the subject of governance and provides all of the Trustees with copies of relevant reading material designed to keep them up-to-date on University governance.

C. TRUSTEE CODE OF CONDUCT

The following list of responsibilities defines an illustrative code of conduct for a Trustee, and it states the obligations and restrictions of trusteeship. This list assists new members in understanding their duties and encourages current Trustees to evaluate personal performance. Some of the responsibilities of trusteeship are as follows:

- Accept primary responsibility for collective action to perpetuate the institution, and to see that its future is well-planned and that the plans are effectively executed in support of its mission
- Preserve the land-grant mission of the University to serve the people of South Carolina
- Regularly attend Board meetings and meetings of standing committees to which the Trustee is assigned
- Be prepared in advance for all meetings, and to actively participate, voting one's own convictions, cooperatively working with fellow Trustees, and supporting the majority decision, thereby assuring that the Board speaks with one voice
- Give the University high priority, even when faced with time constraints, and to realistically acknowledge that a Trustee must sacrifice several weeks per year to promote University goals
- Be willing to spend time throughout the year to attend University functions and social occasions such as graduation, the Medallion Dinner, Faculty and Staff Awards Banquet, Academic Convocation, Board of Visitors functions, Alumni events, and Athletic events
- Take pride in making annual financial contributions to the institution, each according to personal circumstances
- Support the President's role as chief executive while being an active, energetic, and probing Board member exercising critical judgment
- Accept responsibility for the policy guidance of the University, aiding in approving goals and measuring attainment of such goals
- Be knowledgeable of the Trustee Manual, the policies of the University, the laws of the State of South Carolina, and to be continually aware of the mission of the University
- Maintain the role of the Board as a policy-making body, avoiding interference with personnel, management, or administrative matters
- Communicate promptly to the Chair or the President any significant concern or complaint while fostering openness and trust among Board members and the Administration
- Recognize that the President is the primary spokesperson for the University, the Chair is the primary spokesperson for the Board, and that authority resides only with the Board as a whole and not in its individual members
- Accept full fiscal responsibility when establishing policy so as to fund programs of greatest priority, and to set budgets that fully and properly use funds ensuring each dollar is well spent
- Apprise (individually and collectively) the General Assembly, the appropriate state constitutional officers and agencies, and the people of South Carolina of the need for adequate support to enable the University to fulfill its primary role in higher education, and then to ensure that governmental authorities and the people of the state are made aware that the University is doing this with maximum return for each dollar expended
- Make maximum effort to aid the University in obtaining outside funds for enrichment of its educational and research programs

- Be fully aware of a Trustee's personal fiduciary responsibility for safeguarding the assets for which the Trustee is a public trustee
- Act always for the benefit of the University as a whole and never for the benefit of special interest
- Aid in shielding the University from outside pressures that, if yielded to, would be damaging to its long-range future
- Refrain from any form of action or involvement that might prove detrimental or embarrassing to the University, and to resign if such a situation should develop
- Work continually for the advancement of higher education
- Comply with the Last Will and Testament of Thomas Green Clemson in its entirety, and protect and defend it at all times

There shall be no salary or monetary compensation for members of the Board. The Trustees may, however, be reimbursed as provided by state law for per diem and for expenses incident to attend meetings of the Board or its committees and all other official duties incurring personal expense.

D. RESPONSIBILITIES OF THE BOARD OF TRUSTEES

- Define the mission of the University and approve programs necessary to achieve it. The Board of Trustees shall be responsible for approving the number and types of degrees; the number and nature of departments, divisions, schools or colleges through which the curriculum is administered; and the extent to which the institution should offer distance learning programs
- Require effective internal communications between the Administration and the Board of Trustees
- Appoint, monitor, advise, motivate, support, evaluate and, if necessary or advisable, replace the President
- Approve major policies, long-range plans, educational programs and annual budgets, while clearly delegating the responsibility for administration of the University. The Board should encourage the Administration to consult with it before making decisions on highly sensitive matters whether they be administrative or policy.
- Accept fiduciary responsibility for all University property and the long-term welfare of the University
- Preserve institutional autonomy, recognizing that the preservation of autonomy requires accountability
- Appreciate and enhance private investment in Clemson University's programs
- Enhance the public image of the University
- Monitor and evaluate the institution's success in achieving its goals and mission
- Regularly evaluate the Board's performance and take steps to improve it
- Assure that the University remains an equal opportunity institution

E. DESIRABLE CRITERIA FOR TRUSTEES

i. Personal

- Integrity with a code of personal honor and ethics above reproach

- Wisdom and breadth of vision
- Independence
- An inquiring mind and an ability to speak it articulately and succinctly
- Ability to challenge, support, and motivate University Administration
- An orientation to the future with an appreciation of the University's heritage
- The capability and willingness to function as a member of a diverse group in an atmosphere of collegiality and selflessness
- An appreciation of the public nature of the position and the institution, including the open process of election and service

ii. Professional/Experiential

- Valid knowledge and experience that can bear on University problems, opportunities, and deliberations
- A record of accomplishment in one's own life, including a degree from an accredited school of higher education

iii. Commitment

- Commitment to education
- Enthusiastic understanding and acceptance of the University's mission
- An understanding of the land-grant mission of the University and the higher education system in the state
- A willingness to commit the time and energy necessary to fulfill the responsibilities of a University Trustee, including frequent travel to the University campus
- Willingness to forego any partisan political activity while a Trustee that could be disruptive or harmful to the University
- The capability to foresee years of constructive and productive service
- Overriding loyalty to the University and to the public interest rather than to any region or constituency

Section 4.02 OFFICERS OF THE BOARD

Governing Principles related to the officers of the Board include:

A. CHAIR

In selecting a Chair, the following should be considered:

- Leadership ability
- Philosophy and judgment
- Past performance as a Trustee
- Availability of time
- Willingness to serve and commit the required time

The Chair of the Board of Trustees is the Board's leader in carrying out its policy role within the organizational framework of the Board. Strong leadership is paramount in developing an effective governing body with efficient policy control.

Specific duties include the following:

- Provide policy leadership separate from the Administration
- Act as presiding officer of the Board
- Appoint the Chair, Vice Chair and members of all standing committees
- Serve as the liaison between the Board of Trustees and the President
- Act as Chair of the Executive & Audit Committee of the Board
- Monitor and evaluate the work of each of the Board committees
- Coordinate the work of Board committees by seeing that work is planned in advance and by periodically attending committee meetings
- Represent the University in major public relations matters where the policy of the institution is concerned
- See that the proper staff services are provided to the Board to facilitate its normal operations on a regularly planned schedule
- Appoint three or more members of the Agriculture & Natural Resources Committee to serve as (1) the State Crop Pest Commission (§46-9-10, Code of Laws of South Carolina, 1976, as amended); and (2) the State Livestock-Poultry Health Commission (§47-4-10, Code of Laws of South Carolina, 1976, as amended). Being so designated, the said committee members are vested with all the power and authority to carry out the statutory responsibilities of the Commissions. The Chair of the Agriculture & Natural Resources Committee shall also serve as Chair of the Commissions
- Appoint Trustees to ad hoc advisory trustee task forces as well as trustee participants in working groups of the Administration

B. RELATIONSHIP WITH THE PRESIDENT

The primary liaison with the President is through the Chair of the Board. With the exception of the Executive Secretary, the President is the only University executive with whom the Board officially deals. However, committees of the Board deal regularly with liaison representatives of the University appointed to serve in this capacity for the purpose of organizing committee meetings and agendas.

The principles governing the Board's relationship with the President include the following:

- The Board governs via policy, recognizing that the President is the Chief Executive Officer of the University and responsible for the day-to-day operations of the University
- The Board requires the President to provide leadership, and the President and his or her senior staff develop appropriate policy directions for Board consideration to enable the Board to establish

major policies and control over the execution of policies

- The Board looks to the President to carry out all of its policy directives
- The Board requires the President and top officers to develop suitable reports to the Board so that it may judge the results of its policies and how effectively they have been carried out
- The Board evaluates the performance of the President
- The Chair and President shall communicate often and regularly regarding matters of importance to the University, with Chair providing guidance on the policy directives of the Board; The Chair shall identify situations where changes to policy will be needed and bring those to the attention of the Board

C. EXECUTIVE SECRETARY TO THE BOARD

Duties of the Executive Secretary to the Board include the following:

- Serve the Board and its committees as secretary, making appropriate arrangements for all meetings, and sending proper notice of all meetings, which includes taking the minutes at all meetings or arranging that they be taken
- Develop an agenda for each Board meeting and, once approved by the Chair, sending it to members well in advance of each meeting
- Send out promptly the minutes of all Board meetings
- Conduct special studies for the Board or its committees, as required
- Develop and maintain the Trustee Manual
- Review all matters proposed for Board or committee consideration to see that each has been thoroughly researched and documented and that finished staff work is presented for Board consideration
- Keep the official files of the Board and its committees, and using these to facilitate their work
- Manage the Trustee budget

Chapter 2. – Delegations of Authority

Article I. General Delegations of Authority

The major authority and powers of the Board, the President, and of the University Administration are set forth in this Chapter. In accordance with the Will of Thomas Green Clemson, the Board of Trustees retains “full authority and power to regulate all matters pertaining to” the University. In order to promote the efficient and timely management of the University, the Board hereby delegates authority for the majority of legal, financial, personnel, and facilities issues to the President of the University.

Included in this delegation is the duty to exercise such authority responsibly and prudently and to be held accountable to the Board for all decisions. Any powers hereby delegated by the Board may be rescinded by action of the Board.

Article II. Emergency Delegation of Authority

In the event of an emergency which poses an imminent threat of harm to the University, including loss or damage to persons or property such as might be posed by a pandemic or act of terrorism, the President of the University shall notify the Board of Trustees and request that the Board declare a state of emergency and authorize the President to exercise emergency powers, including but not limited to the authority to suspend classes and other University operations. The Board shall have the discretion to delegate some or all of its powers to the President in an emergency, depending upon the facts and circumstances of each case. The President shall have the authority to declare a state of emergency and to make such steps, without delay, as may be reasonable under the circumstances to avoid or mitigate loss or damage to persons or property until such time as a quorum of the Board may be convened. In the event the President is unable to act in an emergency, the President’s official delegate shall have the authority to act in any manner ascribed to the President by this Manual. Any action taken by the Board or the President pursuant to this policy shall be temporary in nature and shall be effective only for the duration of the state of emergency, unless otherwise ratified by action of the Board. Once declared, a state of emergency shall exist until such time as rescinded by the Board, upon recommendation of the President.

The President is delegated the authority to make decisions concerning the temporary suspension of classes and University operations in the event of general emergencies, adverse weather conditions, utility outages, athletic events, and similar occurrences. Temporary suspensions of no more than 3 days do not require convening of the Board per the above paragraph.

Article III. General Delegation of Authority to the President

The Board of Trustees delegates to the President all powers and authority required for the orderly management and operation of the University except for those powers specifically reserved to the Board of Trustees, as described in this Chapter. The President shall have the right to sub-delegate any of those powers

and authority hereby conferred to other University Administrators. This delegation of authority to the administrative and academic officers will be clearly defined in a delegation of authority policy promulgated by the President. Those general powers delegated to the President shall include but are not limited to:

- Operate as the chief executive officer of the University
- Give leadership to all phases of University planning
- Coordinate the work of all units of the University
- Carry out major public relations functions
- Evaluate results achieved against plans
- Appoint staff who report to the President
- Develop plans for achieving basic University objectives
- Develop short- and long-range plans for the University
- Recommend clear guidelines for the University development
- Implement administrative policies
- Manage operating budgets and controlling expenditures within approved limitations
- Oversee administrative control
- Authorize claims to be brought in the name of the University, defend claims made against the University, respond to administrative and regulatory actions against the University, and settle all the above within the bounds of authority retained by the Board and the limits of any transactional authority policies adopted by the Board
- Evaluate results secured
- Invest funds under policy authority
- Manage an enterprise-wide risk management framework

The President and other administrators, designated by the President, may review and comment on any policy matters under consideration by the Board, except that the President and other administrators may not comment upon policies related to the function of the Board unless specifically requested by the Board.

Article IV. Authority Retained by the Board

In addition to the general authority granted to it by the terms of the Will of Thomas Green Clemson, and notwithstanding the delegation of authority conferred upon the President of the University and stated above, the Board of Trustees retains certain, specific authority to itself. These specific powers include:

- Develop basic long-range objectives of the University
- Establish basic policy for achieving long-range objectives
- Provide policy instruction for long-range planning
- Elect and remove the President of the University and the Executive Secretary to the Board
- Maintain ownership of the assets of the University
- Oversee the evaluation of the University
- Ensure appropriate policy and systems are in place and functional to appropriately

manage risk at an enterprise level

- Approve the purchase, sale, trade and/or transfer of real estate (by a nine (9) or more affirmative votes)
- Grant and acquire easements and rights of way that have not been specifically requested by the Administration for the benefit of University facilities or for the relocation of easements and rights of ways previously approved by the Board when it is in the best interest of the University
- Approve leases/licenses of real estate involving Clemson University and a third party except for:
 - those leases pertaining to student/employee housing areas
 - student/employee parking areas
 - stadium box seats and other stadium or coliseum seats
 - lecture halls, theaters, athletic areas, recreation areas and any other area for a period of less than seven days
 - leases and licenses having an annual value of \$100,000 or less
- Approve bond resolutions and issue bonds
- Approve capital improvement projects or changes to capital improvement projects which require the formal approval of the SC Joint Bond Review Committee at a public meeting
- Approve project changes or change orders, including project changes or change orders which include add-alternates, and having a value of 3% or more of the approved project budget or which result in a cumulative increase of 3% or more of the approved project budget. Changes to the approved project budget comprised solely of add-alternates included in the original, approved project budget do not require Board approval. Approval of project change orders shall be 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
- Approve both the project concept and the final project budget and such approvals may occur at the same time or in two or more steps
- Approve the demolition of any campus structure of 5000 square feet or more in size
- Approve academic and student room and board fees which include: matriculation fees, full-time student, part-time student, graduate, graduate assistant and off-campus academic fees, tuition fees, laboratory fees, residence hall fees, meal plan fees, and all other fees applicable to students. Votes shall be recorded with the number voting for and against
- Approve the annual budget for the University

Article V. Selection, Duties, and Evaluation of the President

Section 5.01 SELECTION OF THE PRESIDENT

The selection of a President is the most significant duty exercised by the Clemson University Board of Trustees. In past years the Trustee Manual has contained a Presidential Selection Process, but the Trustees have determined that a static process may not adequately address the needs of the University in light of the many varying circumstances that necessitate a presidential search. Accordingly, the Board of Trustees has determined that a search process will be developed and approved as needed, and the process will be tailored to the circumstances existing at the time.

Desirable Qualifications

The Board believes the following to be desirable qualifications for a President. While no candidate will meet all of these qualifications, these are selection criteria for candidate evaluation. None of the following either individually or in combination with others shall represent a specific requirement for selection.

1. Background

The candidate should:

- a. Recognize the importance of scholarship. An academic background, though not necessary, might be helpful
- b. Hold at least an undergraduate degree. Additional post-graduate degrees would be beneficial
- c. Have a wholesome family life
- d. Understand fully the teaching, research, and public service functions of the University
- e. Understand the role of public universities
- f. Understand fully the unique role of a land-grant university
- g. Be fully sensitive to the needs and desires of students
- h. Articulate well and expand on the University's problems, accomplishments, and future goals
- i. Be able to educate all University constituencies on the development of the institution
- j. Be a well-seasoned and effective administrator or executive in either the private or public sector
- k. Be able to set goals and move toward them with a firm pace
- l. Have astute political sense
- m. Be able to provide a good evaluation of results
- n. Possess management skills to guide ongoing University planning and

- reorganization accomplished through strategic planning undergirded with continuous improvement and assessment
- o. Have a commanding demeanor

2. Personal Qualifications

The successful candidate should have personal qualifications that will support the successful leadership of a major educational enterprise. They would include:

- a. Ability to coordinate all academic activities of a large university
- b. Ability to gain full recognition from the faculty, students and Trustees as an effective academic and administrative leader
- c. Ability to make persuasive presentations to the various governmental agencies, the Legislature and the numerous constituencies of the University
- d. Potential to make a significant contribution to the development of higher education in South Carolina
- e. Ability to attract and retain recognized scholars as members of the faculty
- f. Capability of securing gifts and grants for the University that enable it to do those unique things that make for a great learning and research center

Section 5.02 DUTIES OF THE PRESIDENT

A. Responsibilities of the President to the Board of Trustees

- a. The President is the chief executive officer of the University with complete responsibility to the Board for operating within the policy mandates of the Board.
- b. The President is responsible to the Board for recommending policies that, when adopted, become the governing rules by which the University operates.
- c. The authority and responsibility for the governance of the University is vested by the Will of Thomas Green Clemson and by statute in the Board of Trustees.
- d. The President is the only officer with an overview of the University as a whole. The responsibility for preserving the internal viability of the institution and for dealing extensively with constituencies outside the academic community make the President well qualified to advise the Board in its decision making.
- e. Under the South Carolina Freedom of Information Act, the President's recommendations to the Board and the Board decisions, with few exceptions, are made in public meetings.
- f. The President shall keep the Board informed of major occurrences at the University and the progress the University is making toward achieving the strategic goals set by the Board. The President shall consult with and keep the Chair informed on these matters and obtain the Chair's guidance regarding updates to the entire Board between regular Board meetings.

B. Responsibilities of the President to the Faculty

- a. The President is responsible for providing leadership in academic, as well as in other affairs, of the University.
- b. The President encourages innovative academic ideas and programs and ensures that the full capabilities of the University are coordinated to accomplish its mission of providing quality education.

C. Responsibilities of the President to the Students

The President is charged with the responsibility of providing leadership in both academic and extracurricular programs to enhance student accomplishments, student life, and student activities.

D. Public Service Responsibilities of the President

In addition to having the usual missions of a land-grant university, Clemson is perhaps unique among all such institutions in that the General Assembly has by law vested the University with the responsibility of exercising broad regulatory powers in the public sector. Thus, the President of Clemson has a direct responsibility to the General Assembly and to the people of South Carolina in the implementation of regulations in the following areas, which in most states are assigned to another agency or department of the government:

- Livestock and Poultry Health Inspection
- Fertilizer and Pesticide Control
- Seed Certification

E. Mission of the University

- a. The President is the leader in pursuing the mission of the University and shaping its role in higher education and public service in South Carolina.
- b. The President is the leader in developing the primary goals and objectives of all parts of the University.
- c. In coordinating achievement of goals, the President utilizes a system of total quality management (strategic planning undergirded with continuous improvement and assessment).
- d. The President must, at the same time, be responsive to diverse constituencies, including: governors and legislators, students, faculty, community members, corporate partners and philanthropic interests.

F. Short- and Long-range Planning

- a. The President, with aid from the vice presidents, has ultimate responsibility for planning both the short- and long-term development of the University for consideration by the Board of Trustees.
- b. Planning is continuous and documented.
- c. The planning is based on an academic plan supported by facilities planning, financial planning, administrative planning, development planning and student affairs

planning.

- d. The President provides major input to the guidance of the research programs of the University.

G. Meeting the Challenges of the Future

- a. The future will continue to present Clemson University with challenges, all of which will require outstanding leadership, ability and guidance from the President.
- b. The President must develop a strong, cohesive and aggressive management organization at Clemson University.
- c. The President must recognize that energy, health and man's [one's] potential are all critical to South Carolina's development and that of the world.
- d. Because of the critical importance of agriculture to South Carolina and to the entire world, the President must be an innovative planner for Clemson's role in agriculture.
- e. The President must be particularly innovative in the cost/benefit analysis of all programs, determining specifically how Clemson will grow or control its growth, and how Clemson can lead rather than merely react to the problems encountered.
- f. The President must be the leader of active capital campaign fund-raising efforts.

H. Major Role in Public Relations

The President must supply particular leadership to the University's total public relations program, including relationships with students, faculty, staff, the various governments, the General Assembly, the Commission on Higher Education, the Alumni Association, the University Foundation, the intercollegiate athletic programs, the various economic interests and to all of the other segments of the public which the University serves through its many public service programs.

The President shall actively participate in functions and events calculated to result in financial contributions for the benefit of the University. As part of this responsibility, the President shall be required to live in the President's Home on campus and to regularly host events for the benefit of the University at the Home.

I. Evaluation of Results Achieved

- a. One of the fundamental roles of the President is the process of evaluating what has been accomplished compared to what had been planned.
- b. The President not only leads in regular evaluations, but uses them as a primary means of informing the Board of the University's problems and progress.

J. The Board's Chief Administrator

- a. The President is the conduit from the Board to the Administration.
- b. The President works through the established levels of Administrators, but must also ensure that the channels of communication are working well, that assignments are fully understood, that there is a firm commitment to goal setting, and that the future

of each unit is well-planned.

K. Institutional Research

- a. The President must see that sufficient institutional research is planned and being carried out so as to equip the University to set goals, develop standards, use funds available with prudence, and equip the institution to grow with confidence in its future development.
- b. Without Presidential leadership, goal setting, planning, and institutional research, the University cannot be in firm control of its own destiny and assured that “drift” is minimized.

L. The Program for Manpower Development

- a. The President must see that a well-balanced program of manpower planning is used to provide needed staff replacements.
- b. This includes the development of a strong layer of second-level management so as to ensure the ability to meet the University’s primary needs for management strength.
- c. This manpower planning should be performed for both the academic and the administrative functions of the University.

Section 5.03 EVALUATION OF THE PRESIDENT

The President is evaluated annually by the Board of Trustees. As the chief executive of a state agency, the President is also evaluated by the South Carolina Agency Head Salary Commission.

The Chair of the Board, with the assistance of the Executive Secretary, shall follow the Agency Head Performance Evaluation Process as prescribed by the Agency Head Salary Commission. The current version of the Agency Head Performance Evaluation Process is included as Appendix B of this Manual.

In addition to following the state evaluation process, the Chair shall annually solicit feedback concerning the President’s performance from all members of the Board of Trustees. The Chair shall compile the Trustees’ feedback and prepare an evaluation of the President’s performance for the prior year, which the Chair shall then discuss in a private conference with the President. If possible, the Chair shall also create each year an opportunity for the Trustees and the President to discuss the opportunities and challenges facing the University in the coming year.

Article VI. Internal Auditing Division

Section 6.01 INTERNAL AUDITING DIVISION POLICY

The Board of Trustees is committed to the proposition that University activities should be independently audited on a periodic basis as a service to management. The Board's goal is that the External and/or State Auditor will never report a serious audit finding because the University's internal audit function will have already discovered problems and presented them to management for timely solutions. The Director of Internal Auditing reports functionally to the Board of Trustees through the Executive & Audit Committee and administratively to the Executive Vice President and Chief Operating Officer.

The Director of Internal Audit shall be responsible for bringing to the immediate attention of the Chair of the Board and the President any audit, or parts of an audit, that reflect practices, procedures, or actions that vary substantially from normal or sound business practices. The Chair of the Board and the President, alone or in consultation with the Executive & Audit Committee, shall determine whether the President should take corrective actions regarding such audits or whether it should maintain it as information.

The Executive & Audit Committee of the Board was formed to assist the Board in its oversight function. The Committee meets with various audit constituencies to discuss audit results and other issues relevant to University administration.

The internal audit division shall be solely employed by and be responsible to the Board of Trustees. The internal auditors shall have complete access to all information and to all reports from any of the vice presidential positions, especially in the budget and finance area. A synopsis of all internal audit reports shall be submitted directly to the Chair of the Board on a monthly basis and to the Executive and Audit Committee twice per year. The Executive and Audit Committee shall be kept fully informed by the Director of Internal Auditing of all follow-up responses and corrective actions taken by the offices and subjects of the audits.

The Director of Internal Auditing is authorized to direct a broad, comprehensive program of internal auditing that provides assurance and consulting services for Clemson University and its related organizations. Authorization is granted for full and complete access to any records, either manual or electronic, physical properties, and personnel relevant to the assurance or consulting engagement. Internal Auditing shall have the authority to review and appraise policies, plans, procedures, and records. Documents and information given to internal auditors during an engagement will be handled in the same prudent manner as those employees normally accountable for such information. The Office of Internal Auditing has no direct responsibility or authority over any of the activities or operations for which it performs services. Internal Auditing's services do not relieve University administration of their assigned responsibilities.

To accomplish its mission, the Office of Internal Auditing strives to:

- Identify the significant risks to the University's operations and information and help ensure policies and controls are in place to minimize these risks.
- Develop and implement audit plans and programs that respond to risk and cost-effective criteria.
- Review and evaluate policies and internal controls.
- Review the reliability, integrity and availability of data.
- Help ensure compliance with applicable policies, laws and regulations.
- Identify inefficient and ineffective operations and provide practical and effective recommendations for improvement.
- Review the means of safeguarding assets and, as appropriate, verify the existence of such assets.
- Review and appraise the economy and efficiency with which resources are employed.
- Investigate substantive allegations of fraud, waste and abuse of University assets in a legal and objective manner to identify responsible parties and quantify losses.
- Maintain a staff of qualified professional employees who are knowledgeable of the University's policies, procedures, and operations.
- Maintain operating standards consistent with those established by the Institute of Internal Auditors.
- Communicate recommendations to University management and other Interested parties by producing clear, effective and timely reports.

The recommendations outlined in Internal Auditing Division reports are submitted as constructive suggestions to assist in strengthening controls and procedures. Any Trustee may review in person any audit in the Office of Internal Auditing.

Chapter 3 – History

Thomas Green Clemson – scientist, engineer, diplomat, planter, painter and musician – was a nineteenth century Renaissance man destined to become one of the most influential men in the history of South Carolina.

Born in Philadelphia in 1807, the young Clemson went to military school and later sought out the universities of Europe to provide a scientific education that was not available in the U.S. He studied in Paris at the Royal School of Mines and the Sorbonne, and received his diploma as an assayer from the Royal Mint. He also played the violin, composed music, painted, and collected art.

Although he once vowed never to marry, at the age of 31 Clemson met and fell in love with Anna Maria Calhoun, daughter of South Carolina Statesman John C. Calhoun. With his marriage in 1838, Clemson turned his attention, intellect, and scientific training to agriculture, specifically the management of his father-in-law's plantation, Fort Hill. He bought his own plantation near Edgefield in 1843, but the next year was called to diplomatic service as charge d'affaires to the Kingdom of Belgium. A historical marker was dedicated near the site of Clemson's plantation in Saluda County in August 1990.

After returning to the United States in 1852, Clemson bought a small farm in Prince Georges County, Maryland, four miles from the capital. He soon became immersed in the movement to establish scientific and agricultural education as a national priority. He supported the founding of an agricultural college that later became the University of Maryland and was a strong supporter of the Morrill Act, which in 1862 established the land-grant college system.

Clemson became the nation's first superintendent of agricultural affairs in January of 1860, while that function was still attached to the U.S. Patent Office. He submitted a plan for the establishment of a federal department of agriculture, but his dream was thwarted. He gave up his post at the outbreak of the Civil War in 1861.

After the war, Clemson lived out the remainder of his life at Fort Hill. He was surrounded by poverty and the bitter fruits of war. He became more convinced than ever of the need for scientific research and education. "Our condition is wretched in the extreme," he wrote in the late 1860's. "Every one is in trouble, many ruined, and others quitting the country in despair. There is, in my opinion, no hope for the South short of widespread scientific education," he concluded. The need was there, but the resources were not. Clemson lobbied the state legislature to establish an agricultural college and was severely disappointed when his efforts failed. At one point, after the deaths of his wife, his daughter and his son, he even thought of selling the Calhoun home and returning to Europe.

Fortunately, Clemson held on to Fort Hill until his own death on April 6, 1888, the date now observed by Clemson University as Founder's Day.

His last will and testament, which was written in 1886, outlined his purpose: ". . . to establish an agricultural college which will afford useful information to the farmers and mechanics . . . therefore, it should afford thorough instruction in agriculture and natural sciences. It should combine, if practicable, physical and intellectual education, and should be a high seminary of learning" In his will, Clemson specified a unique structure for the governing Board of Trustees. The board was to be comprised of seven Successor Trustees and six Trustees elected by the state legislature. Clemson's will even named the first Successor Trustees. With those conditions, he challenged the State of South Carolina to accept his bequest of about \$80,000 in

cash, the Fort Hill house, and 814 acres of farmland to establish Clemson Agricultural College of South Carolina. On May 2, 1888, the original seven Successor Trustees met under an oak tree at Fort Hill to plan a strategy for turning Thomas Green Clemson's vision into reality.

Colonel Richard Simpson, Clemson's attorney, the author of the will, executor of the estate, and first president of the Trustees, notified the State Legislature of Clemson's bequest. Opposition soon developed, including that from South Carolina College (now the University of South Carolina), which stood to lose federal funding for agricultural education if the Clemson bequest was accepted by the State Legislature. After a heated debate and floor fight, the Act of Acceptance was passed (by one vote) and signed into law by Gov. John P. Richardson on November 27, 1889.

Soon the seven Successor Trustees were joined by the six Trustees elected by the State Legislature in 1890, and together they selected Virginia native Henry Aubrey Strode as president of the college.

Funds to operate and build the school's first buildings came from a manufacturer's tax on fertilizer and cash sales from the farm. Some federal funds came from the Morrill Land Grant Act and the Hatch Act, which allotted states \$15,000 a year for agricultural research.

The first students did not arrive for another three years, until July 6, 1893, when 446 enrolled at the all-male, military academy. Of these, 277 qualified to begin college level work. The remainder were enrolled in a preparatory curriculum. The school had 15 instructors.

Besides Clemson Agricultural College's missions in teaching (the Morrill Act - 1862) and research (the Hatch Act - 1887), the college was an early leader in the movement to provide education to all citizens through extension. The "Clemson Model" of extension linked directly to the land grant college became the basis for the Smith-Lever Act of 1914 (Extension), which extended that model to all parts of the United States. Representative A. Frank Lever, one of the two authors, was serving at the time as a Successor Trustee of Clemson.

In its early years the management of the institution was monopolized by the powerful Board of Trustees until the administration of Walter Merritt Riggs (1910-1924), who "strengthened the Clemson presidency significantly," according to historian Don McKale. It was during Riggs' administration in 1917 when the United States entered the war against Germany that the entire senior class wired President Wilson and volunteered for service.

The years between the wars were characterized by uneven growth. Enrollment topped 1,000 in the early 1920's, climbed almost to 1,600 by 1930 and then dipped during the depression. In 1927, Clemson was accredited by the (now) Southern Association of Colleges and Schools. The college suffered hardships during World War II, having nearly one-third of its faculty called to service and its graduated classes cut substantially by student military service. By 1945-1946, the graduating class was decreased to 34. By war's end, at least 5,000 of Clemson's former students and alumni had served in some branch of the military. In 1946, Clemson's enrollment rebounded to more than 3,500 as Clemson enrolled a large number of World War II veterans in addition to the normal high school graduates. These older students had served their country and were not inclined to continue their military involvement.

The era of 1954-1964 was marked by a series of changes. With the entering freshman class of 1954, four year military service for students ended. In January 1955, women enrolled in all fields and the college began implementing a major institutional reorganization recommended by an outside consulting firm. The college

also lost 7,900 acres of land to the building of Lake Hartwell during this period and gave its first Ph.D (in the area of plant pathology).

Women were first admitted as full-time, degree-seeking students in 1955. In 1963, racial integration came to South Carolina colleges and universities with the orderly enrollment of Clemson's first black student.

Clemson has legally had only two names in its history. The first, "Clemson Agricultural College of South Carolina" was specified in the will of Thomas Green Clemson and accepted by the South Carolina State Legislature on November 27, 1889. Some years later the name "Clemson Agriculture and Mechanical College" came into use although this was never specified by law through the legislature. Following approval from the South Carolina Legislature and the successful defense against a challenge in federal court (friendly suit) from the only Clemson heir, Creighton Lee Calhoun, the Governor signed an Act on March 11, 1964 changing the institution's name to Clemson University. This name change formally recognized the school's expanded graduate offerings and research contributions.

Today student enrollment exceeds 26,000, including more than 5,000 graduate students. With its eight academic colleges, Clemson offers 80 undergraduate and more than 110 graduate degrees. The University is accredited by the Southern Association of Colleges and Schools. As of fall 2022, the student body includes 52.4% women and 47.6% men.

OUTLINE OF HISTORICAL EVENTS AT CLEMSON UNIVERSITY

- 1807.** July 1. Thomas Green Clemson is born in Philadelphia into a prosperous Quaker mercantile family of English ancestry. After being educated in Paris, he will become a scientist, mining engineer, diplomat, and first Superintendent of Agriculture in the United States Patent Office, forerunner to the Secretary of Agriculture.
- 1838.** November 13. Thomas Clemson marries Anna Maria Calhoun, daughter of John Caldwell Calhoun, United States Senator, Representative, Vice President, Secretary of War, and Secretary of State. The wedding takes place at Fort Hill, Calhoun's farm home in the Blue Ridge foothills of northwestern South Carolina. At various intervals Clemson manages the Fort Hill property and gold mines near Dahlonega for his father-in-law. In 1875, Thomas Clemson will acquire title to Fort Hill through inheritance from his wife.
- 1847.** August 11. Benjamin Ryan Tillman is born in Edgefield County. Tillman will become a South Carolina farm leader, governor, and United States Senator. He will also advocate scientific education and research to foster agriculture and "the mechanical arts."
- 1886.** Autumn. Tillman visits Clemson at Fort Hill to discuss their mutual interest in scientific and practical education, especially for agriculture. Also present are Richard W. Simpson, Clemson's neighbor and the attorney who drafted his will, and D. K. Norris, friend and industrialist who will become a Successor Trustee of Clemson College.
- 1888.** April 6. Thomas Green Clemson dies in the Fort Hill house. His will bequeaths most of his property, including 814 acres of the Fort Hill land, to the State of South Carolina as the site of an agricultural college "which should combine, if practicable, physical and intellectual education, and should be a high seminary of learning." The will specifies that the college be governed by a board of thirteen trustees, seven named by Clemson in his will and six elected by the state legislature.
- 1888.** May 2. Successor Trustees named by Clemson hold first meeting at Fort Hill, electing Richard W. Simpson President of the Board and J. E. Wannamaker Secretary.
- 1888.** December 24. South Carolina legislature adopts act accepting the Clemson bequest on terms specified by him. This decision followed bitter statewide campaigns between Benjamin Tillman and those who held that agricultural teaching and research should be conducted at the South Carolina College (now the University of South Carolina). By a wide margin, the House of Representatives approved the acceptance of Clemson's bequest. However, in the Senate several tie votes were broken on various aspects of the measure by Lieutenant Governor W. L. Mauldin, who voted for the Clemson proposal.
- 1889.** November 27. Governor John P. Richardson signs into law the act accepting the Clemson gift and establishing the college. The eleven-month interval between passage and signing of the act comes about because passage occurred at the close of a legislative session and Governor Richardson chose to withhold action until the United States Supreme Court upheld the validity of the Clemson will. The legislature also transfers to Clemson College the agricultural experiment stations and the federal land grant resources of the South Carolina College (now University of South Carolina).

- 1890.** January 20. Clemson's complete Board of Trustees, including six members selected by the Legislature, hold their first meeting in Wright's Hotel in Columbia. Richard W. Simpson continues as President and J. Wannamaker as Secretary.
- 1890.** July 16. Henry Aubrey Strode is elected the first president of Clemson College and a hilltop site near Fort Hill house is selected for the main college building, later to be named Tillman Hall. The construction of buildings begins with convict labor provided by the state and with bricks that are made on the property from local clay.
- 1891.** March. The Board of Trustees agrees that the structure of the student body be that of a military cadet corps and uniforms be patterned after those of the United States Military Academy at West Point, New York.
- 1891.** July 28, 29. The main building cornerstone is laid with Governor Tillman as the principal speaker. The first faculty members are elected.
- 1893.** June 21. Edwin B. Craighead is elected President, succeeding President Strode, who resigns and remains a faculty member.
- 1893.** July 6. The first session of the College begins with 446 students and fifteen faculty members.
- 1894.** May 22. Fire destroys the Main Building but plans are immediately made to continue classes in temporary quarters and to rebuild the principal structure.
- 1896.** December 16. The first commencement is held with thirty-seven members in the graduating class. During the early years, Clemson's college calendar provides for classes throughout the farmers' growing season and for vacation in mid-winter. After a few years this is found to be impractical and Clemson adopts the customary sessions running from September to June. Accordingly, what would have been the Class of 1897 graduates in the spring of 1898 and there is no class of 1897.
- 1896.** Clemson's first football team is organized and coached by Walter Merritt Riggs, Professor of Mechanical Engineering, who is later named President of the College. Four years later, John W. Heisman comes to Clemson from Auburn and coaches the Tigers' first undefeated team.
- 1897.** Henry Simms Hartzog begins his term as President. His tenure is marked by the construction of a building (now Godfrey Hall) to house the Textile Department and a program for training executive personnel for the South's growing textile industry.
- 1902.** Patrick Hues Mell, a distinguished Auburn scientist, is named President.

- 1908.** April 1. The "Pendleton Guards" walk-out occurs. As a result, many students leave campus without authority to spend the day in nearby Pendleton. This is the most storied and picturesque of a series of student uprisings that plague Clemson during the college's early and middle years.
- 1909.** Walter Merritt Riggs, Director of Engineering Department, is named Acting President and takes office with the effective date of Dr. Mell's resignation. A few months later Dr. Riggs is elected President. He directs the college through a transition from peacetime to wartime and back again to peace. On leave from Clemson, Dr. Riggs takes an active part in planning educational programs for the American army of occupation in Europe.
- 1914.** The Cooperative Extension Service is established under the Smith-Lever Act. Its co-author is A. F. Lever, a South Carolina congressman and Clemson Trustee.
- 1915.** Money given by John D. Rockefeller and augmented by local contributions finances construction of the Y.M.C.A. building, now Holtzendorff Hall, as a social and physical training center for the campus. This is the first building at Clemson to be financed with private funds. (Much later the Olin Foundation will give funds for ceramic and chemical engineering buildings and many alumni will contribute to the financing of the Alumni Center.)
- 1917.** April 6. The United States declares war on Germany, and Clemson's senior class volunteers to President Wilson en masse. Before June, most seniors are in uniform. A student Army Training Crops unit dominates campus life during the war.
- 1924.** January 22. President Riggs dies suddenly in Washington and is buried with military honors by the cadet corps at Clemson.
- 1924-25.** Samuel Broadus Earle, Director of the Engineering Department, serves as Acting President, declining permanent presidency. The first master's degree is awarded.
- 1925.** Enoch Walter Sikes begins his service as President. He will be remembered for broadening the college's curricula, relaxing some student regulations, and working to increase public understanding and support of the college. At retirement he will be named Clemson's first President Emeritus.
- 1927.** Clemson College becomes an accredited member of the Southern Association of Colleges and Schools.
- 1934.** Clemson assumes administration of more than 27,000 acres of a federal community conservation project near campus. In 1954 this land will be deeded to the College with certain restrictions on its use. Currently, it is used as experimental forests and farms.
- 1940.** Robert Franklin Poole, Class of 1916, becomes the first Clemson alumnus to serve as President. An agricultural scientist of distinction, he broadens Clemson's public service activities and directs the College's officer training programs during World War II.
- 1941-45.** Clemson College students, graduates, and faculty in large numbers again go to war.
- 1945.** The Board of Trustees approves the formal establishment of a Graduate School.
- 1954-55.** The Board of Trustees commissions a management study of the College. As a result of that study, the College abolishes military discipline and training except for R.O.T.C. members. For the first time, Clemson admits women as students.

- 1956.** The School of Architecture is established, having been previously taught as a division of the Engineering Department since the earliest years of the College. The Board of Trustees approves the Constitution and By-laws of the Academic Faculty, thus establishing the Faculty Senate. The Constitution and By-laws of the Research Faculty are also approved, establishing the Research Faculty Council.
- 1958.** President Poole dies suddenly and Robert Cook Edwards, another Clemson alumnus (Class of 1933) and Vice President for Development, becomes Acting President, and soon thereafter, President. During his term of office the Clemson student body will increase from 3,500 to more than 11,000, while the faculty will increase from a few hundred to more than 1,000.
- 1962.** The first Alumni Professorships are established and awarded. The Honors Program (now Calhoun Honors College) is established.
- 1963.** Peaceful racial integration of the student body is accomplished with the enrollment of Clemson's first black student, Harvey Gantt. Mr. Gantt will become one of Clemson's most distinguished graduates, practicing architecture in Charlotte, North Carolina and serving for a time as that city's mayor. The School of Textiles joins with the newly-created Department of Industrial Management to form the College of Industrial Management and Textile Science. (It will be reorganized in 1981 and renamed the College of Commerce and Industry). The first dormitory for women is completed.
- Hartwell Reservoir is completed, placing Clemson on the shores of a large lake, an accomplishment preceded by a bitter controversy over how to preserve large areas of the campus from inundation. Seven thousand acres of experimental forest and farms are lost. The purchase of the Simpson Station replaces some of those agricultural lands.
- 1964.** Clemson College becomes Clemson University.
- 1965.** The College of Nursing and the School of Education are established. (The School of Education will become the College of Education in 1969).
- 1969.** The School of Arts and Sciences is divided into the College of Liberal Arts and the College of Physical, Mathematical and Biological Sciences (subsequently, the College of Sciences).
- 1970.** The College of Forest and Recreation Resources is established by combining the Department of Forestry (from the College of Agricultural Sciences) and the Department of Recreation and Parks Administration (from the College of Education). A Constitutional revision merges the Academic and Research Faculties, and the Research Faculty Council is merged with the Faculty Senate, making the latter the sole representative assembly of the University Faculty.
- 1979.** With the retirement of Robert Cook Edwards, Bill Lee Atchley assumes office as Clemson's ninth president. Dr. Edwards becomes a President Emeritus.
- 1981.** Senator Strom Thurmond donates his public papers and memorabilia to Clemson to join those of John C. Calhoun, Thomas G. Clemson, A. F. Lever, James F. Byrnes and other industrial, governmental and economic leaders.
- 1981-82.** Clemson completes an undefeated football season, achieves a win over Nebraska in the Orange Bowl, and is named the national championship football team. During the decade, Clemson also wins two national championships in soccer. The student drama group is named one of the six best in the United States.
- 1982.** The Board of Trustees adopts the Campus Master Plan and authorizes the Administration to proceed with its implementation. The Strom Thurmond Institute begins its series of programs.

- 1983.** Construction of the 15,000 seat north side upper deck of Memorial stadium is completed and a record 81,000 fans are on hand for the Maryland game. The Clemson Research Park is named as one of three research parks in South Carolina by the State Development Board. (The first building constructed is the Information Technology Center in 1986-87.)
- 1984.** Six Clemson students receive Fulbright Scholarships.
- 1985.** Walter Thompson Cox is named the tenth President of the University. Ground breaking ceremonies are held and construction begins on the Strom Thurmond Institute.
- 1986.** Max Lennon is named the eleventh President of the University. Walter T. Cox becomes a President Emeritus.
- 1987.** Clemson University awards its 50,000th undergraduate degree.
- 1991.** A ground breaking ceremony is held for the Brooks Center for the Performing Arts. The Center is scheduled to open in 1993.
- 1992.** Clemson University completes its first major capital campaign, raising \$101,143,000 in contributions and pledges and over \$16,000,000 in deferred pledges.
- 1993.** The General Assembly elects Clemson University's first female trustee, Patricia H. McAbee.
- 1994.** Max Lennon resigns and Philip Prince, a Successor Trustee, is named Interim President.
- 1995.** Clemson University is reorganized into five colleges. Constantine W. Curris, President of Northern Iowa, is named Clemson's thirteenth President.
- 1999.** Constantine W. Curris resigns to become President of the American Association of State Colleges and Universities (AASCU). James F. Barker, Dean of the College of Architecture, Arts and Humanities, is named Clemson's fourteenth president. Barker is a 1970 graduate of Clemson University.
- 2000.** Clemson University is designated the TIME Magazine Public College of the Year for 2000-2001. This recognition is based on Clemson's "Communication Across the Curriculum" Program, a faculty-wide effort to improve written and verbal communication skills in all academic disciplines.
- 2003.** Clemson University International Center for Automotive Research (CU-ICAR) opened in Greenville, SC.
Clemson established the Clemson University Restoration Institute in North Charleston, SC to help create and develop restoration industries and environmentally sustainable technologies for the state.
- 2004.**
- 2010.** Clemson opened its new business education facility, Clemson at the Falls (CATF), near Falls Park in downtown Greenville, SC.
- 2011.** Kim A. Wilkerson, a 1980 Clemson University graduate, was elected the first female Successor Trustee.
- 2014.** James F. Barker retires after fourteen years of service leading Clemson to the precipice of a Top 20 National Public University ranking. The Board of Trustees named James F. Barker President Emeritus.
- 2014.** James P. Clements, President of West Virginia University is named Clemson's fifteenth President.

2014. Clemson University achieved its goal of being a Top 20 ranked national public university.

Chapter 4 – Foundational Documents

Article I. Last Will & Codicil of Thomas Green Clemson

Thomas G. Clemson was born in Philadelphia, PA, in July 1807, and died at Fort Hill, Oconee County, South Carolina, April 6th, 1888, leaving of force the following as his last will and testament:

State of South Carolina, County of Oconee.

Whereas, I, Thos. G. Clemson, of the county and State aforesaid, did, on the 14th day of August, 1883, execute my last will and testament wherein I sought to provide for the establishment of a scientific institution upon the Fort Hill place, and therein provided what sciences should be taught in said institution: and, whereas, I am now satisfied that my intention and purpose therein may be misunderstood as intending that no other studies or sciences should be taught in said institution than those mentioned in said will, which was not my purpose or intention. Now, desiring to make my purpose plain as well as to make some other changes in the distribution of my property, then made in said will, I do now make, publish and declare this instrument as and for my last will and testament, hereby revoking all previous wills and codicils by me made, especially the will above referred to, dated August 14th, 1883.

Feeling a great sympathy for the farmers of this State, and the difficulties with which they have to contend in their efforts to establish the business of agriculture upon a prosperous basis, and believing that there can be no permanent improvement in agriculture without a knowledge of those sciences which pertain particularly thereto, I have determined to devote the bulk of my property to the establishment of an agricultural college upon Fort Hill place.

This institution, I desire, to be under the control and management of a board of trustees, a part of whom are hereinafter appointed, and to be modeled after the Agricultural College of Mississippi as far as practicable.

My purpose is to establish an agricultural college which will afford useful information to the farmers and mechanics, therefore it should afford thorough instruction in agriculture and natural sciences connected therewith - it should combine, if practicable, physical and intellectual education, and should be a high seminary of learning in which the graduate of the common schools can commence, pursue and finish the course of studies terminating in thorough, theoretic and practical instruction in those sciences and arts which bear directly upon agriculture, but I desire to state plainly that I wish the trustees of said institution to have full authority and power to regulate all matters pertaining to said institution - to fix the course of studies, to make rules for the government of the same, and to change them, as in their judgment, experience may prove necessary, but to always bear in mind that the benefits herein sought to be bestowed are intended to benefit agricultural and mechanical industries. I trust that I do not exaggerate the importance of such an institution for developing the material resources of the State by affording to its youth the advantages of scientific culture, and that I do not overrate the intelligence of the legislature of South Carolina, ever distinguished for liberality, in assuming that such appropriations will be made as will be necessary to supplement the fund resulting from the bequest herein made.

Item 1. I therefore give and devise to my executor, hereinafter named, the aforesaid Fort Hill place, where

I now reside, formerly the home of my father-in-law, John C. Calhoun, consisting of eight hundred and fourteen acres, more or less, in trust, whenever the State of South Carolina may accept said property as a donation from me, for the purpose of thereupon founding an agricultural college, in accordance with the views I have hereinbefore expressed, (of which Chief Justice of South Carolina shall be the judge), then my executor shall execute a deed of the said property to the said State, and turnover to the same all property hereinafter given as an endowment of said institution, to be held as such by the said State so long as it, in good faith, devotes said property to the purposes of the donation; provided, however, that this acceptance by the State shall be signified, and a practical carrying-out to be commenced within three year from the date of the probate of this my will. During this term of three years, or as much thereof as may elapse before the acceptance or refusal of this donation, my executor shall invest the net produce of the land and other property; such invested fund awaiting the action of the legislature, and to form a part of the endowment of said institution if accepted, or to form a part of the endowment of the college or school hereinafter provided for, should the donation not be accepted by the State.

Item 2. The following named gentlemen, seven in number, shall be seven of the Board of Trustees, to wit: R.W. Simpson, D.K. Norris, M.L. Donaldson, R.E. Bowen, B.R. Tillman, J.E. Wannamaker and J.E. Bradley, and the State, if it accepts the donation, shall never increase the Board of Trustees to a number greater than thirteen in all, nor shall the duties of said board be taken away or conferred upon any other man or body of men. The seven trustees appointed by me shall always have the right, and the power is hereby given them and their successors, which right the legislature shall never take away or abridge, to fill all vacancies which may occur in their number by death, resignation, refusal to act or otherwise. But the Legislature may provide, as it sees proper, for the appointment or election of the other six trustees, if it accepts the donation. And I do hereby request the seven trustees above named, or such of them as may be living, or may be willing to act, to meet as soon after my death as practicable, and organize, and at once to fill all vacancies that may have occurred, and to exert themselves to effectuate my purposes as herein set forth, and I hereby instruct my executor to notify them of their appointment herein as soon after my death as practicable. The name of this institution shall be the "Clemson Agricultural College of South Carolina."

Item 3. Should the three years expire without the State accepting the donation, in manner as hereinbefore provided, and if accepted, at the expiration of the three years from my death no practical beginning has been made to carry into effect the purposes of the donation, or, if before the three years expire the Legislature shall refuse to accept said donation, then the donation to the State is hereby revoked, and my executor shall execute his trust by conveying the said Fort Hill place, and the accumulated fund arising there from, together with all other property, real or personal, hereinafter disposed of and intended to be given to the said agricultural college, as an endowment, to the seven trustees named above, or their successors, who shall erect upon the Fort Hill place such a school or college for the youth of South Carolina as, in their judgment, will be for their best interests; provided, that said school or college shall be for the benefit of the agricultural and mechanical classes principally, and shall be free of costs to the pupils, as far as the means derived from the endowment hereinafter provide and the use of the land may permit. The trustees shall securely invest the funds hereinafter provided and given to said institution and hold them as a perpetual endowment, and shall only use the interest derived therefrom and the income of the land to support and maintain said school or college, except that the accumulated fund derived from the land, and the interest derived from the fund hereinafter given said institution, from the time of my death, and as much as five thousand dollars of the principal fund, may be used if, in the judgment of trustees, it may be

necessary to erect suitable buildings for said school or college. The name of this institution shall be the "Clemson Scientific School" or "College."

Item 4. It is my desire that the dwelling house on Fort Hill shall never be torn down or altered, but shall be kept in repair, with all the articles of furniture and vesture which I hereinafter give for that purpose, and shall always be open for the inspection of visitors, but a part of the house may be used by such of the professors as the trustees may direct.

Item 5. I give and bequeath to my granddaughter, Floride Isabella Lee, all of my silver plate and table silver, also all of the family pictures, except the large picture of John C. Calhoun, now hanging in my sitting room, also any one article in my present residence which she may select as a memento of me, also my decorations, and also the sum of fifteen thousand dollars, (\$15,000), to be paid to her on the day of her marriage, or when she becomes twenty-one years of age, if unmarried, provided, that if my said granddaughter should die unmarried, and before she is twenty-one years of age, then all of said property mentioned in this item shall revert to and become a part of the residue of my estate, and become subject to the trusts and conditions of Items 1, 2 and 3 of this my will.

Item 6. I give and bequeath to my faithful housekeeper, Mrs. Jane Prince, one year's provisions for her and her daughter, and furniture and bedding, suitable to her condition, sufficient to furnish two rooms, and the sum of three thousand dollars, (\$3,000), to be paid to her at the expiration of one year after the probate of this my will, and I also desire my executor to permit her to live at Fort Hill until he disposes of the property as herein directed.

Item 7. I give and bequeath to Hester Prince, the daughter of my faithful housekeeper, as aforesaid, the sum of three thousand dollars, (\$3,000), to be paid to her, or such person as may be selected by her and appointed her guardian, at the expiration of one year from the probate of this my will.

Item 8. I give to my executor, James H. Rion, as a memento of my friendship, the antique entaglio Marcus Aurelius Antonius sealing which I habitually wear, and also such one of my pictures as he may select, if the same is not selected by myself.

Item 9. I give and bequeath to my executor, to be held by him subject to the trusts and conditions of Items 1, 2 and 3 of this my will, and for the purpose of adorning the Fort Hill residence as provided in Item 4 of this my will, all of my permanent furniture, relics and articles of vesture, pictures and paintings, including the large painting or picture of John C. Calhoun, now hanging in my sitting room, and not otherwise disposed of herein, and all my books.

Item 10. I direct my executor to sell, at public or private sale, as he may deem best, all the balance of my personal property upon my Fort Hill place, not herein disposed of, and to sell and convey all of my real estate lying and situate outside of the State of South Carolina, either at private or public sale, as he may deem best, and to hold the proceeds derived therefrom, together with proceeds of the personal property, herein directed to be sold, subject to the trusts and conditions of Items 1, 2 and 3 of this my will.

Item 11. All the residue and remainder of my property of every kind and description whatsoever, after paying off the legacies above provided for, together with the property which may revert to my estate,

should it revert thereto, and the proceeds of all my real and personal property herein directed to be sold, and all accumulated funds derived from the Fort Hill place and interest on my investments, I give and bequeath to my executor, to be held by him subject to the trusts and conditions of Items 1, 2 and 3 of this my will.

Item 12. I nominate, constitute, and appoint my friend, James H. Rion, the executor of this my will.

In witness whereof I have hereunto subscribed my name and affixed my seal before the witnesses below subscribing, this the 6th day of November, A.D. , 1886.

Thos. G. Clemson, L.S.

The above written instrument was subscribed by the said Thos. G. Clemson in our presence and acknowledged by him, to each one of us, and he, at the same time, published and declared the same to be his last will and testament, and we, at his request, and in his presence, and in the presence of each other, have signed our names as witnesses hereto.

James Hunter
T.O. Jenkins
E.L.C. Terrie.

Codicil to Last Will and Testament of Thomas Green Clemson

State of South Carolina, County of Oconee.

I, Thos. G. Clemson, of Fort Hill, in the State and county aforesaid, do make this my codicil to my last will and testament, dated the 6th day of November, 1886, hereby confirming my said last will and testament, so far as the same is not inconsistent with this my codicil.

Item 1. I will and direct my executor to pay my debts and funeral expenses as soon after my death as practicable out of the proceeds of any part of my estate that is the most available.

Item 2. I hereby revoke the 12th item of my last will and testament as aforesaid, in which I appointed James H. Rion as executor of my will, he having recently departed this life, and I now do nominate and appoint my trusted friend, Richard W. Simpson, of Pendleton, South Carolina, my executor of my said last will and testament and of this my codicil thereto, and in my said last will and testament the name of James H. Rion, wherever it appears, shall be stricken out, and Richard W. Simpson shall be inserted in place thereof.

Item 3. I revoke the 8th item of my said last will and testament, in which I gave to James H. Rion my sealing ring and one of my pictures, which he may select, and I do now give and bequeath to R.W. Simpson my sealing ring, which I habitually wear, and such one of my pictures as he may select.

Item 4. I do hereby revoke item 6 of my said last will and testament, which contains a bequest to my faithful housekeeper, Mrs. Jane Prince, she having been otherwise provided for.

Item 5. It is my will and I do direct that neither the legacy to my granddaughter in the fifth item of my said last will and testament, or the legacy to Hester Prince in the seventh item of my said will, shall bear any interest until the same are due and payable, as provided in said items of my said will.

Item 6. I authorize my executor to purchase that portion of the original Fort Hill tract of land which set off to Gideon Lee, guardian of Floride Isabella Lee, and the same if so purchased shall become a part of the Fort Hill tract of land, and shall go with and be disposed of as I have in my said will disposed of the Fort Hill tract.

Item 7. I will and direct my executor to sell either at private or public sale, and for cash or upon a credit, both as he may think best, all real estate or which I may die seized and possessed, except the Fort Hill tract of land, whether the same be situated in the State of South Carolina or outside of it.

Item 8. Should the Chief Justice of South Carolina decline to decide when the State of South Carolina has or has not accepted the donation given to it in the first item of my said will, then I give to my executor the same power as I in the said first item of my will gave to the said Chief Justice, and his decision shall be final.

Item 9. I hereby authorize and direct my executor to employ such persons as he may deem necessary to take charge of the Fort Hill dwelling house and the articles therein donated, and to manage the farm and to pay the said persons such a sum of money for their service as he may deem right and proper.

Item 10. In view of the great responsibility and labor which my executor will encounter in managing the affairs of my estate, as directed in my said will, and in consideration of the great kindness he has shown to me, and of the assistance in taking care of my business when I had no other friend to help me, I will and bequeath that he, my said executor, shall have, take and receive, in addition to the usual commissions allowed by law to executors as commissions for receiving and paying out money, five percent of the appraised value of my entire estate, both real and personal.

Item 11. I desire to state here that my granddaughter, Floride Isabella Lee, has received the one-fourth part in value of the original Fort Hill tract of land, the part which her mother, under the will of Mrs. John C. Calhoun, was entitled to, the same having been appraised and set off to her by her commissioners appointed by Mrs. Clemson, and by Gideon Lee, her said guardian, and she has also received through Gideon Lee, her father and said guardian, her mother's share of the estate of my son, John C. Clemson. Notwithstanding this fact, from a letter received by me sometime ago from Gideon Lee, I am led to believe that as guardian of my said granddaughter, he will make claim of my estate a large balance alleged by him to be due my said granddaughter by me. I therefore desire and direct my executors to examine closely into such a claim if so made, and if he, my said executor, is satisfied that the claim so made is justly due by me, to my said granddaughter to pay the same; but on the other hand, if he is not satisfied that the said claim or claims are justly due by me, then he shall not pay it or them unless compelled by law to do so, in which case I hereby revoke so much of the bequest of fifteen thousand dollars given in the fifth item of my said last will and testament to my said granddaughter as will be equal to the amount which my said

granddaughter may recover against my estate.

Item 12. The desire to establish such a school or college as I have provided for in my said last will and testament, has existed with me for many years past, and many years ago, I determined to devote the bulk of my property to the establishment of an agricultural school or college. To accomplish this purpose is now the one great desire of my life. I have not been unmindful of the interest of my said granddaughter, nor have I acted in this matter through any prejudice to anyone. It may be possible that the disposition of my property as herein made may not give satisfaction to my said granddaughter or to Gideon Lee, her father and guardian, but I trust that neither the one nor the other, or any other person lawfully authorized by law to represent my said granddaughter, will ever attempt to frustrate or defeat the purposes which I have herein sought to accomplish, but will respect the settled desire of my life as contained in this my will, but should my desire and request as herein expressed be ignored, and should Gideon Lee, as guardian of said granddaughter, or should my said granddaughter herself, or any other person lawfully authorized by law to represent her, or any person as heir, legatee or distributee of my said granddaughter in their right as such, attempt to invalidate it or attempt to change or alter it in any particular whatever, then it is my will and I do direct that such attempt or attempts to contest, alter, change or invalidate my said last will and testament, or codicil hereof, shall as soon as commenced work an absolute revocation of my entire and of all of my bequests to my said granddaughter, Floride Isabella Lee, as made in the fifth item of my said last will and testament, and then and in that case, my said granddaughter, Floride Isabella Lee, shall receive no part of my estate whatever, and the money and articles mentioned in the fifth item of my said will shall go to my executor and be held by him subject to the trusts and conditions contained in Items 1, 2 and 3 of my said last will and testament; provided, that my executor shall sell in manner as to him may seem proper any of the articles mentioned in the said fifth item of my said last will and testament, except the family pictures. These shall be held by my executor subject to the trusts and conditions of Items 1, 2 and 3 of my said last will, and kept with the other articles mentioned in the eighth item of my said last will and testament, to adorn the Fort Hill house.

Item 13. It is my will and I direct that my executor shall not be held liable for, or responsible for any losses to my estate by reason of my errors of judgment or mistakes, as I am fully aware of the varied and responsible duties I herein have required of him. This codicil is written in part on the fourth page of my said last will and testament to which this sheet is attached, and which is dated November 6th, 1886.

Item 14. I authorize and empower my executor to expend such sums of money as he may deem necessary to keep the Fort Hill dwelling house and premises in repair, and the Fort Hill farm in good condition.

In witness whereof I have hereunto subscribed my name and affixed my seal before the witnesses below subscribing, this the twenty-sixth day of March, in the year of our Lord one thousand eight hundred and eighty-seven (1887).

Thos. G. Clemson (L.S.)

The above written instrument was subscribed by the said Thos. G. Clemson in our presence and acknowledged by him to each one of us and he at the same time published and declared the same to be his codicil to his last will and testament, and we, at his request and in his presence and in the presence of each

other, have signed our names as witnesses hereto.

R. M. Jenkins

C. W. Young

J. H. Mounce

The foregoing paper bears this endorsement:

"This will was admitted to probate in common form on the 20th day of April, A.D., 1888, and recorded in 'Will Book, ' pages 234-244."

Richard Lewis, "Judge of Probate"

Article II. General Assembly Act of Acceptance

Act of Acceptance

Statutes of South Carolina Volume XX. Page 277.

AN ACT TO ACCEPT THE DEVISE AND BEQUEST OF THOMAS G. CLEMSON, AND TO ESTABLISH AN AGRICULTURAL COLLEGE IN CONNECTION THEREWITH.

WHEREAS, the Honorable Thomas G. Clemson departed this life on the 6th day of April, A.D. 1888, leaving of force his last will and testament, which was duly admitted to Probate on the 20th day of April, 1888, in the office of The judge of Probate for the county of Oconee, in the State of South Carolina, wherein he devised and decreed to his executor, Richard W. Simpson, of Pendleton, South Carolina a tract of land situate, on Seneca River, in Oconee County, in said State, containing eight hundred and fourteen acres, more or less, known as the Fort Hill plantation, as well as all his other property, both real and personal, except certain legacies in the said will mentioned and provided for, all in trust to convey to the State of South Carolina, when the said State shall accept the same for the purpose of establishing and maintaining an Agricultural and Mechanical College upon the aforesaid Fort Hill plantation upon the terms and conditions of the said will; therefore,

Section 1. BE IT ENACTED by the Senate and House of Representatives of the State of South Carolina, now met and sitting in General Assembly, and by the authority of the same: That the State of South Carolina hereby expressly declares that it accepts the devise and bequest of Thomas G. Clemson subject to the terms and conditions set forth in said last will and testament, and the Treasurer of the State be, and he is hereby authorized and empowered to receive and securely hold the said property, both real and personal, and to execute all the necessary papers and receipts therefore as soon as the said executor shall convey and transfer the said devise and bequest to the said State.

Section 2. That upon the execution of the deed and transfer of said property to the State by the said executor in accordance with the provisions of said will, an Agricultural and Mechanical College shall be, and the same is hereby, established in connection with the aforesaid devise and bequest, to be styled "The Clemson

Agricultural College of South Carolina," and to be situated at Fort Hill, in Oconee County, on the plantation so devised, in which college shall be taught all branches of study pertaining to practical and scientific agriculture and other industries connected therewith, and such other studies are not inconsistent with the terms of the said will.

Section 3. That said college shall be under the management and control of a board of thirteen trustees, composed of the seven members nominated by said will and their successors and six members to be elected by the Legislature in Joint Assembly every fourth year after the first election; said board to elect one of their number to be president, and to elect a secretary and fix his salary. They shall organize the college and put it in operation as soon as practicable after passage of this Act; shall prescribe the courses of study, shall declare the professorships, elect the professors, of whom the number shall not exceed ten, and define their duties and fix their salaries, and make all the rules and regulations for the government of the college. They may employ such superintendent, headworkmen, laborers for the farm, shops and grounds as may be necessary, and fix their compensation. They shall charge each student a tuition fee of forty dollars per annum; PROVIDED, That said fee shall not be charged until the funds out of the said bequest shall be exhausted in accordance with the terms of the said will; PROVIDED, further, That indigent students shall not be required to pay said tuition fee.

Section 4. That the said Board of Trustees is hereby declared to be a body politic and corporate under the name and style of the Clemson Agricultural and Mechanical College of South Carolina. They shall have a corporate seal, which they may change at their discretion; and in their corporate name they may contract for, purchase and hold property, for the purpose of this Act, and may take any property given or conveyed by deed, devise or bequest to said college and hold the same for its use and benefit; PROVIDED, That the conditions of such gift or conveyance shall in no case be inconsistent with the purpose of this Act, and shall incur no obligations on the part of the State. They shall securely invest all funds and keep all property which may come into their possession, and may sell any of the personal property not subject to the trust and reinvest the same in such way as they may deem best for the interests of said college. They may sue and be sued, plead and be impleaded, in their corporate name, and may do all things necessary to carry out the provisions of this Act, and may make by-laws for this purpose if they deem it necessary.

Section 5. That it shall require a two-thirds vote of the Board of Trustees to authorize expenditure of any moneys appropriated to the said college by the State or to authorize the sale or transfer or re-investment of any property or moneys arising from the sale of any property under the provisions of this Act.

Section 6. That for the purposes of erecting on said Fort Hill plantation, and of purchasing stock and implements therefor, and paying expenses, as herein provided, the sum of three thousand dollars be and the same is hereby, appropriated, if so much be necessary, to be paid by the State Treasurer upon the order of the Board of Trustees of said college, signed by their president and secretary: PROVIDED, That not more than fifteen hundred dollars thereof to be used in erecting buildings, fixtures or permanent improvements on said Fort Hill plantation pending litigation in respect to said property: AND PROVIDED FURTHER, That all personal property purchased with money appropriated by the State shall be taken and held by the Board of Trustees as property of the State of South Carolina, and it shall be the duty of said Board of Trustees to make to the Legislature an annual report of the college and of all farming operations and tests and experiments, and of all receipts and expenditures, with a statement of the condition of the property and

funds of said college and of all receipts and expenditures of money appropriated by the State.

Section 7. That all Acts or parts of Acts inconsistent with this Act be, and the same are hereby, repealed.

Approved November the 27th, A.D. 1889.

Opinion of Chief Justice

Statutes of South Carolina, Volume XX, Pages 781 and 782.

On December 6, 1889, the Chief Justice of the Supreme Court of South Carolina handed down the following:

It having been referred to me as Chief Justice of this State, by R.W. Simpson, executor of the will of the deceased, late Thomas G. Clemson, under the provisions of said will, whether or not this State had accepted the devise and bequest therein, I have this to state:

Whereas, the General Assembly of this State, at its last session, passed an Act entitled "Act to Accept the Devise and Bequest of Thomas G. Clemson and to Establish an Agricultural College in Connection Therewith," in which it is expressly declared that the State accepts the said devise and bequest of Thomas G. Clemson, subject to the terms and conditions set forth in the last will and testament of the said Thomas G. Clemson, and, whereas, this Act was duly approved by the Governor of the State on the 27th of November, 1889.

Now it is my opinion that this concurrent action of the Legislature and Executive Department of the State has accepted said devise and bequest of the said Thomas G. Clemson, deceased, subject to the terms and conditions set forth in his last will and testament, and I so declare.

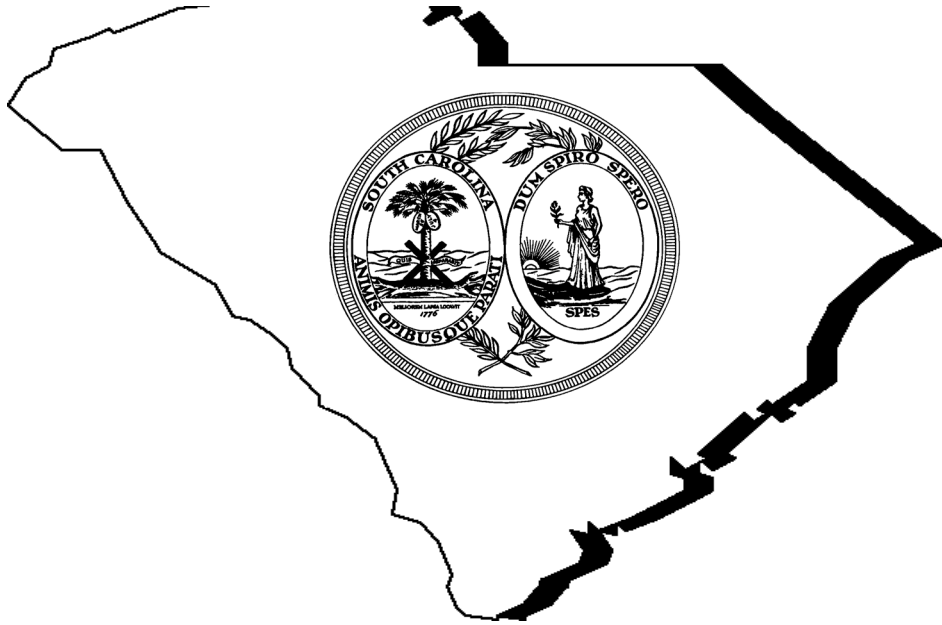
It is further my opinion that the provisions of the Act, supra, constitute Acts in the direction of practically carrying out the terms conditions of said will, and within the time limited therein.

W.D. Simpson,
Chief Justice of South Carolina

Appendix A - Organizational Chart

Organizational Chart – Board of Trustees and Office of the President

Appendix B – Agency Head Performance Evaluation



<https://sfaa.sc.gov/agency-head/evaluation>