

Clemson University
Clemson, South Carolina

MINUTES
Executive and Audit Committee
CLEMSON UNIVERSITY BOARD OF TRUSTEES

Executive Board Room
Madren Center
Clemson, SC
July 18, 2024
2:00 p.m.

Call to Order

Notification as required by the South Carolina Freedom of Information Act was given at least twenty-four hours before the meeting by posting the notice and agenda on the bulletin board located on the ground floor, public entrance, Sikes Hall, Clemson University and on the Clemson University Board of Trustees website. Additionally notice of, and the agenda for, the meeting was sent via email to the distribution list maintained by the Office of Media Relations which includes approximately 80 reporters and editors at the major daily newspapers, television and radio stations in S.C.

After notification as required by the Freedom of Information Act, Chair Wilkerson called the meeting to order at 1:50 p.m. with the following present:

Committee Members: Kim Wilkerson, *Chair*; David Dukes, Patti McAbee, Nicky McCarter, Smyth McKissick, Bob Peeler, Mark Richardson, and Bill Smith

Trustees: Nikki Haley, Ronnie Lee, Louis Lynn, Cheri Phyfer-Kubu, and Joe Swann

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

Administration: James P. Clements, *President*; Tony Wagner, *Executive Vice President for Finance and Operations*; Max Allen, *Vice President and Chief of Staff*; April Purvis, *Executive Secretary to the Board of Trustees*; Robert Donato, *Chief Strategy Officer*; Robert H. Jones, *Executive Vice President for Academic Affairs and Provost*; Chip Hood, *General Counsel and Special Advisor to the Board of Trustees*; Lisa Knox, *Associate Vice President and Executive Director for Office of Institutional Excellence*; Chris Miller, *Vice President for Student Affairs*; Greg Yarrow, *Interim Dean of the College of Agriculture, Forestry and Life Sciences*; Angie Leidinger, *Senior Vice President for External Affairs and Senior Advisor to the Board of Trustees*; Tracy Arwood, *Chief Ethics and Compliance Officer*; Brian O'Rourke, *Vice President of Advancement*; Julio Hernandez, *Assistant to the President for Community Engagement and Outreach*; Brian Voss, *VP and Chief Information Officer*; and Graham Neff, *Director of Athletics*

Guests: Quentin Adams, *CCIT*; Danielle Arrington, *Office of the Executive Secretary to the Board of Trustees*; Davis Babb, *IPTAY CEO*; Billy Milam, *IPTAY President*; Adam Fisher, *Internal Audit*; Lisa Claxton, *Office of the General Counsel*; Brian Powell, *Faculty Representative to the Board of Trustees*; Kevin White, *Athletics*; Jeff Kalin, *Athletics*; Jermaine Johnson, *Office of the General Counsel*; Lee Currington, *Institutional Excellence*; and Beth Crocker, *Office of the General Counsel*

Media: Caitlin Herrington, *the Post and Courier*

April Purvis called roll of the committee. She noted a quorum of the committee was present.

Joe Galbraith introduced members of the media in attendance.

Approval of the Minutes of April 5, 2024

Trustee McCarter moved to approve the April 5, 2024 meeting minutes. Trustee Richardson seconded the motion. The motion was approved unanimously.

Executive Session

Chair Wilkerson stated it was necessary to enter executive session to receive information related to security measures for University data, to receive confidential information related to specific student conduct cases protected under FERPA, to receive legal advice protected by the attorney client privilege related to liability and insurance laws, and to discuss pending contractual negotiations involving affiliated entities. She stated no votes or action would be taken while in executive session and the committee would reconvene in public session.

Trustee Smith moved to enter executive session. Trustee Peeler seconded the motion. The motion was approved unanimously. The committee entered executive session at 1:51 p.m. and returned to public session at 2:42 p.m.

Honorary Degree Recipients

Bob Jones presented the request to approve the recommendation for conferral of Clemson University Honorary Degrees, with two honorary degrees to be awarded at the upcoming August 9, 2024 graduation ceremony and two honorary degrees to be awarded at a future graduation ceremony, date to be determined, with candidates remaining confidential until they are notified.

Trustee Richardson moved to approve the recommendation for conferral of Clemson University Honorary Degrees. Trustee Smith seconded the motion. The motion was approved unanimously.

The Interchange Between Internal Audit, Compliance & Ethics, and ERM

Tracy Arwood, Lee Currington, and Adam Fisher presented. They reviewed the structures of the offices of Compliance and Ethics, Enterprise Risk Management, and Internal Audit. They highlighted how the three units are intertwined and the benefits of their collaborative efforts.

Internal Audit Report and Approval Items

Adam Fisher provided a report detailing Internal Audit activities, including several approval items. He highlighted the overall audit plan progress as well as engagements in process.

- 1) Approval of the FY25 Audit Plan: Adam Fisher presented the request to approve the FY25 Audit Plan.

Trustee Smith moved to approve the FY25 Audit Plan. Trustee McCarter seconded the motion. The motion was approved unanimously.

- 2) Approval of the Annual Audit Charter with revisions: Adam Fisher presented the request to approve the Annual Audit Charter with revisions.

Trustee Richardson moved to approve the Annual Audit Charter with revisions. Trustee McAbee seconded the motion. The motion was approved unanimously.

- 3) Approval of recommended revisions to Section 6.01 of the Board Manual – Internal Auditing Division: Adam Fisher presented the request to approve revisions to Section 6.01 of the Board Manual – Internal Auditing Division.

Trustee McAbee moved to approve the recommended revisions to Section 6.01 of the Board Manual – Internal Auditing Division. Trustee Smith seconded the motion. The motion was approved unanimously.

Athletics and IPTAY Report

Graham Neff provided an Athletics update and summary of the year. He highlighted the academic success of Clemson Athletics, noting a graduation success rate (GSR) of 97%. He also noted the four top eight teams, including Women's Soccer, Men's Soccer, Men's Basketball, and Women's Golf. He concluded with a short video honoring 50 years of Varsity Women's Athletics at Clemson.

Davis Babb & Billy Milam provided an IPAY report. They included membership, annual fund, and major gift updates as well as a strategic investment update.

Affiliation Agreement Approval – CAPCO

Graham Neff presented the request to approve the CAPCO Affiliation Agreement renewal with revisions.

Trustee Smith moved to approve the CAPCO Affiliation Agreement renewal with revisions. Trustee McAbee seconded the motion. The motion was approved unanimously, with Trustee Dukes abstaining.

Approval of Liability Insurance Coverage

Tony Wagner presented the request to approve the liability insurance coverages.

Trustee McCarter moved to approve the liability insurance coverages. Trustee Peeler seconded the motion. The motion was approved unanimously.

University Description Update and Approval

Bob Jones presented the request to approve the University description update. The updates reflect new degree programs, the addition of two academic colleges, enrollment, and title changes.

Trustee McCarter moved to approve the University description update. Trustee Peeler seconded the motion. The motion was approved unanimously.

Adjourn

There being no further business, Chair Wilkerson adjourned the meeting at 3:22 p.m.

Respectfully submitted,

April S. Purvis

April Purvis
Executive Secretary to the Board of Trustees

April S. Purvis

Approved

10/18/24

Date Approved