THE CITADEL BOARD OF VISITORS
MEETING MINUTES
26 OCTOBER 2013

The Citadel Board of Visitors continued its fall meeting in the Scarborough Media Room, Holliday Alumni Center, at 0830 hours on 26 October 2013, to conduct an executive session for legal matters, discuss Board composition, and take action on proposed motions.

The following members were present: Lieutenant General W. Michael Steele, Chair; Colonel Dylan W. Goff, Vice Chair; Colonel Douglas A. Snyder; Colonel Allison Dean Love; Colonel Glenn D. Addison; Lieutenant General John B. Sams, Jr.; Colonel “Tee” Hooper, Jr.; Colonel Peter M. McCoy, Sr.; Colonel Robert H. Nuttall, Sr.; Colonel “Gene” Pinson; Colonel Greg A. Lapointe; Major General Robert E. Livingston, South Carolina State Adjutant General; Brigadier General Mick Zais, South Carolina State Superintendent of Education; Chairman Emeritus, Colonel Leonard C. Fulghum, Jr.; member emeritus, Colonel William E. Jenkinson, III; Mr. Frank E. Gibson, III, President, The Citadel Alumni Association (CAA); and Mr. Claudius E. Watts, IV, Chairman, The Citadel Foundation (TCF). Also in attendance were Lieutenant General John W. Rosa, President; senior members of The Citadel staff; Major Michael M. Barth, Associate Professor and Chairman of the Faculty Council; and Mr. M. Dawes Cooke, Jr., external counsel.

Voting members absent: none. A quorum was present.

The meeting followed the agenda at enclosure 1.

Colonel Goff stated that the meeting was in compliance with the Freedom of Information Act. Colonel Pinson was called on for the invocation.

Chair Steele called for a motion to approve minutes of previous meetings. Motion made by Colonel Nuttall, seconded by Colonel Goff, and following corrections, the minutes were unanimously approved.

Chair Steele called for a motion to go into executive session for legal matters. Motion made by Colonel McCoy, seconded by General Livingston, and unanimously passed.

Motion to come out of executive session made by Colonel Nuttall, seconded by Colonel Love, and unanimously passed.

Colonel Addison, Chair of the Ad Hoc Committee, was called on to review Board of Visitors composition and report on possible recommendations to enhance the diversity of the Board.

Colonel Addison presented a detailed review of diversity representation within our alumni base and the challenges necessary to overcome to gain either a legislative or alumni seat on the Board. Qualified candidates are available but we cannot ascertain if those candidates are motivated to do the ground work necessary to be elected.

During discussion, the idea of an advisory board surfaced; however, a number of questions were raised, such as skill sets desired for board members, selection process, definition of the board’s role, how should it be organized, logistics and associated expenses associated.
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Following an extensive discussion on the subject, it was the consensus of the Board that the Ad Hoc Committee continues to explore the feasibility of such a board and its structure and report at the 7 December meeting. Additionally, the Board should let the SC legislature know of specialized needs and coordinate as well with The Citadel Alumni Association.

Chair Steele called for motions requiring Board action.

Colonel Hooper, Chair of the Finance Committee, presented the following committee motion:

**Motion**

“That the Finance Committee recommends the Board of Visitors approves the use of the Trust Unrestricted, Undesignated Gift Fund to fund the President’s annual travel allowance of up to $30,000 for Fiscal Year 2014.”

Following discussion, the motion passed unanimously.

Colonel Goff made the following motion, seconded by Colonel Snyder:

**Motion**

“That the Board of Visitors approves the Policy and Procedures for Gift Naming Opportunities and other Recognition adopted by The Citadel Foundation Board of Directors on August 26th 2013.”

Following discussion, the motion passed unanimously.

Colonel Snyder made the following motion, seconded by General Sams:

**Motion**

“That the Board of Visitors will restructure the governing committees to enhance the effectiveness and efficiency of board activities and to best support the college’s strategic plan. The new committee structure will be adopted in June 2014 in accordance with College Regulations Section IX 1.i.

The Board will begin to evaluate the proposed new committee structure from November 2013 to April 2014, starting with operating under the proposed committee structure outlined by the Strategic Planning Committee report.

All current committees will remain in place per College Regulations and will discharge their duties while evaluating the new framework of the proposed five committee structure, until the new committees are formally adopted in the College Regulations. For clarity, the Customs and Regulations Committee will continue to operate the cadet disciplinary appeals process under existing regulations through June 2014.

The new committees are: Strategic Vision and Governance, Education and Leadership Development, Communications and Community Relations, Operations and Risk Management, and Executive Committee.”

Following discussion, the motion passed unanimously.
The Board directed that an annotation/amendment be added to the current College Regulations to reflect the change in Board committee structure.

The following statement will be added as a footnote to Section IX, Paragraph 4.a. of the College Regulations.

*At its annual retreat in August 2013, the Board of Visitors elected to restructure the committees in which it conducts business. Between August and October 2013, the Board developed proposals for five (5) Standing Committees: Strategic Vision and Governance, Education and Leadership Development, Communications and Community Relations, Operations and Risk Management, and Executive. At its October 26 meeting, the Board voted to evaluate this new framework by functioning within these committees, but to delay formal adoption until June 2014. Thus, as of October 26, the committees prescribed in these Regulations remain in place, but with the exception of the Customs and Regulations Committee (CRC), are inactive. The CRC will continue to operate the cadet disciplinary appeals process through June 2014.*

Colonel Nuttall, Chair of the Building and Grounds Committee, was called for his report. Highlights of his report were as follows:

Railroad spur issue with the city was reviewed as the City is now proposing a property swap of the spur for the tennis court area at Johnson Hagood stadium. An appraisal of the tennis court area is currently being conducted.

Future Campus Master Plan was discussed. The staff will not begin work until the following three Board concerns are addressed:
- What will be the size of the Corps in ten years?
- What is the order of priority for renovating/building new faculty staff quarters?
- What are the plans for Citadel-owned real estate?

Other concerns include the building of a new Capers Hall, potential location of a new Stevens Barracks, and construction of a new School of Engineering building. The administration will report on these issues at the 24 January 2014 meeting.

Colonel Goff, Chair of the Customs and Regulations Committee, updated the Board on cadet retention and encouraged members to give serious thought to their nominations for Honorary Degrees.

Colonel McCoy, Chair of the Audit Committee, reported that the internal audit schedule for FY 14 had been agreed upon.

Mr. Gibson was called on for remarks. Mr. Gibson, noting this would be his last meeting, thanked the Board members for their support and the many courtesies extended to him during his year on the Board as the representative from CAA.
In closing the meeting, Chair Steele noted the meeting had been very time efficient and requested input for recommendations to further enhance Board meetings.

There being no further business, the meeting adjourned at 1500 hours.

Respectfully submitted,

Myron C. Harrington, Jr.
Colonel, USMC (Retired)
Secretary to the Board of Visitors