

University of South Carolina
BOARD OF TRUSTEES

Governance Committee – Called
In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
September 16, 2022

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 3:04 p.m. On behalf of the Governance Committee and Board members in attendance, she welcomed special guest, Dr. Belle Wheelan, President of the Southern Association of Colleges and Schools Commission on Colleges. Secretary Howell confirmed Trustees attending in person and by Microsoft Teams audio and video conference.

Committee Members in attendance:

Rose Buyck Newton, Chair
C. Dan Adams
Hubert F. Mobley
E. Scott Moise
Leah B. Moody
C. Dorn Smith III
Mack I. Whittle Jr
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

Alex English
C. Edward Floyd
Brian C. Harlan
Richard A. Jones Jr.
Toney J. Lister
Miles Loadholt (online)
Emma W. Morris
Molly M. Spearman

Others in attendance:

Audrey Korsgaard, USC Columbia Faculty Senate Chair
Reedy Newton, USC Columbia Student Government President
Robin Roberts, Expert Advisor to the Advancement, Engagement and Communications Committee (online)
David Seaton, Expert Advisor to the Governance Committee

Administrators in attendance:

Michael Amiridis, President

Cameron Howell, University Secretary and Secretary of the Board of Trustees

Donna Arnett, Executive Vice President and Provost

Terry Parham, General Counsel

Ed Walton, Executive Vice President and Chief Financial Officer

Media in attendance:

Alexa Jurado, the *State*

Caleb Bozard, the *Daily Gamecock*

Notice:

Chair Newton stated notice of the meeting and agenda had been posted and the press notified as required by the Freedom of Information Act; the agenda and supporting materials had been circulated to the Committee; and a quorum was present to conduct business.

MOTION FOR EXECUTIVE SESSION

Chair Newton stated there was a need for an Executive Session for the receipt of legal advice regarding proposed contractual matters related to contracts listed on the public agenda for this meeting, and personnel matters related to the regular evaluation of the President.

Mr. Whittle made a motion to enter Executive Session, and Dr. Smith seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Newton invited the following to remain: Trustees, Dr. Korsgaard, Ms. Reedy Newton, Mr. Roberts, Mr. Seaton, President Amiridis, Secretary Howell, Dr. Arnett, Ms. Dunleavy, Dr. Kirwan, Dr. McNaughton, Mr. Parham, and Mr. Walton.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Southern Association of Colleges and School Commission on Colleges: An Overview

Southern Association of Colleges and Schools Commission on Colleges President Belle Wheelan focused her presentation on the primary role of the Board. She spoke about governing board principles and standards. [GC 091622 OS II]

Chair Newton stated the presentation was received as information.

III. Contract and Lease Approvals

Chair Newton called on General Counsel Terry Parham to present contracts and leases for approval.

A. Spartanburg Regional Health Services District, Inc Sports Medicine Support Services Agreement

Ms. Moise made a motion to approve a contract between USC Upstate and Spartanburg Regional Health Services as presented and posted to the Board portal. Mr. Mobley seconded the motion. A vote was taken, and the contract was approved unanimously.

Chair Newton stated this agenda item would be included on the Committee's written consent agenda for consideration by the full Board at its meeting scheduled later in the day.

B. Prisma Health Memorandum of Agreement for Funding to Support Physician Education, Training, and Workforce Development

C. Prisma Health Memorandum of Agreement Regarding Participation in the South Carolina Medicaid Supplemental Teaching Physician Payment

D. Prisma Health Third Amendment of Affiliation Agreement for Medical Student Education and Graduate Medical Education

With Chair Newton's permission, Mr. Parham presented three Prisma Health agreements (items B, C, and D) together. Mr. Whittle made a motion to approve the three Prisma agreements as presented and posted to the Board portal. Dr. Smith seconded the motion. A vote was taken, and the agreements were approved.

Chair Newton stated the agreements were approved and would be included on the Committee's written consent agenda for consideration by the full Board at its meeting scheduled later in the day.

E. Gilly Vending, Inc. Vending Services Agreement for Snack Vending Services

Ms. Moise made a motion to approve an agreement with Gilly Vending, Inc. as presented and posted to the Board portal. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

Chair Newton stated the agreement was approved and would be included on the Committee's written consent agenda for consideration by the full Board at its meeting scheduled later in the day.

F. Gamecock Sports Properties – Gatorade Agreement

Mr. Mobley made a motion to approve the Gamecock Sports Properties agreement as presented and posted to the Board portal. Ms. Moody seconded the motion. A vote was taken, and the agreement was approved.

Chair Newton stated the agreement was approved and would be included on the Committee's written consent agenda for consideration by the full Board at its meeting scheduled later in the day.

G. Champion Air, LLC Charter Flight Agreement (Men's and Women's Basketball)

Dr. Smith made a motion to approve the Champion Air, LLC charter flight agreements as presented and posted to the Board portal. Mr. Whittle seconded the motion. A vote was taken, and the motion was approved.

Chair Newton stated the agreements were approved and would be included on the Committee's written consent agenda for consideration by the full Board at its meeting scheduled later in the day.

IV. Potential Revisions to Board Policies and Bylaws

Secretary Howell reported on potential revisions to Board policies and Bylaws as posted on the Board portal. He began by clarifying that there were two informational topics not yet ready for approvals. He noted that one such topic was item E; a preview of other general edits regarding the Bylaws will be brought back to the Committee at a later date.

A. Compensation Committee Function of the Governance Committee
[GC 091622 OS IV A and GC 091622 OS V A]

B. Staggering of Committee Chairs
[GC 091622 OS IV B and GC 091622 OS V B]

C. Method for Removing the Chair and/or Vice Chair of the Board
[GC 091622 OS IV C and GC 091622 OS V C]

D. Method for Removing the Chair of a Committee
[GC 091622 OS IV D and GC 091622 OS V D]

E. Method for Censure, Sanction, and Dismissal of a Trustee
[GC 091622 OS IV E and GC 091622 OS V E]

F. Non-Board, Non-voting Members of Committees [GC 091622 OS IV F]

G. Potential Line Edits to Bylaws (Preamble to Article VIII)

V. Approval of Revisions to Board Bylaws and Policies

Secretary Howell presented revisions to Board bylaws and policies for approval.

A. Compensation Committee Function of the Governance Committee
[GC 091622 OS IV A and GC 091622 OS V A]

B. Staggering Elections of Committee Chairs
[GC 091622 OS IV B and GC 091622 OS V B]

Dr. Smith made a motion that edits to agenda items V.A. and V.B. be approved. Mr. Mobley seconded the motion. A vote was taken, and the motion carried unanimously.

C. Method for Removing the Chair and/or Vice Chair of the Board

D. Method for Removing the Chair of a Committee

E. Non-Board, Non-voting Members of Committees

Board Chair Westbrook asked that agenda items V. C., D., and E. be carried over to the next meeting of the Committee.

VI. Assessing Bylaws and Policies with Governance Consultants

Per Board Chair Westbrook, this item was carried over to the October meeting agenda.

VII. Governance Committee Work Plan

Per Board Chair Westbrook, this item was carried over to the October BOT agenda.

VIII. Adjournment

Chair Newton declared the meeting adjourned at 4:56 p.m.

Respectfully submitted,

Cameron Howell
Secretary

Southern Association of Colleges and Schools Commission on Colleges (SACSCOC)



AN OVERVIEW

GOALS OF WORKSHOP

Overview of accreditation in general and of the Southern Association of Colleges and Schools (SACSCOC) specifically

Understanding the requirements of each of the *Principles of Accreditation* and the role of the institution's board in the accreditation process

TYPES OF ACCREDITING AGENCIES

National*

Accredit institutions of higher education that have a single focus irrespective of location

*Now known as Institutional Accreditors

Regional*

Accredit all aspects of an institution of higher education in specific regions

*Now known as Institutional Accreditors

Specialized or Professional

Accredit programs within institutions

PURPOSES of ACCREDITATION



QUALITY



PURPOSES of ACCREDITATION



STANDARDS



PURPOSES of ACCREDITATION



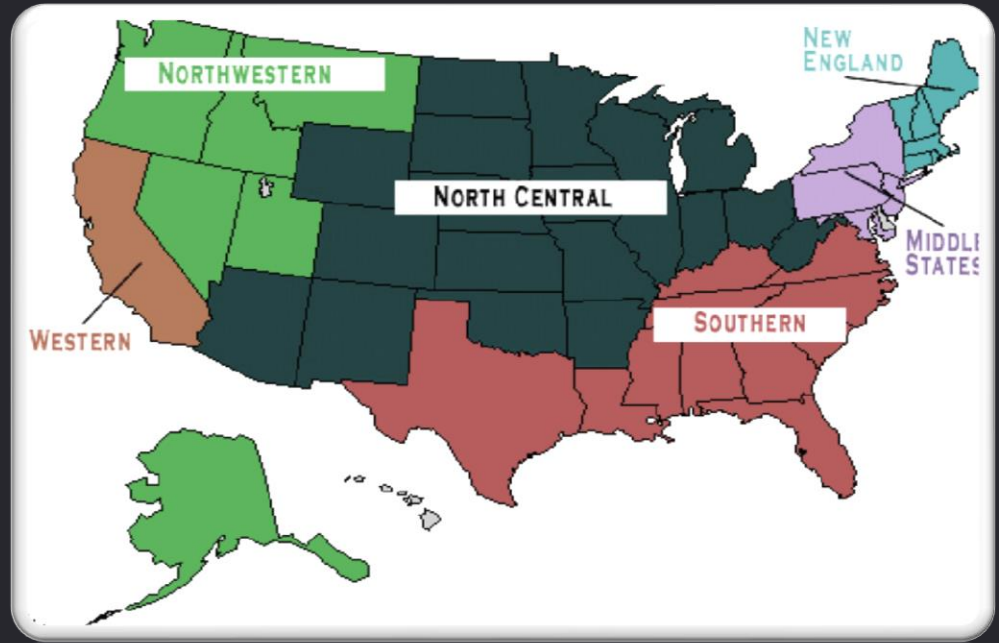
GATEKEEPER



CHARACTERISTICS OF ACCREDITATION

- Comprehensive, Periodic Review
- Focus on Institution-Wide Goals, Processes, Outcomes
- Related to Institutional Purpose and Mission
- Regional in Scope
- Voluntary
- Non-Governmental
- Decentralized National System
- Non- Profit

Former Regional Accrediting Associations



C-RAC



Council of Regional Accrediting Commissions



OVERSIGHT OF COMMISSION ACTIVITIES

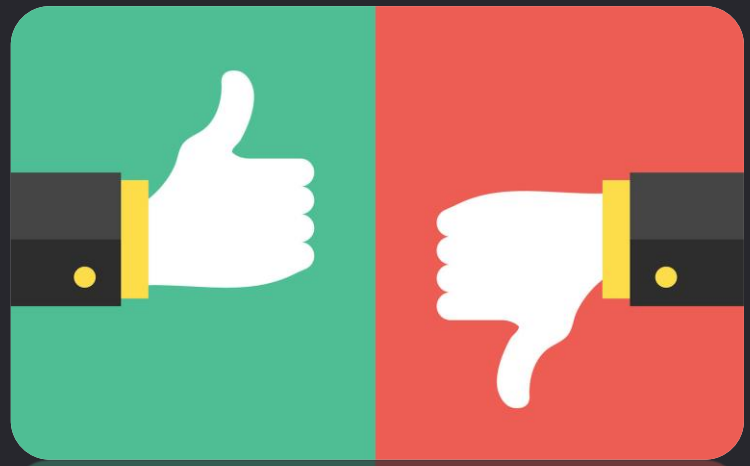
1. REVIEW



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OVERSIGHT OF COMMISSION ACTIVITIES

2. RECOMMEND



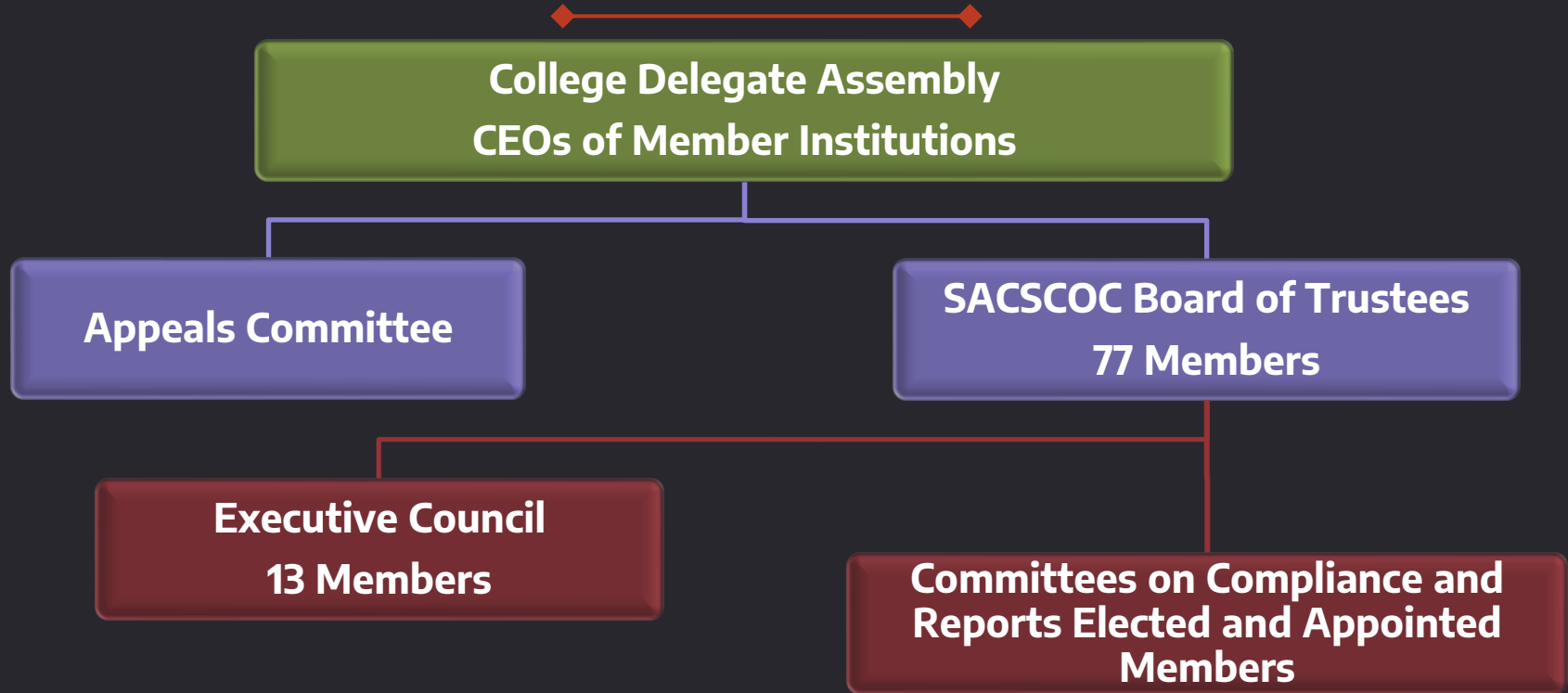
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OVERSIGHT OF COMMISSION ACTIVITIES

3. RECOGNITION



STRUCTURE OF SACSCOC



SACSCOC BOARD OF TRUSTEES

- 77 Trustees
- Three institutional representatives from each state (33)
- One public member from each state (11)
- One international member
- Thirty-two at large representatives from member institutions (32)
- Represent public, private, and for-profit institutions
- Represent all levels of member institutions
- Meet twice a year in June and in December
- Presidents, other administrators, faculty from member institutions

Appeals Committee



Some decisions affecting an institution are appealable, e.g., withdrawal from membership. When an institution appeals, the Appeals Committee meets to hear the appeal.



ARBITRATION POLICY

- When the SACSCOC Board of Trustees determines an institution shall be removed from membership and the institution then loses its appeal of that decision, this policy shall apply. The process will be used to resolve disputes in accordance with binding arbitration procedures.

PRINCIPLES OF ACCREDITATION

- Section 1 – Principle of Integrity
- Section 2 – Mission
- Section 3 – Basic Eligibility Standard
- Section 4 – Governing Board
- Section 5 – Administration and Organization
- Section 6 – Faculty
- Section 7 – Institutional Planning and Effectiveness

PRINCIPLES OF ACCREDITATION CONT'D

- Section 8 – Student Achievement
- Section 9 – Educational Program Structure and Content
- Section 10 – Educational Policies, Procedures, and Practices
- Section 11 – Library and Learning/Information Resources
- Section 12 – Academic and Student Support Services
- Section 13 – Financial and Physical Resources
- Section 14 – Transparency and Institutional Representation

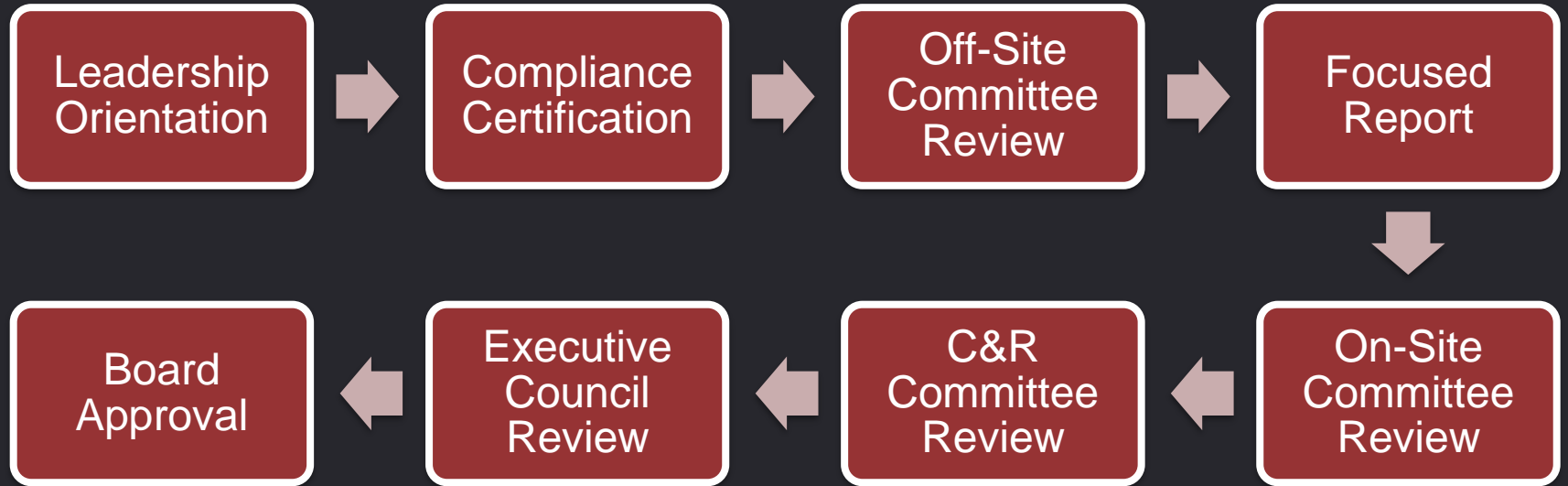
New *Principles*



- Boards define and regularly evaluate their responsibilities and expectations
- The institution provides information and guidance to help student borrowers understand how to manage their debt and repay their loans.



REAFFIRMATION PROCESS



ROLES OF THE BOARD

Policy-Making Body



Hire, Evaluate, Fire CEO



Fiduciary Responsibility

PRINCIPLES RELATED TO THE GOVERNING BOARD

- A.**
Is the legal body with specific authority over the institution.
- B.**
Exercises fiduciary oversight of the institution.
- C.**
Ensures that both the presiding officer of the board and a majority of other voting members of the board are free of any contractual, employment, personal, or familial financial interest in the institution.
- D.**
Is not controlled by a minority of board members or by organizations or institutions separate from it.
- E.**
Is not presided over by the chief executive officer of the institution. (Characteristics of Board)[Section 4.1]

Principles Related to the Role of the Governing Board



The Governing Board ensures the regular review of the institution's mission. (Mission Review) [Section 4.2a]

Principles Related to the Role of the Governing Board



The governing board ensures a clear and appropriate distinction between the policy-making function of the board and the responsibility of the administration and faculty to administer and implement policy. (Board/administrative distinction)[Section 4.2b]

Principles Related to the Role of the Governing Board



The governing board selects and regularly evaluates the institution's chief executive officer. (CEO evaluation/selection)[Section 4.2c]

Principles Related to the Role of the Governing Board



The governing board defines and addresses potential conflicts of interest for its members. (Conflict of interest)[Section 4.2d]

Principles Related to the Role of the Governing Board



The governing board has appropriate and fair processes for the dismissal of a board member. (Board dismissal)[Section 4.2e]

Principles Related to the Role of the Governing Board



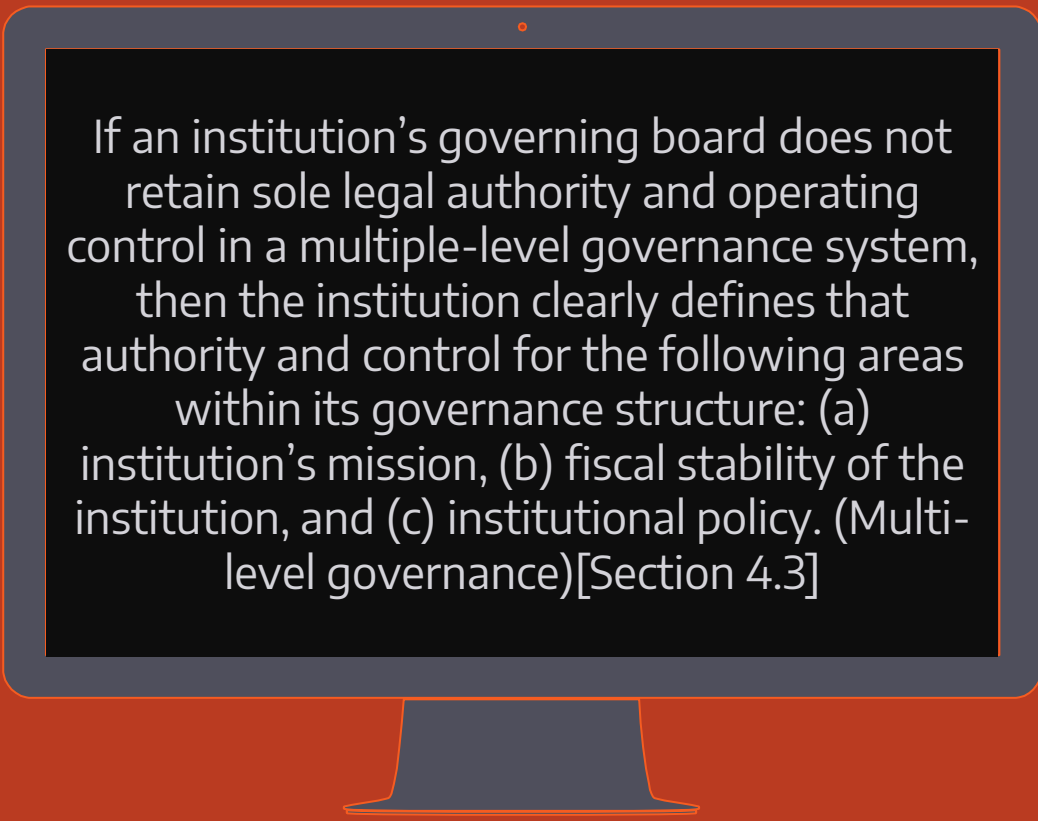

The governing board protects the institution from undue influence by external persons or bodies. (External influence)[Section 4.2f]

Principles Related to the Role of the Governing Board



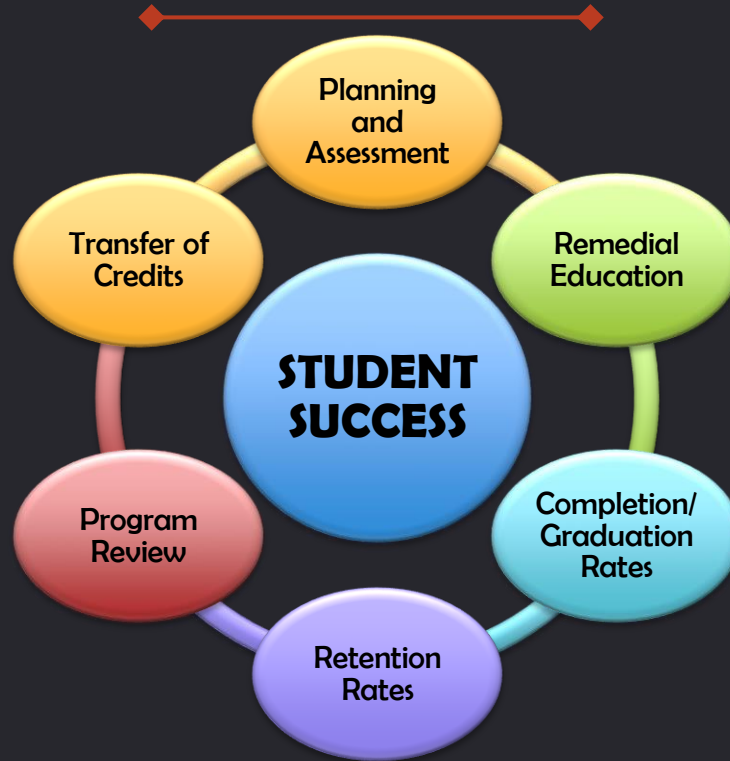
The governing board defines and regularly evaluates its responsibilities and expectations. (Board self-evaluation)[Section 4.2g]

Principles Related to the Role of the Governing Board



If an institution's governing board does not retain sole legal authority and operating control in a multiple-level governance system, then the institution clearly defines that authority and control for the following areas within its governance structure: (a) institution's mission, (b) fiscal stability of the institution, and (c) institutional policy. (Multi-level governance)[Section 4.3]

INSTITUTIONAL ISSUES



THANKS!

ANY QUESTIONS?





SOUTHERN ASSOCIATION OF COLLEGES AND SCHOOLS
COMMISSION ON COLLEGES

Dr. Belle S. Wheelan, President

bwheelan@sacscoc.org

404.679.4512

- L. review admissions policies and practices;
- M. monitor assessment and evaluation of academic programs and student success; and
- N. monitor the University's fulfillment of its academic mission.

SECTION 2. ADVANCEMENT, ENGAGEMENT AND COMMUNICATIONS COMMITTEE.

The Advancement, Engagement and Communications Committee shall be kept informed of and consider:

- A. alumni relations and the activities of the University of South Carolina Alumni Association;
- B. University fundraising activities and the initiation of capital campaigns and campaign strategy with specific attention to the alignment between fundraising goals and the University's mission;
- C. economic development activities and opportunities;
- D. federal, state and local government relations strategies and activities;
- E. communications and public relations strategies and activities; and
- F. community engagement and outreach strategies and activities.

SECTION 3. AUDIT, COMPLIANCE AND RISK COMMITTEE.

The Audit, Compliance and Risk Committee shall:

- A. oversee the activities of the office of Audit and Advisory Services;
- B. review and monitor policies of the University, its departments, and related entities;
- C. receive and evaluate reports and recommendations of internal and external auditors;
- D. perform such studies of financial matters as the Finance and Infrastructure Committee or the Board may request;
- E. recommend policies to the appropriate standing committee and the Board that will better serve the needs of the University of South Carolina and the public;
- F. serve as the human resources ~~and compensation~~ committee of the Board, with the explicit limited charge of gathering and analyzing data to inform action by the Board, by its Committees, or by other University units; monitor adherence to state and federal law, and tax and accounting requirements, regarding compensation practices; authorize salary studies as it deems appropriate or as referred to it by the Board; make recommendations to the Governance Committee regarding the compensation of the President;
- G. make recommendations to the Board regarding the appointments and salaries of principal officials elected by the Board as well as University officers having the rank of Vice President or Chancellor or equivalent rank;
- H. review and make recommendations, as appropriate, regarding ethics disclosures by the president and University employees; and
- I. review and monitor the Enterprise Risk Management process, reports from the University risk manager, and actions taken to mitigate risks.

community, the state, and the nation; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered while the individual remains employed in the position for which he or she is to be recognized, and (ii) shall require approval by a two-thirds vote of the members present at the Board meeting at which the recommendation is made; or

4. in cases where it is desired to acknowledge conspicuous services of an individual (other than a past President, past Chancellor or past Campus Dean) to the University; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered until one year after the death of the individual involved, and (ii) shall require approval by a three-fourths vote of the members present at the Board meeting at which the recommendation is made.

Buildings and other naming opportunities shall only bear the name of individuals or entities that exemplify attributes of integrity, character and leadership consistent with the highest values of the University. In the event the Committee determines that those attributes have been violated, it shall recommend to the Board that the individual's or entity's name be removed.

SECTION 5. GOVERNANCE COMMITTEE.

The Governance Committee shall:

- A. be charged with the consideration of all matters pertaining to the governance function of the Board;
- B. address issues related to Board member conduct and compliance with Board policies, institutional responsibilities and fiduciary duties; oversee the Board Conflicts of Interest Policy set forth in Article XVI of these Bylaws;
- C. function as the continuous strategic planning committee of the Board;
- D. oversee the annual evaluation of the President and make recommendations to the Board regarding the compensation of the President with appropriate input from the Audit, Compliance and Risk Committee;
- E. periodically review and recommend, as appropriate, amendments to the Bylaws of the Board and Board policies;
- F. periodically review and consider, as appropriate, modifications to the mission statements of all University System campuses;~~and~~
- G. be charged with the consideration of matters pertaining to diversity, equity and inclusion on University System campuses, including but not limited to education, training, and efforts to enhance the diversity of faculty, staff and students;:
- H. shall serve as the compensation committee of the Board, convening as deemed necessary by the Board Chair to provide expedited review and approval of contracts and compensation, when circumstances demand expedited review and approval, with all powers otherwise assigned to the Board of Trustees consistent with Board Bylaws or University policies;~~and~~
- I. inform in a timely matter the Trustees who are not members of the Governance Committee of any matters necessitating expedited review and approval, through outreach from Committee Chairs to members of their respective Committees; and

J. provide briefings regarding its actions to expedite review and approval of contracts and compensation to the Board of Trustees at each ~~scheduled~~ regular or called meeting of the Board, when such meeting follows any action completed by the Governance Committee to expedite review and approval of contracts and compensation.

SECTION 6. HEALTH AND MEDICAL AFFAIRS COMMITTEE.

The Health and Medical Affairs Committee shall:

A. be charged with the consideration, formulation, review and approval of all matters affecting the activities or policies of the Schools of Medicine, the College of Pharmacy, the College of Nursing, the College of Social Work, and the Arnold School of Public Health on the Columbia campus, and the health sciences units on each University System campus, and shall be kept informed of all matters affecting these activities or policies in order that it may make recommendations and reports to the Board;

B. be responsible for overseeing the administration's efforts to coordinate and integrate the heretofore listed schools and colleges into an efficient health sciences academic enterprise, and for the presentation of the results of such efforts to the University community and the public at large.

All matters relating to the various schools and colleges heretofore mentioned but also pertaining to financial affairs, academic affairs, student affairs, or facilities affairs of these schools and colleges shall continue to be the primary responsibility of the respective standing committee with primary jurisdiction over such matters as expressly delegated by these Bylaws, with the Health and Medical Affairs Committee having concurrent but subordinate jurisdiction.

SECTION 7. UNIVERSITY SYSTEM COMMITTEE.

The University System Committee shall:

A. function as the University System committee of the Board and shall be charged with the consideration of issues of System-wide application not otherwise expressly delegated by these Bylaws to another standing committee of the Board, including such matters as System administrative services, governance and coordination, and student transfer programs;

B. maintain attention to the integrity and independent accreditation status of the Comprehensive Universities while promoting collaboration, cooperation and appreciation for the spectrum of programs and capacities that span the University System;

C. be kept informed of all matters affecting the efficient management and operation of the System;

D. be charged with the responsibility for reviewing the activities of Palmetto College, and the coordination of University System on-line programs;

E. monitor matters of strategic importance that span the University System when doing so does not replicate work of any Board committee charged with strategic planning; and

F. meet from time to time with the President and Chancellors on matters of concern or interest.

ARTICLE XIX

AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (fourteen or more votes) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been given at the regular meeting of the Board next preceding the meeting at which such amendment is voted upon and the proposal for amendment first shall have been referred to an appropriate committee of the Board in accordance with Article VII of these Bylaws.

Adopted by the Board of Trustees
at its meeting on June 24, 1992.

Amended by the Board of Trustees
at its meeting on February 19, 1993.

Amended by the Board of Trustees
at its meeting on October 19, 1995.

Amended by the Board of Trustees
at its meeting on August 10, 2001.

Amended by the Board of Trustees
at its meeting on April 20, 2007.

Amended by the Board of Trustees
at its meeting on February 4, 2011.

Amended by the Board of Trustees
at its meeting on December 13, 2011.

Amended by the Board of Trustees
at its meeting on April 17, 2013.

Amended by the Board of Trustees
at its meeting on April 21, 2017.

Amended by the Board of Trustees
at its meeting on June 22, 2018.

Amended by the Board of Trustees
at its meeting on August 17, 2018.

Amended by the Board of Trustees
at its meeting on October 19, 2018

Amended by the Board of Trustees
at its meeting on August 14, 2020

I hereby certify that this edition of the Bylaws of the Board of Trustees of the University of South Carolina reflects the Bylaws as approved and adopted by the Board on ~~August 14, 2020~~June 25, 2021.

J. Cantey Heath, Jr.

L. Cameron Howell IV

Secretary, Board of Trustees
University of South Carolina

F. Standing committees may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve on such standing committee with full right to participate in committee discussion but without the right to vote.

G. No member of the Board, other than the permanent Chairman and Vice Chairman, may serve on more than three standing committees of the Board.

H. Each standing committee, other than the Governance Committee, shall consist of not less than five members nor more than eight members of the Board appointed by the permanent Chairman at or following the August Board meeting of each even year. At the first scheduled meeting following such appointment in August 2022, the members so appointed of the Audit, Compliance and Risk; Health and Medical Affairs; and University System Committees shall elect a Chairman of their respective Committees. The terms of those three Committee Chairmen shall be for two years from the date of election until the appointment of membership in standing committees by the permanent Chairman in 2024. Each of the Chairmen of those three Committees shall be eligible to serve one additional, consecutive term. At the first scheduled meeting following Committee appointments in August 2022, the members so appointed of the Academic Excellence and Student Experience; Advancement, Engagement and Communication; and Finance and Infrastructure Committees shall elect a Chairman of their respective Committees. The Chairmen of those three Committees shall serve terms of four years from the date of election until the appointment of membership in standing Committees by the permanent Chairman in August 2026. Each of the Chairmen of those three Committees shall be ineligible to serve an additional, consecutive term. Thereafter, the members so appointed of the Finance and Infrastructure; Academic Excellence and Student Experience; and Advancement, Engagement and Communication Committees shall elect a new Chair of their respective Committees; and the terms of those three, new Committee Chairmen shall be for two years from the date of election in 2026 until the appointment of membership in standing committees by the permanent Chairman in 2028. Each of the Chairmen of those three Committees then shall be eligible to serve one additional, consecutive term. ~~The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of membership in standing committees by the permanent Chairman in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term.~~ In the event a vacancy occurs in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

I. The Governance Committee shall consist of the permanent Chairman, Vice Chairman, and the duly elected chairman of each standing committee of the Board. The Vice Chairman shall serve as the chairman of the Governance Committee of the Board.

SECTION 2. SPECIAL OR AD HOC COMMITTEES.

A. Special or ad hoc committees shall be appointed by the permanent Chairman of the Board with such powers and duties and period of service as the permanent Chairman may determine, provided that no special or ad hoc committee shall be created by the permanent Chairman to act upon any matter appropriate to be acted upon by a standing committee. The permanent Chairman may appoint non-Board members with subject matter expertise to serve on such special or ad hoc committees.

ARTICLE VI

OFFICERS OF THE BOARD

SECTION 1. EX OFFICIO CHAIRMAN. The Ex Officio Chairman of the Board shall be the Governor of South Carolina who, when present, shall preside at all meetings of the Board.

SECTION 2. PERMANENT CHAIRMAN. A permanent Chairman of the Board may be elected by written ballot from among those members of the Board elected by the General Assembly. A majority vote of the entire Board (eleven or more votes required for election) is necessary for election. Such election shall take place at the August meeting of the Board in each even year and the term of office shall commence immediately upon election and shall extend for a period of two years or until his successor shall be elected. The permanent Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of permanent Chairman, the Vice Chairman shall complete the term of the vacating Chairman.

The permanent Chairman of the Board, in the absence of the Ex Officio Chairman, shall preside at all meetings of the Board and shall be the spokesman for the Board. He shall serve as a member of the Governance Committee of the Board. He shall also serve as an ex officio member of all standing, special or ad hoc committees of the Board with full right to participate in Board or committee discussion and with the full right to vote. He shall perform such other duties as may, from time to time, be prescribed by the Board and by these Bylaws.

By a two-thirds vote of the entire Board (fourteen or more votes required), the permanent Chairman of the Board may be removed from office, thereby losing all rights and privileges of the office of permanent Chairman of the Board.

SECTION 3. VICE CHAIRMAN. The Board shall, subsequent to the election of permanent Chairman and in the same manner as the permanent Chairman was elected, elect a Vice Chairman who shall preside at meetings of the Board in the absence of the Ex Officio Chairman and the permanent Chairman of the Board. He shall serve as Chairman and a member of the Governance Committee of the Board. He shall also serve as an ex officio member of all standing, special or ad hoc committees of the Board with full right to participate in Board or committee discussion and with the full right to vote. The Vice Chairman shall be eligible to succeed himself for not more than one additional, consecutive full term. In the event a vacancy occurs in the office of Vice Chairman, the Board shall elect a Vice Chairman to complete the term of the vacating Vice Chairman in the same manner prescribed above (eleven or more votes required for election) at the next regular meeting of the Board following the creation of the vacancy. The Vice Chairman shall succeed the permanent Chairman in the event of vacancy.

By a two-thirds vote of the entire Board (fourteen or more votes required), the Vice Chairman of the Board may be removed from office, thereby losing all rights and privileges of the office of Vice Chairman of the Board.

SECTION 4. CHAIRMAN EMERITUS. In the event a retiring permanent Chairman continues to serve as an elected member of the Board subsequent to the expiration of his term as permanent Chairman, he shall be designated as Chairman Emeritus. The term of Chairman Emeritus shall extend for the duration of that member's elected service on the Board or until a succeeding retiring permanent Chairman becomes eligible to assume the designation of Chairman Emeritus by the termination of his service as permanent Chairman and his continuing to serve as an elected member of the Board, whichever occurs first. At no time shall there be more than one member of the Board entitled to the designation of Chairman Emeritus and the last person to have served as permanent Chairman who is still a member of the Board shall be designated Chairman Emeritus.

SECTION 5. TEMPORARY CHAIRMAN. In the event the Ex Officio Chairman, the permanent Chairman,

F. Standing committees may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve on such standing committee with full right to participate in committee discussion but without the right to vote. This term of appointment shall expire upon the election or reelection of the committee's Chairman. A non-Board, non-voting member of any standing committee may be reappointed to the same committee for no more than two full, consecutive terms of two years.

G. By a two-thirds vote of the entire Board (fourteen or more votes required), a non-Board, non-voting member of any standing committee may be removed from committee membership.

H. No member of the Board, other than the permanent Chairman and Vice Chairman, may serve on more than three standing committees of the Board.

I. Each standing committee, other than the Governance Committee, shall consist of not less than five members nor more than eight members of the Board appointed by the permanent Chairman at or following the August Board meeting of each even year. The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of membership in standing committees by the permanent Chairman in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term. In the event a vacancy occurs in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

J. By a two-thirds vote of a Committee's Trustees, a Committee Chairman may be removed from office, thereby losing all rights and privileges of the position of Committee Chairman.

K. The Governance Committee shall consist of the permanent Chairman, Vice Chairman, and the duly elected chairman of each standing committee of the Board. The Vice Chairman shall serve as the chairman of the Governance Committee of the Board.

SECTION 2. SPECIAL OR AD HOC COMMITTEES.

A. Special or ad hoc committees shall be appointed by the permanent Chairman of the Board with such powers and duties and period of service as the permanent Chairman may determine, provided that no special or ad hoc committee shall be created by the permanent Chairman to act upon any matter appropriate to be acted upon by a standing committee. The permanent Chairman may appoint non-Board members with subject matter expertise to serve on such special or ad hoc committees.

B. By a two-thirds vote of the entire Board (fourteen or more votes required), a non-Board, non-voting member of any special or ad hoc committee may be removed from special or ad hoc committee membership.

C. Standing committees of the Board shall be authorized to appoint special or ad hoc committees of its membership to address specific matters appropriate for consideration by the standing committee. Standing committees may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve on such special or ad hoc committees with full right to participate in committee discussion but without the right to vote.

D. By a two-thirds vote of the entire Board (fourteen or more votes required), a non-Board, non-voting member of any special or ad hoc committee may be removed from special or ad hoc committee membership.