



## South Carolina Commission on Higher Education

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Executive Director

### MEMORANDUM

**TO:** John L. Finan, Chair, and Members, Commission on Higher Education

**FROM:** Charles Munns, Chair, and Members  
Governmental & Administrative Affairs Committee

**DATE:** October 31, 2014

**SUBJECT:** Consideration of Revised CHE Bylaws, Rules and Procedures

At its meeting on October 2, 2014, the Governmental & Administrative Affairs Committee continued its review of the Commission's Bylaws, Rules and Procedures, which were last amended by the Commission in August 2007. The Committee voted to advance the attached proposed revisions for consideration of the Commission with the understanding that the recommended changes are to be considered a first iteration and additional changes may be advanced by the Committee at a later date. The Committee's proposed revisions were distributed for information to Commission members on October 13, 2014, with notice that the changes would be considered at the November business meeting.

The following briefly outlines the proposed revisions which are highlighted in the attached document in red text with **new text bolded and underlined** and **~~deleted text bolded and struck~~**. There have been no changes since the draft distributed on October 13, except to reflect changes in section and item numbering. Referenced item and section numbers reflected below refer to the re-numbered items as included in the attached revisions.

- 1.) Nonsubstantive corrections have been made throughout including revising the word chairperson to chair and renumbering of sections and items within sections.
- 2.) Section I, Procedures Concerning Commission Meetings:
  - a. Item 2 revised to reduce the number of members that may call a special meeting of CHE from one-third of the members to at least three and to add clarification regarding required notification and agenda of any special or called meeting.
  - b. Item 3 is amended to change the month of the election of the vice chair from the July meeting to August or as soon thereafter as possible and to remove the restriction that a member may serve no more than four years as vice chair.
  - c. Item 4 is amended to add "simple" to clarify majority as defined in constituting a quorum of the Commission. The provision is consistent with the SC FOIA.
  - d. Item 5 is amended to add a requirement that the meeting agenda must be approved by the chair or vice chair in the absence of the chair, to clarify that the agenda and related materials will be distributed electronically to Commissioners and that mailed copies may be requested, and to add language to provide for a procedure for Commissioners to request items to be included on the agenda.

Additionally, text included previously as part of Section I, Item 5 relating to the “48 hour requirement” for action items considered by the Commission has been renumbered as a separate item 6.

- e. Item 6, which was part of Item 5 of Section I, is amended to make nonsubstantive edits to text and to remove the annual review requirement of the exemption from the 48 hour requirement provided for consideration of interim capital projects. The exemption has been included in the bylaws since August 2007.
  - f. Item 7 is added to require that unfinished business must be placed on the agenda for the next meeting following committee reports and prior to any new or other business.
  - g. Item 10 is added to cover attendance requirements, define unexcused absences, and provide for procedures concerning recording and reporting of attendance.
  - h. Item 11 is added to include provisions concerning Commissioners’ participation in meetings by conference call or other means of communication and to clarify that participation in executive session may be limited at the discretion of the chair to those physically present.
  - i. Item 12, formerly part of Item 7 of Section I, is renumbered as a separate item and further amended to clarify distribution of copies for CHE meetings.
  - j. Item 13 is added to affirm that proxies to determine a quorum, for voting, or other purposes are not allowed.
  - k. Item 14 is added to clarify procedures for voting on items before the Commission.
- 3.) Section II, Procedures Concerning Commission Staff
- a. Items 2b and 2d relating to duties of the Executive Director are amended for clarification.
- 4.) Section III, Procedures Concerning Commission Committees
- a. Item 2b is amended to change the month for annual appointment of standing committees from July to August or as soon thereafter as possible; to delete obsolete language regard the naming of the standing committee chairs; and to clarify process for the appointment of standing committee chairs.
  - b. Item 2c is added to provide for procedures relating to standing committees including the preparation and distribution of agenda and materials and to require that all committee agenda and materials upon distribution be copied for information to all other members of the Commission.
- 5.) Section IV, Amendments to Bylaws
- a. Section IV and corresponding items 1-3 are added to include provisions for the annual review of the bylaws by the standing committee charged with this duty, the process for proposal of amendments by Commissioners, and requirements for notice and voting on proposed amendments to the bylaws.
- 6.) Section V, Reimbursement for Members of the Commission on Higher Education (formerly Section IV)
- a. Items 2 and 3 include nonsubstantive changes to clarify text.

### **Recommendation**

The Committee on Governmental & Administrative Affairs recommends that the Commission approve the revised CHE Bylaws, Rules and Procedures.

SOUTH CAROLINA COMMISSION ON HIGHER EDUCATION  
BYLAWS, RULES, AND PROCEDURES

I. Procedures Concerning Commission Meetings

1. Regular meetings of the Commission normally will be held at 10:30 a.m. on the first Thursday of each calendar month, with scheduled exceptions. Meetings will be scheduled to permit the Commission periodically to visit campuses of the public colleges and universities.
2. Special meetings may be called by the Chair~~person~~ or upon the request of at least three ~~one-third of the~~ members. No meeting will be convened on less than forty-eight hours' notice without the consent of two-thirds of the members. Notice of special meetings must be provided in accordance with the South Carolina Freedom of Information Act<sup>1</sup> and include the agenda, date, time, and place of meeting. Business conducted in a special or called meeting shall be confined to the stated purpose.
3. The Chair~~person~~ will preside at all meetings of the Commission. If the Chair~~person~~ is absent, the Vice Chair~~person~~ will preside. The Chair~~person~~ is appointed by the Governor for a term of four years with the advice and consent of the Senate. The Vice Chair~~person~~ will be elected annually in July August, or as soon thereafter as possible.~~and may serve no more than four consecutive years in that capacity.~~
4. A simple majority of the members of the Commission will constitute a quorum.
5. The Executive Director will prepare an agenda for each meeting. The agenda must be approved by the Chair of the Commission or the Vice Chair in the absence of the Chair. To the extent feasible, at least one week prior to the meeting the Executive Director will distribute electronic mail copies of the agenda and related materials to members of the Commission. Commissioners may also request that copies be mailed to them.

Any Commission member may request, in written communication to the Chair of the Commission or Executive Director, that an item be placed on the agenda. The Executive Director at the direction of the Chair will place such item on the agenda for the next Commission meeting.

*(NOTE: Item 6 was Part of 5 and is renumbered and included as its own section)*

6. Committee recommendations that require Commission action must be submitted in writing to members of the Commission at least forty-eight (48) hours prior to a regular meeting,~~provided, however, that at any meeting.~~ This requirement may be suspended upon approval of three-fourths of the members present at that meeting.

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<sup>1</sup> SC Code of Laws Ann. §§ 30-4-10 *et al.* See §30-4-80, *Notice of meetings of public bodies.*

The forty-eight (48) hour requirement is suspended for committee recommendations concerning interim capital projects. Staff materials concerning interim capital projects are to be sent to the full Commission at the time of the ~~C~~committee mail-out to provide the Commission with all available information on the projects prior to the Commission meeting. ~~The suspension will be reviewed each June by the Commission for continued applicability.~~

7. Any unfinished business must be placed on the agenda for the next meeting under the heading "Unfinished Business" to be taken up following any committee reports and prior to any new or other business.

~~6-8.~~ Robert's Rules of Order will be followed.

~~7-9.~~ Meetings of the Commission are open; executive sessions may be called only in accordance with the South Carolina Freedom of Information Act.

10. Members of the Commission are expected to attend all regularly scheduled and called meetings of the full Commission and its committees. State law (SC Code of Laws Ann. § 1-3-245) requires that a member who has three consecutive unexcused absences from regularly scheduled meetings is considered removed from the Commission and a vacancy is created. It further requires that the Chair of the Commission must as soon as practicable notify the Governor or appropriate appointing authority of the member's three consecutive unexcused absences and of the resulting vacancy.

An unexcused absence shall be defined as an absence that was not requested in advance and approved by the Chair. Excused absences may also be granted after the fact at the discretion of the Chair.

The attendance record of all Commissioners shall be maintained by the Executive Director or appointed staff designee and reported at least annually to the Chair of the Commission who shall take action as deemed appropriate, which could include communication with the appropriate appointing authority.

11. Unless otherwise prohibited by the Commission's enabling legislation, the Commission "Bylaws, Rules, and Procedures," the South Carolina Freedom of Information Act, or other provision of State law, any or all Commission members may participate in a meeting of the Commission or any committee by means of conference call or other means of communication by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute attendance at such meeting and shall be recorded in the minutes as virtual attendance. However, participation in executive session may, at the discretion of the Chair, be limited to those members physically present at the meeting.

*(NOTE: Item 12 was Part of former item 7, now 9, and is renumbered and included as its own section)*

12. Commission members may not designate alternates to attend meetings. The following officials will be invited to all open meetings and will be provided electronic copies of materials sent in

advance to Commission members: the State Superintendent of Education, the executive director of the State Board for Technical and Comprehensive Education, ~~the president of the South Carolina College Council, the chairperson of the Council of Presidents of Public Senior Colleges and Universities,~~ presidents of public and independent colleges and universities, the president of the South Carolina Independent Colleges and Universities Association, and the education aide to the Governor.

13. The use of proxies for purposes of determining a quorum, for voting or any other purposes shall not be permitted. Members absent from a meeting can make their views known to other members of the Commission beforehand, but will not be allowed to delegate their vote to another member.

14. Voting shall be by voice except in cases requiring a two-thirds vote which shall be counted by a show of hands. Any member may request a division vote by a show of hands prior to the results of the voice vote being announced. Any member may request a roll call vote to be recorded provided the request for a recorded roll call is made prior to the results of the vote being announced. A vote by ballot may be ordered by a majority vote.

~~8.~~ 15. Minutes of all open meetings of the Commission will be kept by the Executive Director and distributed to each member one week prior to the next meeting.

## II. Procedures Concerning Commission Staff

1. The Commission will employ a full-time director with the title of Executive Director to serve as its chief administrator, and such other staff as needed.
2. Duties of the Executive Director include:
  - a. serving as the professional administrator and executive secretary of the Commission;
  - b. advising the Commission on all educational matters, recommending policies and implementing procedures, directing all operations of the Commission office;
  - c. keeping minutes of all Commission meetings;
  - d. recommending a staff organization and manage daily operations;
  - e. hiring staff personnel for all positions;
  - f. representing the Commission in groups, bodies, agencies, and organizations as approved by the Chairperson; and
  - g. performing such other duties as may be assigned by the Commission.
3. No member of the Commission staff may be an employee, consultant, or member of a governing body of any public or private institution of higher learning in South Carolina.

### III. Procedures Concerning Commission Committees

1. Executive Committee
  - a. The Executive Committee of the Commission will be composed of the Chair~~person~~ of the Commission, who will act as the committee's presiding officer; the Vice Chair~~person~~; and the Chair~~persons~~ of the standing committees of the Commission.
  - b. The Executive Committee will have the power to act upon those matters delegated to it and will perform such duties as assigned by the full Commission. When appropriate, it will serve as the steering committee for such projects or programs not clearly within the purview of another standing committee.
2. Standing Committees
  - a. Act 410 (1978) states that "The Commission shall create from among its membership such standing committees as it may deem necessary. The creation of the committees and their duties shall be prescribed by a two-thirds vote of the membership of the commission. Special committees may be created and their duties prescribed by a majority vote of the membership of the commission."
  - b. Members of standing committees will be appointed by the Chair~~person~~ annually, at the ~~July~~ August meeting or as soon thereafter as possible. Members may be reappointed. ~~In July of 1996, standing committee Chairpersons will be named by the Commission Chairperson; thereafter, the Commission Chair shall initially appoint the chair of a~~ standing committee; ~~thereafter, each committee~~ will elect its own chair~~person~~.
  - c. The respective Commission staff division directors assigned to support a standing committee shall, in consultation with the Executive Director, prepare the committee agenda for review and advice of the standing committee chair. In doing so, a similar procedure to that of the full Commission with respect to the development of the agenda and the distribution of the agenda and materials shall be followed (See Section I, Item 5). However, the committee agenda and materials shall be provided to committee members and copied for information to all other members of the Commission.
3. The Chair~~person~~ will appoint members to any special committees created by the Commission.

### IV. Amendments to Commission Bylaws

1. At least annually, the Commission Chair should cause the Commission's "Bylaws, Rules, and Procedures" to be reviewed by the standing committee charged with this duty. Any recommended changes as a result of this review shall be submitted by the committee in writing to the Commission at least fifteen (15) days prior to a regularly scheduled Commission meeting at which the Commission will act on the recommended changes.

2. Proposed amendments to the Commission’s “Bylaws, Rules and Procedures” may also be presented in writing to the Commission at a scheduled meeting by any member of the Commission. The Chair at his or her discretion may give notice that any such proposed amendment may be acted upon at the next regularly scheduled meeting. The Chair of the Commission may elect to refer such proposed amendments to the appropriate standing committee for study. The committee will submit its recommendation in writing for approval of the Commission to all members at least fifteen (15) days in advance of the meeting at which action is to be taken.
3. None of these “Bylaws, Rules, and Procedures” shall be subject to change by appeal, alteration, or suspension except by a two-thirds vote and provided previous notice as required herein is given.

**~~IV.~~ V. Reimbursement for Members of the Commission on Higher Education**

1. Members of the Commission will be reimbursed on a per diem basis for mileage and expenses incurred on official Commission business or for any public activity on behalf of the Commission, as provided for in the annual Appropriation Act.
2. In traveling on official business, the miles traveled will be calculated from the member's city of residence, using the current state highway system map. When using a personal automobile in traveling on official business, the traveler must proceed by the most direct major route practicable, and substantial deviations from the distances shown on the current state highway map of the South Carolina Highway Department should be explained.

The Commission cannot reimburse the travel expenses of a member whose residence or office is in the greater metropolitan area in which the meeting is held.

3. To obtain reimbursement, the member will complete and sign a blank the requisite State of South Carolina expense voucher. Normally the staff will distribute these forms at the meeting. The Commission's accounting staff will process the official travel voucher which will be forwarded to the State Comptroller General, who will provide a check for reimbursement. The accounting staff will mail the check and a copy of the official voucher to the member. The voucher should be retained for reference when filing income tax returns, as no other record of payment is provided.

Revision by action of the Commission: \_\_\_\_\_

Amended by action of the Commission: August 1, 2007