



## **SMARTSTATE REVIEW BOARD**

### **BY-LAWS OF THE BOARD**

#### **Article I**

##### Objectives and Purposes

The SmartState Review Board was created by Chapter 75 “South Carolina Research Centers of Economic Excellence” of Act No. A356 of 2002. The purpose of the Board is to provide for oversight and operation of the “Centers for Excellence Matching Endowment” and to determine whether or not to award matching funds and in what amount for Centers of Economic Excellence to the three senior public research universities of the State of South Carolina.

#### **Article II**

##### Membership

The SmartState Review Board consists of eleven appointed members: three appointed by the Governor, three by the President Pro Tempore of the State Senate, three by the Speaker of the South Carolina House of Representatives, one by the chairman of the Senate Finance Committee, and one by the chairman of the House Ways and Means Committee. Members are appointed to serve three-year terms, except that the initial appointments are staggered from one to three years. In addition to the voting members, the presidents of the senior research universities serve as ex officio non-voting members of the Board.

## Article III

### Meetings and Attendance

#### Section 1: Meetings

The Board shall meet at least once each quarter of its fiscal year. The fiscal year of the Board shall be the same as that of the State of South Carolina. A majority of the voting members of the Board shall constitute a quorum for conducting the business of the Board. The Chairperson of the Board may call a special meeting at his or her discretion and must call a special meeting if requested in writing to do so by at least three voting members of the Board. At least five days' notice including a list of the subjects to be considered shall be given to all members of the Board prior to any meeting. Any Board member may participate in any meeting, either regular or special, by telephone or other appropriate conference communication. No Board member may vote by proxy without the prior approval of all of the remaining members of the Board in attendance at any meeting. Meetings shall be conducted according to the governing procedures found in the most revised edition of *Robert's Rules of Order*. Certain procedures in *Robert's Rules of Order* concerning executive sessions or closed meetings are superseded by Section 70 of the South Carolina Freedom of Information Act.

#### Section 2: Attendance

The attendance requirements for Review Board members are outlined in the South Carolina Code of Laws, Title I, Chapter 3, Article 5, Section 1-3-245, which states that:

- (A) A member of a state board, council, commission, or committee who has three consecutive unexcused absences from regularly scheduled meetings held by the particular board, council, commission, or committee is considered removed from the board, council, commission, or committee and a vacancy is created. The chairman of the board, council, commission, or committee immediately shall notify the Governor or appropriate appointing authority of the member's three consecutive unexcused absences and of the resulting vacancy. An unexcused absence must be defined by each respective board, council, commission, or committee in rules governing its operation.
- (B) This section does not apply to an ex officio member of a state board, council, commission, or committee or to a designee of an ex officio member.

An unexcused absence shall be defined as one in which the Board member fails to contact the chairman of the Review Board or the Review Board senior staff at the Commission on Higher Education in advance of the absence, and provide either via e-mail or in writing, notification of the pending absence accompanied by a satisfactory and legitimate reason for the absence.

## Article IV

### Officers and Their Duties

#### Section 1: Officers

The Officers of the Board shall consist of a Chairperson, a Vice-Chairperson, and a Secretary, to be elected annually at the first meeting of the Board in each fiscal year. The term of the Officers shall be for one year and a majority of all votes cast shall be necessary to elect an officer of the Board. Other officers may serve unlimited successive terms if re-elected by the Board.

#### Section 2: Duties of the Officers

The Chairperson shall preside at all meetings of the Board, shall appoint the members of all committees established by the Board and shall generally perform the responsibilities that pertain to the Office of Chairperson. He or she shall be responsible for ensuring that the agenda for each meeting is mailed to all members of the Board in a timely fashion and that all documents or other materials to be presented to the Board are available in adequate copies for each meeting. He or she shall also assure that all required reports of the Board are completed and filed in a timely manner.

The Vice-Chairperson shall preside at all meetings when the Chairperson is absent or when requested to do so by the Chairperson. He or she shall perform all other duties requested by the Chairperson.

The Secretary shall keep the minutes of the meetings of the Board and shall have the custody of all records of the Board. The Secretary may delegate the responsibilities under his or her supervision to the Staff of the Commission on Higher Education.

Other Administrative Officers may be selected by the Board to carry out such duties as shall be assigned to them by the Board.

#### Section 3: Committees

The Board may create committees to study specific matters and report thereon to the Board. The Chairperson shall appoint the members of each such Committee. The Board may alter the purposes of any Committee or disband it at any time.

#### EXECUTIVE COMMITTEE

There shall be an Executive Committee consisting of the Review Board Chair, Vice Chair, Secretary, and the Chair of the Audit Committee. The immediate past-Chair shall serve as an ex-officio, non-voting member of the Executive Committee.

Meetings of the Executive Committee shall be held at the call of the Chair at such place and time as the Executive Committee from time to time by resolution shall decide, subject to the same provisions as to notice as are provided with respect to meetings of the Board.

Three members of the Executive Committee, present in person, shall constitute a quorum. A simple majority vote of those present and voting will be required for the passage of any act of the Executive Committee while in session.

The Executive Committee shall have such powers and duties as may be delegated to it by the Board. The Board may delegate to the Executive Committee any of its duties except those required by law to be performed by the Board.

The Executive Committee is charged with assisting the Review Board Chair in carrying out the mission and function of the Review Board, and serving in a planning capacity for all activities and responsibilities legislatively assigned to the Board.

#### AUDIT COMMITTEE

There shall be an Audit Committee consisting of a Chair (to be appointed by the Review Board Chair), and two additional members of the Review Board.

The Audit Committee assists the Board in the effective discharge of its responsibilities by furnishing them with analysis, appraisals, recommendations and comments concerning the activities reviewed. The Audit Committee provides reviews to assure that the Board's plans are carried out, policies and procedures are observed, assets are accounted for, and records and reports are reliable.

The Audit Committee has access to all Board activities and records related to the subject under review. As such, the responsibility to execute specific actions remains with the Board. The Audit Committee reports to the Board.

The Audit Committee may be concerned with any area of Board activity and is responsible for the following activities:

- Provide accountability of compliance to the full Board in the form of a report.
- Inform and advise management personnel by providing them with objective analyses, appraisals, recommendations, and pertinent comments concerning the operations for which they are responsible.
- Review the reliability and integrity of financial information and the means used to identify, measure, classify, and report such information.
- Review and test compliance with statutory, regulatory, and internal policy requirements.
- Determine the extent to which resources are used efficiently and effectively.

- Evaluate the timeliness, reliability, and usefulness of institutional records and reports.
- Serve as coordinator of external audits by issuing a Request for Proposals soliciting an external, independent agency to audit Endowed Chair funds.

## **Article V**

### Responsibilities of the Board

Under the appropriate statutes or by necessary implication therefrom, the SmartState Review Board is charged with the following responsibilities:

1. Prepare annual report to S.C. Commission on Higher Education including a schedule for receiving grant proposals and awarding grants (Sec. 2-75-10).
2. Oversight and operation of the Centers of Economic Excellence Matching Endowment (Sec. 2-75-10 and Sec. 2-75-30).
3. Provide Private Audit and Annual Report to the S.C. Budget and Control Board and S.C. General Assembly members (Sec. 2-75-10).
4. Determine that application requirements have been met (Sec. 2-75-30, Sec. 2-75-50 and Sec. 2-75-60).
5. Select minimum of five outside expert individuals to perform scientific, technical reviews of each proposal (Sec. 2-75-30). [SmartState Commerce Awards are exempted from technical reviews (Sec. 2-75-30).]
6. Appoint a panel of experts from outside the State of S.C. to conduct site visits at the research institutions in order to evaluate and recommend proposals (Sec. 2-75-30 and Sec. 2-75-60).
7. Determine whether or not to award funds and the amount (Sec. 2-75-30 and Sec. 2-75-60).
8. Submit all appropriate expense forms to the S.C. Commission on Higher Education for approval and payment (Sec. 2-75-70).
9. Determine a percentage or portion of non-state matching funds which must apply equally to all awards to be used for initial operating expenses (Sec. 2-75-100).
10. Establish a cost share accounting policy whereby cash equivalent or in-kind donations may be accepted as non-state matches (Sec. 2-75-110).

## **Article VI**

### **Amendment of By-Laws**

These By-Laws may be changed, amended, or repealed by an absolute majority vote of all of the member of the Board, except that no such change shall be made unless a copy thereof has been mailed to all members of the Board at least five days prior to the meeting at which such is to be acted upon.

## **Article VII**

### **Adoption**

These By-Laws and their revisions were approved by the Review Board at its August 30, 2004, Quarterly meeting. Additional revisions include: Addition of Past-Chair to Executive Committee made by the Board on January 6, 2005; Addition of Adoption of Formal Procedural Rules made by the Board on August 20, 2007; Technical Revision to Article I on July 22, 2008; Technical Revision to Article V on July 22, 2008; Addition of membership appointments by Chair of S.C. House Ways & Means Committee and Chair of S.C. Senate Finance Committee to Article II on September 8, 2008; Enhancement of Review Board responsibilities resulting from 2008 amendments to the South Carolina Research Centers of Economic Excellence Act Technical Revision to Article V on September 8, 2008; Reflection of Program Rebrand and Enhancement of Review Board responsibilities resulting from 2010 amendments to the South Carolina Research Centers of Economic Excellence Act to Article V on September 12, 2011.