



MEMORANDUM

To: Members of the USC Trojan Family

From: C. L. Max Nikias, President-elect

Date: July 20, 2010

Subject: USC Athletic Department

Office of the Provost

C. L. Max Nikias
Executive Vice President
and Provost

Malcolm R. Currie Chair
in Technology and
the Humanities

After assuming the presidency on August 3, 2010, I will announce a number of changes and new appointments intended to optimize university-wide academic and administrative operations. I would like to first share news regarding changes within the structure of our intercollegiate student-athlete program.

Since USC's earliest days, the student-athlete experience has served as the glue that binds our worldwide, multi-generational Trojan Family. Indeed, the Trojan athletic heritage symbolizes the very energy, optimism, and determination that have fueled this university's historic academic progress in recent decades. We are determined to strengthen this athletic heritage. USC, which experiences both the opportunities and challenges involved with a high-profile athletics program at a global hub, will seek to excel in the coming years in a manner that is consistent with the highest values of the academy.

After **Mike Garrett's** 17 years of valued service as director of athletics, and as a new administration prepares to take office on August 3, 2010, the opportunity has arisen to bring new leadership to the athletic department. I thank Mr. Garrett, USC's first Heisman Trophy winner and a tireless advocate of USC athletics, for his work on behalf of our Trojan Family.

I am very pleased to announce that **Patrick C. Haden** has accepted my offer to become USC's next athletic director, effective August 3. In order to assume his new responsibilities, Mr. Haden has resigned from his post as a member of the USC Board of Trustees, which he joined in 1991, and will report directly to me.

Mr. Haden is a Rhodes Scholar, an acclaimed civic and business leader and a national media figure. He graduated *magna cum laude* and Phi Beta Kappa from USC and was a two-time Academic All-American in football. While many around the country are aware of his prominent role as quarterback and team leader during one of USC's golden eras of athletic achievement, he has played an equally significant leadership role during the university's greatest era of academic growth. As the longtime chairman of the Trustees' Academic Affairs and Student Affairs committees, Mr. Haden was a key adviser to two USC provosts, working closely with them on all aspects of the university's teaching and research mission. For more

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than 20 years, Mr. Haden has been a general partner of Riordan, Lewis & Haden, a private equity firm which invests in high-growth middle market companies. In that capacity, he has played an important role in the development of a number of privately held and publicly traded portfolio companies. In addition, this highly active community leader serves on many nonprofit boards, including those of the Rose Hills Foundation and the Fletcher Jones Foundation, both of which support colleges and universities in California. In recent years, he also has chaired the fundraising initiative of USC's College of Letters, Arts and Sciences.

Mr. Haden will receive a joint faculty appointment in the USC Marshall School of Business and the USC Annenberg School for Communication and Journalism. He will work with faculty to design new curricula in areas such as sports business and sports journalism, and will be available to lecture and teach courses.

Also effective August 3, **David M. Roberts** will join USC as **vice president for athletic compliance**. In this crucial coordinating and oversight role, he will report to **Todd Dickey**, senior vice president for administration. I believe this is the first position of its kind in the nation, and it is a welcome addition to USC's administration, given our aspirations in intercollegiate athletics. Mr. Roberts, who earned Kodak Small College All-America honors while captaining the 1972 University of California at Davis football team, has three decades of experience in complex commercial litigation. He has argued cases before the California Supreme Court, the Ninth Circuit Court of Appeals and California Court of Appeal, and has served as an arbitrator and mediator. He is the managing partner of Roberts, Raspe & Blanton LLP, which he co-founded in 1999. He previously was a partner of Paul, Hastings, Janofsky and Walker LLP, where he had practiced since 1977 and where he served on the firm's executive committee.

Ellen Ferris, USC's associate provost for athletic compliance, is being promoted to **associate vice president for athletic compliance**, reporting to Mr. Roberts. She and Mr. Roberts will work closely with the athletic director and Heritage Hall. Total staffing for the athletic compliance office will reach nine persons by the end of August, including Mr. Roberts in his oversight capacity. With this increased size and new leadership, it is my belief that the USC athletic compliance office will be one of the preeminent compliance teams in the nation.

There will be a close collaboration among the athletic compliance office, the athletic department, and the provost's office. Mr. Haden has invited Mr. Roberts to be an active participant in his weekly athletic department cabinet meetings. And the provost's office will continue to monitor closely the academic performance and coursework of every student athlete, as well as admissions policies for athletic scholarships.

Professor **Clare Pastore** of the USC Gould School of Law was appointed on July 1, 2010 to serve as USC's **faculty athletic representative** (FAR), reporting directly to the president in that capacity. Professor Pastore is an acclaimed legal expert specializing in civil procedure,

professional responsibility, and administrative law. A leading member of the California public interest community, Professor Pastore was selected as a Wasserstein Fellow by Harvard Law School in 2005 as part of its program recognizing outstanding public interest lawyers. She played field hockey as an undergraduate at Colgate University, captaining her team as a senior.

As you know, the university recently retained the services of **The Freeh Group International** to assist in our athletic compliance efforts. I am pleased to report that the Freeh Group's role at USC has been expanded to include a thorough assessment of the student-athlete culture at USC.

The Freeh Group team will be led by **Louis J. Freeh**, the distinguished former federal judge and Federal Bureau of Investigation director. He served as FBI director from 1993 to 2001 and served as a United States district court judge for the southern district of New York from 1991 to 1993.

The Freeh Group team will also include:

- **Omar Y. McNeill**, the group's partner and general counsel. Mr. McNeill previously served as the Bank of America Global Card Services Legal Executive, providing strategic guidance to the business' senior leadership team on myriad matters impacting the company's operations in the United States and abroad.
- **David P. Roselle**, the former president of the University of Kentucky. When the University of Kentucky faced controversy in 1988 involving the men's basketball team, Dr. Roselle drew praise for decisive action.
- **Amy Chisholm**, the former assistant athletic director of compliance at the University of Georgia, in Athens, Georgia.

This team will assess the current athletic department programs and processes. By the end of September, the Freeh Group will provide recommendations for changes to enhance our athletics environment operations. This will also include recommendations related to ensuring compliance with USC, Pacific 10, and NCAA rules with respect to high-profile student athletes. The group will provide a detailed plan for implementing those changes that enhance the compliance environment. The USC administration will consider the plan seriously and will ask the Freeh Group for its assistance in implementation.

Judge Freeh's group will also serve as an adviser to the administration to help ensure that USC maintains the best possible athletic department and athletic compliance offices and programs—mirroring the university's commitment to being the best possible teaching and research institution.

As I assume the office of the USC President, I would especially like to recognize and thank Mike Garrett again for his service to the university for the past 17 years as athletic director. Anyone who knows Mike Garrett is aware that no one has been more passionate about the Trojan Family and our storied Trojan athletic heritage. As athletic director since January 1993, he oversaw 19

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men's and women's athletic teams. During his tenure, he recruited outstanding coaches to USC, and the university won almost two dozen national championships in men's water polo, tennis, football, and baseball and in women's volleyball, water polo, golf, track and field, swimming and diving, and soccer.

Mr. Garrett has been one of USC's most recognized alumni, a dedicated student-athlete who came to USC from Roosevelt High School in East Los Angeles and, in 1965, became USC's first Heisman Trophy winner. He earned induction into the National Football Foundation's College Football Hall of Fame in 1985. As athletic director, he has worked closely with our student athletes—counseling, mentoring, and encouraging them to get a first-rate education and to prepare for life after athletic competition. Under his leadership, USC raised \$375 million in gifts and donations for USC athletics. And USC's long-awaited basketball and multipurpose arena, the state-of-the-art Galen Center, was brought to fruition under Mr. Garrett. He will always be held in the highest esteem by all Trojans, not only for his exploits on the playing field, but as a leader, mentor, teacher, and a driving force behind USC's student-athletes.

The Trojan Family honors and respects the USC sporting careers of those persons whose actions did not compromise their athletic program or the opportunities of future USC student-athletes. Accordingly, I have instructed the senior vice president for administration to remove athletic jerseys and murals displayed in recognition of O.J. Mayo and Reggie Bush by mid-August—before the incoming class of students moves on campus—from Heritage Hall, the Galen Center, and the Los Angeles Memorial Coliseum. The university will also return Mr. Bush's 2005 Heisman Trophy to the Heisman Trophy Trust in August.

USC will move forward, guided by the best within our athletic and academic heritage. And we have much to look forward to in the coming years. I hope you will join me in welcoming Pat Haden back to Heritage Hall in his new capacity, thanking Dave Roberts, Ellen Ferris, and Clare Pastore for assuming new leadership roles here, and thanking Mike Garrett for his long and storied service to the university.

Our Trojan student-athletes are indeed students first and foremost; thus the USC experience must ensure that they are nourished by and beholden to the noblest values of the academy and of society. And USC's athletics program, embodying our shared values and ideals, will continue to serve as the force binding this worldwide Trojan Family.

cc: Edward P. Roski Jr, chairman, USC Board of Trustees
Members, USC Board of Trustees

Attachment: Biographies

Biographies for USC Athletics and Compliance Officials and Advisers

Patrick C. Haden

Director of Athletics

Patrick C. Haden graduated from USC, *magna cum laude* and Phi Beta Kappa, in 1975 and was awarded a Rhodes scholarship to Oxford University in England. He graduated from Oxford in 1978 with a B.A. in Economics and received his J.D. degree from Loyola Law School in 1982. He has served on USC's Board of Trustees since 1991 and has chaired the board's Academic Affairs and Student Affairs committees.

Mr. Haden has been a top sports analyst and commentator for Turner Broadcasting, CBS, and NBC. He is also a managing director of Riordan, Lewis & Haden ("RLH"), a private equity firm, which invests in high growth middle market companies. He has been a partner with RLH since 1987 and has successfully assisted a number of the firm's portfolio companies with the opportunities and challenges of rapid growth.

He played quarterback under legendary USC coach John McKay from 1972 through 1974, leading the team to two national championships and three Rose Bowl appearances. He was named Co-Most Valuable Player of the 1975 Rose Bowl. He was also named an Academic All-American in 1973 and 1974. He is a member of the Academic All American Hall of Fame, the Rose Bowl Hall of Fame, the National High School Hall of Fame and the USC Hall of Fame, and he was awarded the NCAA's Silver Anniversary Award. He played professional football for seven seasons, six of those with the Los Angeles Rams. He was named the Ram's Rookie of the Year in 1976, was named to the Pro Bowl in 1977, and was named the National Football Conference Player of the Year in 1978 by the Washington, D.C. Touchdown Club.

Mr. Haden has been a member of several corporate boards, and has also served on numerous nonprofit boards. He sits on the boards of the Rose Hills Foundation and the Fletcher Jones Foundation, and has also served on the boards of non-profit organizations including USC, the Good Samaritan Hospital, Boys Town of Southern California, the Multiple Sclerosis Society of Los Angeles, and the Crippled Children's Society of Los Angeles. He is former chair of the March of Dimes Reading Olympics in Los Angeles and the Boys Life National Illiteracy Campaign.

David M. Roberts

Vice President of Athletic Compliance

David M. Roberts has over 30 years of litigation experience before federal and state courts, governmental agencies, arbitrators, and alternative dispute resolution forums involving commercial disputes. In addition to a diverse number of complex commercial business litigation matters, Mr. Roberts has successfully represented and counseled clients in the fields

of insurance coverage, insurance and real estate brokerage, environmental claims, franchising, employment and trade regulation, and administrative and business law.

Mr. Roberts has argued cases before the California Supreme Court, the Ninth Circuit Court of Appeals and California Court of Appeal, and has served as an arbitrator and mediator. In 1999, he co-founded the firm of Roberts, Raspe & Blanton LLP. He previously was a partner of Paul, Hastings, Janofsky and Walker LLP, where he had practiced since 1977 and where he served on the firm's executive committee. Mr. Roberts clerked for Judge A. Andrew Hauk, United States District Court for the Central District of California in 1976-77.

Mr. Roberts' past client list includes Marsh McLennan Companies, Inc., General Electric Capital Corporation, and Union Pacific Railroad. Mr. Roberts is AV rated by *Martindale-Hubbell Law Directory*, and was named one of the top lawyers in Southern California through a joint project of *Law & Politics* and the publishers of *Los Angeles* magazine.

He earned his J.D. degree from the McGeorge School of Law of the University of the Pacific in 1976, and served as the managing editor of the *Pacific Law Journal* from 1973 to 1976. Mr. Roberts received his bachelor's degree from the University of California at Davis, where he was a three-year letterman on the football team. He earned Kodak Small College All-America honors while captaining the 1972 team.

Ellen Ferris

Associate Vice President for Athletic Compliance

Ellen Ferris previously served as associate provost for athletic compliance at USC. Prior to joining USC, Ms. Ferris was an associate director in membership services at the NCAA. She served three and a half years as assistant commissioner for compliance services for the Big Sky Conference. Prior to her Big Sky tenure, she interned at the Southland Conference and the United States Olympic Committee.

Ms. Ferris worked at Southern Methodist University in Dallas, Texas, for nearly 11 years, where her responsibilities included teaching study skills to student-athletes and academic advising for all undergraduate business majors. Ms. Ferris earned her bachelor's degree at Southwest Texas State University, her masters in sports science at the United States Sports Academy, and her law degree at Southern Methodist University. She is a licensed member of the Texas bar.

Clare Pastore

Faculty Athletic Representative

At the USC Gould School of Law, Professor Clare Pastore teaches courses including Civil Procedure, Professional Responsibility, Poverty Law, Administrative Law, and the Access to Justice practicum, while continuing to practice as a leading member of the California public interest community. She has received frequent state and national recognition as an outstanding advocate, including being named one of Southern California's "Super Lawyers" (*Los*

Angeles magazine, 2006-09), one of the nation's 45 most outstanding public interest attorneys under age 45 (*American Lawyer* magazine, 1997), and one of California's top lawyers under 40 years old (*California Law Business*, 1999). She was selected as a Wasserstein Fellow by Harvard Law School in 2005 as part of its program recognizing outstanding public interest lawyers.

Professor Pastore is also of counsel to the ACLU Foundation of Southern California, where she was senior counsel from 2004 to 2007. She serves as co-chair of the California State Bar Access to Justice Commission's Right to Counsel Task Force and is a member of the Amicus Briefs Committee and Professional Responsibility and Ethics Committee of the Los Angeles County Bar. She is also a past member of the American Bar Association's Homelessness and Poverty Commission.

From 1989 to 2004, Professor Pastore was a staff attorney at the Western Center on Law and Poverty, where she litigated many state and federal cases involving poverty law and disability rights. She received one of the nation's first Skadden Fellowships to begin her work there in 1989. Professor Pastore holds a B.A. from Colgate University and a J.D. from Yale Law School, where she was a senior editor of the *Yale Law Review*. She clerked for Judge Marilyn Hall Patel, U.S. District Court for the Northern District of California, in 1988-89.

FREEH GROUP ADVISERS

Louis J. Freeh, Senior Managing Partner/Chairman

Louis J. Freeh graduated Phi Beta Kappa from Rutgers College in 1971. Judge Freeh received a J.D. degree from Rutgers Law School in 1974 and an LL.M. degree in criminal law from New York University Law School in 1984. He was a First Lieutenant in the United States Army Reserve.

Judge Freeh served as director of the Federal Bureau of Investigation from 1993 to 2001. From 1991 to 1993, he served as a United States District Court Judge for the Southern District of New York. In 1983, he joined the United States Attorney's Office for the Southern District of New York as an Assistant United States Attorney. Subsequently, he held positions there as Chief of the Organized Crime Unit, Associate United States Attorney, and Deputy United States Attorney. From 1975 to 1981, he was a Special Agent of the Federal Bureau of Investigation, serving in New York City and Washington, D.C.

Judge Freeh has been recognized nationally for his accomplishments, including investigations and prosecutions relating to racketeering, drugs, organized crime, fraud, and terrorism. In 1987 and 1991, he received the Attorney General's Award for Distinguished Service, the second highest annual honor given by the Department of Justice.

Omar Y. McNeill, Partner/General Counsel

Prior to joining the Freeh Group, Omar Y. McNeill served as the Bank of America Global Card Services Legal Executive, in Wilmington, Delaware, where he was responsible for overseeing the Bank of America Global Card Services Legal Department, with staff in the United States, Europe,

and Canada. In that role, he also provided strategic guidance to the business' senior leadership team on myriad matters impacting the company's operations in the United States and abroad.

Prior to joining Bank of America in 2006 (in connection with a merger), Mr. McNeill was employed by MBNA America Bank, N.A., where he held positions of senior executive vice president and deputy general counsel, responsible for managing the company's Law Division, and prior to that, senior executive vice president and chief litigation counsel, responsible for managing the efforts of the Litigation and Employment Practices Group within the Law Division. Before joining MBNA in 1997, Mr. McNeill practiced with the law firm of Young, Conaway, Stargatt and Taylor, in Wilmington, focusing on litigation and other matters. He is a 1992 graduate of Duke University School of Law.

David P. Roselle

On July 1, 1987, David P. Roselle became the ninth president of the University of Kentucky. Much of Dr. Roselle's time as president of the University of Kentucky was absorbed by a scandal that erupted in 1988 involving the men's basketball team. The NCAA alleged 17 violations of the organization's rules. The most serious allegations were that a basketball recruit, Eric Manuel, received help on the ACT college entrance exam and another recruit, Chris Mills, received \$1,000 in cash from assistant coach Dwane Casey.

Dr. Roselle was widely praised for his decisive response to the scandal. He made significant changes to the senior staff of the athletic department, launched an extensive internal investigation, implemented new policies which tightened control of the athletic department, and cooperated completely with NCAA investigators. These actions were credited with preventing the basketball team from being disbanded for two seasons, as the NCAA's Committee on Infractions initially recommended.

After stepping down as the university's president, the University of Kentucky National Alumni Association awarded Dr. Roselle its Distinguished Service Award. Dr. Roselle left the University of Kentucky to accept a post as president of the University of Delaware. He was unanimously elected the university's 25th president by the Board of Trustees. His term began May 1, 1990, and he retired on July 1, 2007.

Dr. Roselle's tenure as president was marked by aggressive fundraising campaigns and an increase in fiscal discipline. Through privatizing many services and other cost-cutting measures, he cut the University of Delaware's annual budget by \$32 million and eliminated the school's \$8 million annual deficit. Under Dr. Roselle's leadership, the university's endowment more than tripled from \$362 million when he took office in 1990 to over \$1.4 billion in 2006.

Amy Chisholm

Amy Chisholm served as the assistant athletic director of compliance at the University of Georgia, in Athens, Georgia, from July 2002 through October 2005. In that role, Ms. Chisholm directed and managed the compliance office, including development, implementation, maintenance, and coordination of a comprehensive compliance program and had responsibility

for hiring, evaluation, and supervision of staff. Previously, Ms. Chisholm served as the assistant director for compliance at the University of Georgia from 1999 through June 2002.

Before joining the University of Georgia, Ms. Chisholm served as Syracuse University's assistant director of athletic compliance from 1997 to 1999 and as the office's interim director in 1999. Ms. Chisholm is a graduate of Marshall University, from which she holds a Bachelor of Arts in Sport Marketing and Management, and a Masters of Science in Athletic Administration. While at Marshall University, Ms. Chisholm was a member of the women's tennis team.

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