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University of South Carolina
BOARD OF TRUSTEES

Governance Committee – Called
In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
March 17, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 11:20 a.m. 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
Alex English
Hubert F. Mobley
E. Scott Moise
Leah B. Moody
C. Dorn Smith III (online)
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

C. Edward Floyd (online)
Brian C. Harlan
Henry L. Jolly Jr. (online)
Richard A. Jones Jr.
Miles Loadholt (online)
Emma W. Morris
Reid T. Sherard
John C. von Lehe Jr.
Charles H. Williams

Others in attendance:

Audrey Korsgaard, USC Columbia Faculty Senate Chair
Reedy Newton, USC Columbia Student Government President
Robin Roberts, Advisor to the Advancement, Engagement and Communications
Committee

Administrators in attendance:

Michael Amiridis, President

Cameron Howell, University Secretary and Secretary of the Board of Trustees
Donna Arnett, Executive Vice President for Academic Affairs and Provost
Terry Parham, General Counsel
Ed Walton, Executive Vice President and Chief Financial Officer

Media in attendance:

Win Hammond, the *Daily Gamecock*
Lianna Hubbard, the *Post and Courier*
Alexa Jurado, the *State*
Collyn Taylor, Gamecock Central

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 receipt of legal advice regarding proposed contractual matters listed on the public agenda for this meeting and for receipt of legal advice protected under attorney-client privilege regarding the State Ethics Act.

Mr. Mobley made the motion to enter Executive Session, and Ms. Moody seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Newton asked the following to remain: Trustees, Dr. Korsgaard, Ms. Reedy Newton, President Amiridis, Secretary Howell, Ms. Dunleavy, Dr. Fritz, Mr. Parham, Mr. Sobieralski, Mr. Tanner, Mr. Walton, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Metrics for USC Columbia Strategic Plan

President Amiridis stated at the next meeting, 79 metrics across all units at USC would be presented upon which the Vice Presidents in each respective unit will be evaluated. He stated the performance metrics for each will be outlined in detail, of which a smaller subset would be highlighted for his own performance evaluation.

Chair Newton stated the update was received for information.

III. Discussion: Potential Revisions to Board Bylaws and Policies

Chair Newton stated potential revisions to Board Bylaws and policies were posted to the Board portal for review. Secretary Howell stated updated information will be provided at the next meeting.

- A. Potential Line Edits to Board Bylaws
- B. Board Policy BTRU 1.16 (“Board Member Expense Policy and Procedures”)
- C. Board Policy BTRU 1.19 (“Protecting the Institution from External Influences”)
- D. Board Policy BTRU 2.01 (“Honorary Degree Recipients”)
- E. Board Policy BTRU 3.01 (“Presidential Candidate Search Committee”)
- F. Board Policy BTRU 3.02 (“Fiduciary Duties of Trustees”)
- G. Proposed University Policy UNIV 7.01 (“Design Review Committee”)
- H. Board Policy BTRU X.XX (“Board-approved Benefits for Executive Retirees and Trustees Emeriti”)

Chair Newton stated the information as posted to the Board portal was received as information.

IV. Report on Contracts and Agreements

Chair Newton stated a report on contracts and agreements was posted to the Board portal, in keeping with Board Policy BTRU 1.04.

Chair Newton stated this update was received as information.

V. Governance Assessments

Secretary Howell stated updates on the following governance assessments were posted to the Board portal for review.

- A. 2023 Orientation for New Trustees
- B. Process and Practice for Board Self-Assessment
- C. Capacity of the Office of the General Counsel to Serve the Board of Trustees
- D. Capacity of the Office of the Board of Trustees to Serve the Board of Trustees

Chair Newton stated the assessments were received as information.

VI. Governance Committee Work Plan

Chair Newton stated the Committee’s work plan was posted to the Board portal for review.

Chair Newton stated the update was received as information.

VII. Contract and Lease Approvals

Mr. Parham presented three contracts for approval.

A. Amendment to Agreement between the University of South Carolina and Corporate Solution, LLC

Mr. Adams made a motion to approve the amendment to the Corporate Solutions, LLC agreement as presented and posted to the Board portal. Ms. Moody seconded the motion. A vote was taken and the motion was approved.

B. Amendment to Aramark Concessions Services Agreement

Ms. Moody made a motion to approve the amendment to the Aramark Concessions service agreement as presented and posted to the Board portal. Mr. English seconded the motion. A vote was taken and the motion was approved.

C. Employment Agreement

Mr. English made a motion to approve the amendment to the employment agreement of Athletics Director Ray Tanner, as presented and posted to the Board portal. Ms. Moody seconded the motion. A vote was taken and the motion was approved, with Trustee C. Dorn Smith III voting in opposition.

VIII. Other Matters

Chair Newton stated a proposed schedule for meetings of the Governance Committee and the full Board on April 21 was posted to the Board portal for review.

Secretary Howell provided an update on the scheduled dedication of the Celia Dial Saxon Hall on April 21.

Chair Newton called for any other matters to come before the Committee. There were none.

IX. Adjournment

Chair Newton declared the meeting adjourned at 12:50 p.m.

Respectfully submitted,

Cameron Howell
Secretary