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University of South Carolina
BOARD OF TRUSTEES

Governance Committee

In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
December 19, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 11:10 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
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

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

Others in attendance:

Wayne Outten, USC Columbia Faculty Senate Chair
Emmie Thompson, USC Columbia Student Government President

Robin Roberts, Advisor to the Advancement, Engagement and Communications Committee (online)

David Seaton, Advisor to the Governance Committee (online)

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:

Ian Grenier, the *Post & Courier*

Alexa Jurado, the *State*

John Whittle, the *Big Spur*

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 contracts and agreements listed on this meeting's agenda.

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

Chair Newton invited the following to remain: Trustees, Dr. Outten, Ms. Thompson, Mr. Roberts, Mr. Seaton, President Amiridis, Secretary Howell, Chancellors, Dr. Arnett, Ms. Dodenhoff, Ms. Dunleavy, Dr. Fritz, Mr. Parham, Mr. Sobieralski, Mr. Tanner, Mr. Thomas, Mr. Tolliver, Mr. Walton, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

Chair Newton suspended the meeting at 11:42 a.m. for lunch.

Chair Newton reconvened the Committee at 12:28 p.m.

II. Approval of Contracts and Leases

General Counsel Terry Parham presented the following contracts for approval.

A. USC Aiken: Online Program Management Agreement with Academic Partnerships, LLC

Ms. Moody made a motion to approve the USC Aiken online program agreement with Academic Partnerships, LLC as presented. Mr. Adams seconded the motion. A vote was taken, and the motion was approved.

The agreement was approved and was included on the Committee's written consent agenda for consideration by the full Board.

B. USC Libraries: Journals Institutional License Agreement with Informa UK Limited d/b/a Taylor & Francis Group

Mr. Adams made a motion to approve the USC Libraries journals institutional license agreement with Informa UK Limited d/b/a Taylor & Francis Group as presented. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

C. USC Brain Health Center Agreement with South Carolina Department of Health and Human Services

Mr. Mobley made a motion to approve the USC Brain Health Center agreement with the South Carolina Department of Health and Human Services as presented. Mr. English seconded the motion. A vote was taken, and the motion was approved.

The agreement was approved and was included on the Committee's written consent agenda for consideration by the full Board.

D. USC Division of Development: Blackbaud Solutions Agreement – CRM System

Ms. Moïse made a motion to approve the USC Division of Development agreement with Blackbaud Solutions as presented. Mr. English seconded the motion. A vote was taken, and the motion was approved.

E. USC Purchasing Department: AGC Networks LLC – Master Order Agreement for Cloud Phone Service

Mr. English made a motion to approve the USC Purchasing Department master order agreement with AGC Network as presented. Ms. Moïse seconded the motion. A vote was taken, and the motion was approved.

The agreement was approved and was included on the Committee's written consent agenda for consideration by the full Board.

F. USC: Affiliation Agreement with the Gamecock Club

Mr. Mobley made a motion to approve the USC affiliation agreement with the Gamecock Club as presented. Ms. Moïse seconded the motion. A vote was taken, and the motion was approved.

The agreement was approved and was included on the Board of Trustees agenda for full Board approval.

G. Department of Information Technology: Zoom Communications, Inc – Video Communications Master Subscription Agreement

Ms. Moody made a motion to approve the Department of Information Technology agreement with Zoom Communications as presented. Mr. Mobley seconded the motion. A vote was taken, and the motion was approved.

H. USC Athletics Department: Gift Agreement with G&B Horizons, LLC

Ms. Moody made a motion to approve the USC Athletics Department gift agreement with G&B Horizons, LLC as presented. Mr. Adams seconded the motion. A vote was taken, and the motion was approved.

The agreement was approved and was included on the Board of Trustees agenda for full Board approval.

I. USC School of Medicine Greenville Gift Agreement with Foundation for Embryonic Competence

Ms. Moody made a motion to approve the USC School of Medicine Greenville gift agreement with the Foundation for Embryonic Competence as presented. Mr. English seconded the motion. A vote was taken, and the motion was approved.

J. Department of Information Technology: Agreement with Lenovo Global Technology, Inc.

Ms. Moody made a motion to approve the Department of Technology agreement with Lenovo Global Technology as presented. Mr. Adams seconded the motion. A vote was taken, and the motion was approved.

III. Report on Contracts and Agreements (Portal Only)

The standard report on Contracts and Agreements was posted to the Board portal and received as information.

IV. Approval of Revisions to Bylaws

Mr. Westbrook made a motion to approve the revisions to Board Bylaws as published. Dr. Smith seconded the motion. A vote was taken, and the motion was approved.

Chair Newton stated the approval of revisions to Board Bylaws would be included on the agenda for consideration by the full Board, for the first of two required approvals.

V. Approval of Revisions to Oath of Office and Code of Conduct and Statement of Commitment

Secretary Howell reviewed revisions to the Oath of Office and Code of Conduct and Statement of Commitment.

Ms. Moody made a motion to approve the revisions to the Oath of Office and Code of Conduct and Statement of Commitment as presented. Mr. Adams seconded the motion. A vote was taken, and the motion was approved.

Chair Newton stated the revisions would be included on the agenda for consideration by the full Board.

VI. Approval of Revisions to Board Policy BTRU 2.01 (“Honorary Degrees and Institutional Commencement Speakers”) and to Honorary Degree and Commencement Speaker Nomination Form

Secretary Howell presented revisions to Board Policy BTRU 2.01.

Mr. Mobley made a motion to approve the revisions to Board Policy BTRU 2.01 (“Honorary Degrees and Institutional Commencement Speakers”) and to the honorary degree and commencement speaker nomination form as presented. Ms. Moïse seconded the motion. A vote was taken, and the motion was approved.

Chair Newton stated the revisions would be included on the agenda for consideration by the full Board.

VII. 2023 Governance Committee Work Plan

An updated 2023 Governance Committee work plan was published and received as information.

VIII. Forecast of 2024 Governance Committee Matrix and 2024 Board Retreat

The 2024 Forecast of the Governance Committee matrix was published and received as information.

Chair Newton asked the Committee to consider other governance and continuing education topics for 2024. Mr. Mobley suggested a review of the head agency salary review forms.

A draft agenda for the 2024 Board retreat was published and received as information.

IX. Other Matters

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

X. Adjourn

Chair Newton declared the meeting adjourned at 12:45 p.m.

Respectfully submitted,

Cameron Howell
Secretary