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University of South Carolina
BOARD OF TRUSTEES

Governance Committee

In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
August 18, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 2:22 p.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
C. Dorn Smith III
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

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

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
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:

David Cloninger, the *Post & Courier*
Alan Cole, GamecockScoop.com
Li Hubbard, the *Post & Courier*
Michael Lananna, the *State*
Emmy Ribero, the *Daily Gamecock*
Collyn Taylor, GamecockCentral.com
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 the discussion of legal matters regarding personnel evaluations and the requirements of the Freedom of Information Act, and contractual matters listed on the meeting's public agenda.

Mr. Westbrook made the motion to enter Executive Session, and Ms. Moody 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, Ms. Agardy, Provost Arnett, Ms. Dunleavy, Dr. Fritz, Mr. Parham, Mr. Perkins, Mr. Sobieralski, Mr. Tanner, Mr. Thomas, Mr. Tolliver, Mr. Walton, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Contracts and Lease Approvals

General Counsel Terry Parham presented the following contracts for approval:

- A. University Libraries: License Agreement with Sage Publications, Inc.

Mr. Mobley made a motion to approve the University Libraries license agreement with Sage Publications, Inc. as presented and posted to the Board portal. Dr. Smith seconded the motion. A vote was taken, and the motion was approved.

Chair Newton stated the agreement was approved and would be included on the Committee's written consent agenda for consideration by the full Board.

B. USC Upstate: Employment Agreement for Athletics Director Matthew A. Martin

Dr. Smith made a motion to approve the USC Upstate employment agreement for Athletics Director Matthew A. Martin as presented and posted to the Board portal. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

Chair Newton stated the agreement was approved and would be included on the Committee's written consent agenda for consideration by the full Board.

C. Athletics Contract Extension for Baseball Coach Mark Kingston

Mr. English made a motion to approve the Athletics contract extension for Head Baseball Coach Mark Kingston as presented and posted to the Board portal. Dr. Smith seconded the motion. A vote was taken, and the motion was approved.

III. Report on Contracts and Agreements

This agenda item was tabled for a later date.

IV. Governance Assessments

Secretary Howell provided an update on current Governance assessments.

- A. Board Self-assessment Topics
- B. Capacity of the Office of the General Counsel to Serve the Board of Trustees
- C. Capacity of the Office of the Board of Trustees to Serve the Board of Trustees

Chair Newton stated the updates were received as information.

V. Edits to Board Policies: For Information Only

Chair Newton stated the Audit, Compliance and Risk Committee recommended five minor edits to the following Board policies which were posted to the portal.

- A. Board Policy BTRU 1.06 ("Audit and Advisory Services")
- B. Board Policy BTRU 1.18 ("Conflicts of Interest and Commitment")

- C. Board Policy BTRU 1.20 (“Dishonest Acts and Fraud”)
- D. Board Policy BTRU 1.22 (“Reporting Violations of State and Federal Laws or Regulations [Whistleblower Policy]”)
- E. Board Policy BTRU 1.24 (“Internal Control Policy”)
- F. Board Policy BTRU 3.01 (Presidential Candidate Search Committee”)

Chair Newton stated the updates were received as information.

VI. Update: Trustee Development and Training

Chair Newton stated that three Trustees expressed interest in attending the 2024 National Conference on Trusteeship sponsored by AGB. The Trustees should submit a proposal to lead a discussion or participate in a panel discussion.

Chair Newton stated opportunities will be made available for a Committee member to shadow his or her respective Committee Chair, provided the Committee Chair agrees to the arrangement.

VII. Discussion: Board Bylaws Regarding Committee Structure Established in 2020

Secretary Howell facilitated a discussion on the Committee structure established in the 2020 Board Bylaws, which was posted to the Board portal.

Chair Newton stated the update was received as information.

VIII. 2023 Governance Committee Work Plan

Chair Newton stated an updated Committee work plan was posted to the Board portal and called for questions. There were none.

IX. Forecast for 2024 Governance Committee Work Plan

Secretary Howell stated the forecasted 2024 Governance Committee work plan was posted to the Board portal.

Chair Newton stated the update was received as information.

X. 2024 Board Retreat

Chair Newton stated the focus of the January 2024 Board retreat would be on development of a new facilities master plan for USC Columbia.

XI. Other Matters

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

XII. Adjourn

Chair Newton declared the meeting adjourned at 3:50 p.m.

Respectfully submitted,

Cameron Howell
Secretary