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University of South Carolina  
BOARD OF TRUSTEES

Governance Committee

In Person, Floyd Boardroom, Pastides Alumni Center  
and By Microsoft Teams  
October 13, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 1:02 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  
Leah B. Moody  
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.  
Emma W. Morris  
Reid T. Sherard  
John C. von Lehe Jr. (online)  
Charles H. Williams II

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

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:

Li Hubbard, the *Post & Courier*

Alexa Jurado, the *State*

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 receipt of legal advice regarding contracts and agreements posted on the public agenda for the Committee's meeting and regarding the State Ethics Act.

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

Chair Newton invited the following to remain: Trustees, Dr. Outten, Ms. Thompson, Mr. Roberts, Mr. Seaton, President Amiridis, Secretary Howell, Ms. Dunleavy, and Mr. Parham.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Report on Contracts and Agreements (Portal Only)

Chair Newton stated the standard report on contracts and agreements was posted to the Board portal for the Committee's review according to Board policy BTRU 1.04 and received as information.

III. Policy Alignment with "Chicago Principles"

Chair Newton stated the inspection of University's policies relative to free speech was largely complete, to ensure alignment with the "Chicago Principles," which were adopted by the Board in June. A two-week open-comment period will begin soon to permit stakeholders to react to

potential edits to four policies that relate to free speech. The Governance Committee will review these four policies in November. Other policy documents, including the faculty manual, will be inspected in a similar fashion.

#### IV. Approval of Revisions to Board Policies

Chair Newton stated an addition was made to Board Policy BTRU 1.18 (“Conflicts of Interest and Commitment”), based on advice from the Board Secretary and General Counsel. The updated policy was posted to the Board portal for review.

Dr. Smith made the motion to approve the addition made to Board Policy BTRU 1.18, Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

#### V. Approval of Campus Mission Statements

Chair Newton stated the Academic Excellence and Student Experience Committee approved suggested edits to campus mission statements, which were posted to the Board portal for review.

Mr. English moved to approve the edits to the campus mission statements as posted to the Board portal. Ms. Moody seconded the motion. A vote was taken, and the motion carried.

#### VI. Potential Edits to Bylaws

The Governance Committee reviewed potential edits to Board Bylaws, which were posted to the Board portal.

Chair Newton stated the updates were received as information.

#### VII. Government Assessments

Secretary Howell presented survey items from the AGB self-assessment tool.

Chair Newton stated the report was received as information.

#### VIII. 2023 Governance Committee Work Plan

Chair Newton stated updates on Governance Committee’s work plan were posted to the Board portal for review in advance of this meeting and received as information.

#### IX. Other Matters

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

X. Adjournment

Chair Newton declared the meeting adjourned at 1:59 p.m.

Respectfully submitted,

Cameron Howell  
Secretary