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University of South Carolina

BOARD OF TRUSTEES

October 9, 2020

The University of South Carolina Board of Trustees met at 1:30 p.m. on Friday, October 9, 2020, in the Pastides Alumni Center Ballroom and via Microsoft Teams video conference.

Members present were Dr. C. Dorn Smith III, Chair; Mr. Thad H. Westbrook, Vice Chair; Mr. J. Egerton Burroughs; Mr. Brian C. Harlan; Mr. Richard A. Jones Jr.; Mr. Miles Loadholt; Mr. Hubert F. Mobley; Ms. Leah B. Moody; Ms. Emma W. Morris; Ms. Rose Buyck Newton; Mr. Eugene P. Warr Jr.; Mr. Mack I. Whittle Jr.; and Mr. Charles H. Williams. Members participating by Microsoft Teams video conference were Mr. C. Dan Adams; Mr. Alex English; Mr. Toney J. Lister; Mr. Robin D. Roberts; Ms. Molly M. Spearman; and Mr. John von Lehe Jr. Dr. C. Edward Floyd was absent.

USC Columbia Faculty Senate Chair Dr. Mark Cooper was also present. USC Columbia Student Government President Ms. Izzy Rushton participated by Microsoft Teams video conference.

Others in attendance were President Robert L. Caslen Jr.; Secretary J. Cantey Heath Jr.; Vice President for Human Resources Ms. Caroline Agardy; President's Chief of Staff Mr. Mark D. Bieger; Presidential Faculty Fellow Dr. Susan Bon; President and CEO University Foundations Mr. Jason Caskey; Executive Director of Strategic Planning Mr. Jack Claypoole; Interim Chancellor USC Upstate Dr. J. Derham Cole Jr.; Past President USC Alumni

Association Mr. Robert F. Dozier; Chief Audit Executive Ms. Pamela Dunleavy; Chancellor Palmetto College Dr. Susan Elkins; Interim Chief Development Officer Mr. William Elliott; Associate Vice President of Finance and Budget Ms. Kelly Epting; Dean of College of Arts and Sciences Dr. Lacy Ford; Vice President of Information Technology and Chief Information Officer Mr. Doug Foster; Director Enterprise Risk Management and Insurance Mr. Brian Hann; Chief Executive Officer USC Alumni Association Mr. Wes Hickman; Board of Trustee Governance Consultant Dr. Cameron Howell; University Controller Ms. Mandy Kibler; Assistant to the President for System Affairs Mr. Eddie King; Executive Director Office of Economic Engagement Mr. Bill Kirkland; Executive Communications Director Ms. Sally McKay; Director of State Government Relations Mr. Derrick Meggie; General Counsel and Executive Director of Compliance Programs Mr. Terry Parham; Chief Operating Officer Mr. Jeffrey L. Perkins; Vice President for Student Affairs and Vice Provost Dr. Dennis Pruitt; Special Assistant to the President Mr. James Smith; University Treasurer Mr. Joe Sobieralski; Director of Public Relations Mr. Jeff Stensland; Director of Athletics Mr. Ray Tanner; Executive Vice President for Academic Affairs and Provost Dr. William F. Tate IV; Vice President for Communications Mr. Larry Thomas; Executive Vice President and Chief Financial Officer Mr. Ed Walton; Vice President for Diversity, Equity and Inclusion Mr. Julian R. Williams; Associate Vice President and Chief of Police Mr. Chris Wuchenich; and Board staff support. USC Beaufort Chancellor Dr. Al Panu joined the meeting by audio conference.

OPEN SESSION

I. Call to Order

A. Welcome and Introductions

Chair Smith called the meeting to order, welcomed everyone, and asked Trustees

in the room to introduce themselves. Secretary Heath confirmed Trustees Mr. C. Dan Adams; Mr. Alex English; Mr. Toney J. Lister; Mr. Robin D. Roberts; Ms. Molly M. Spearman; Mr. John von Lehe; and Student Body President Ms. Izzy Rushton were participating by Microsoft Teams video conference.

Chair Smith called on Mr. Jeff Stensland to introduce members of the press in attendance. Mr. Stensland introduced Mr. Tyler Fedor with *The Daily Gamecock* and Mr. Bristow Marchant with *The State* in attendance via telephone.

Chair Smith 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.

B. Invocation

Chair Smith invited Pastor Michele Fischer of Colony Evangelical Lutheran Church and Campus Pastor for Lutheran Campus Ministries to deliver the invocation.

II. Continuing Education for Trustees

Chair Smith called on Mr. Terry Parham for a review of Board policies as part of the Board's commitment to continuing education.

Mr. Parham briefly reviewed three Board policies.

A. Code of Conduct

The Code of Conduct and Statement of Commitment Policy repeatedly references each Board member's fiduciary duty as a duly elected Trustee of the University. A fiduciary duty is a legal obligation to act in the best interest of another party as opposed to oneself.

B. Protecting the Institution from External Influence

The External Influence Policy requires actions of Board members ensure the Board maintains its independence to govern (autonomy) free from undue influences of external constituencies. Members must put the interest of the University first and not be subject to external pressures and opinions.

C. Conflicts of Interest

The Conflict of Interest Policy, which is consistent with State ethics law, requires members disclose personal financial interest in matters considered by the Board. This disclosure requirement demonstrates members put the interest of the University first by removing oneself from involvement in matters in which questions could arise about a member's ability to exercise independent, unbiased judgement on behalf of the University.

Mr. Parham stated these policies were included in the meeting materials as a resource. These documents in many respects constitute a Board handbook as they collectively provide direct guidance on obligations and responsibilities of Board members. He made one overarching observation about all three policies that tie them together in respect to Board member responsibilities and obligations. At all times, members of the Board have an obligation to put the interest and needs of the University first.

In summary, Board members always have an obligation to act selflessly in the interest of the University. These policies are valuable as they set forth actions that should be taken should a member be confronted with a situation which calls into question the members compliance or the compliance of other Board members with the duties and responsibilities outlined in the policies.

Chair Smith thanked Mr. Parham for his presentation and stated the update was received as information.

III. Approval of Minutes

Chair Smith stated the following eleven sets of minutes have been finalized and posted on the Board portal for this meeting.

- A. Academic Excellence and Student Experience Committee – August 14, 2020
- B. Academic Excellence and Student Experience Committee – September 11, 2020
- C. Advancement, Engagement and Communications Committee – August 14, 2020
- D. Advancement, Engagement and Communications Committee – September 11, 2020
- E. Audit, Compliance and Risk Committee – August 14, 2020
- F. Board of Trustees (Called Meeting) – September 11, 2020
- G. Building and Grounds Committee (Called Meeting) – March 6, 2020
- H. Finance and Infrastructure Committee – August 14, 2020
- I. Finance and Infrastructure Committee – September 11, 2020
- J. Health and Medical Affairs Committee – August 14, 2020
- K. University System Committee – August 14, 2020

Chair Smith stated if there are no additions, deletions, or corrections to the minutes they stand approved as distributed.

IV. Approval of State Institution Bonds Refunding

Chair Smith called on Ms. Mandy Kibler to present State Institution Bonds Refunding.

Ms. Kibler stated every year a review is completed of the University's current bond portfolio to identify refunding opportunities, whether for revenue bonds, athletic bonds, or State Institution bonds to maximize savings. Recently, State Institution Bonds Series 2011E was identified for potential refunding. The State Treasurers Office is planning a general

obligation issuance in the first quarter of 2021 which is perfect timing for the Series 2011E refunding. Series 2011E was originally issued March 1, 2011 for \$23,955,000 with a ten-year call. Projects funded included Darla Moore School of Business Construction; Jones PSC Renovations; Gambrell Hall Renovations; Health Sciences Building Renovations; USC Aiken – Penland and Etherredge Projects; and USC Beaufort – Hargray Project. The current outstanding principal is \$15,590,000 and the estimated net present value savings for this refunding is \$3,187,291 over the remaining life of the bond with annual savings averaging approximately \$294,000. The savings realized from this refunding will remain with the University and accrue to debt service accounts to fund capital projects or to service debt as approved by the Board. Ms. Kibler advised a Bond Refunding Resolution was prepared and placed on the Board portal for today’s meeting and Board approval is requested.

Chair Smith called for a motion to approve the issuance of general obligation state institution bonds on behalf of the University of South Carolina, not to exceed fifteen million one hundred thousand (\$15,100,000) dollars. Mr. Williams made the motion and Mr. Whittle seconded the motion. A vote was taken, and the motion carried.

V. University Alumni Association

A. Report of the Alumni Association

Chair Smith called on Mr. Wes Hickman for a report of the Alumni Association.

Mr. Hickman stated the pandemic has been difficult on small non-profits throughout the state and the Alumni Association was no different. He highlighted the Alumni Association closed fiscal year 2020 with the largest membership since 2013, which is an exciting achievement. The Alumni Association shifted events to an online platform with over 1,600 participants in online events over the past few months. He

applauded the work of the Alumni Center staff for creating new ways to inform and engage alumni during the COVID-19 pandemic. The Alumni Center has become the gold standard in Columbia for hosting meetings of considerable size and importance which started with the Governor's Task Force Accelerate SC. Other notable events hosted were visits by Vice President Pence; Ambassador Dr. Deborah Birx; Surgeon General Jerome Adams; and numerous State boards, agencies, and commissions. The Veteran's Alumni Council endowed its first scholarship for a Veteran student not specific to any military branch. Homecoming events will be virtual this year. He recognized 2020 Alumni Award winners including Outstanding Young Alumnus recipient Vanessa Vaughn Mathews; Outstanding Black Alumnus recipient Dr. J. R. Green; Distinguished Alumnus recipient Patrick Dowdee; Algernon Sydney Sullivan Award recipient Donna Hooks; Honorary Life Member Award recipient Joe Blanchard; and Bethea Service Award recipient Tommy Suggs. He thanked past President of the Alumni Center Board Mr. Robert Dozier for his leadership.

Chair Smith thanked Mr. Hickman and stated this report was received as information.

B. Resolution

Chair Smith approached the lectern and asked President Caslen and Mr. Robert Dozier to join him. He called on Secretary Heath to read the resolution recognizing former Trustee Dozier as follows:

University of South Carolina

BOARD OF TRUSTEES

Resolution

WHEREAS, Robert F. Dozier, Jr. has served as President of the Board of Governors of the University of South Carolina Alumni Association and an *ex officio* member of the Board of Trustees since July 1, 2018; and

WHEREAS, during his tenure as President of the Alumni Association, Mr. Dozier used his unique gifts to ensure the future fiscal stability of the Association, was instrumental in hiring a new Chief Executive Officer for the Alumni Association and provided sound leadership during the COVID-19 Pandemic; and

WHEREAS, the leadership of Mr. Dozier strengthened the Alumni Association's ability to connect and engage alumni while growing the network of Gamecocks that have a passion to serve and support their alma mater; and

WHEREAS, Mr. Dozier has been a dedicated member of the Board of Trustees with full participation and attendance at formal and informal events and has served with distinction as a member of the Academic Affairs and Faculty Liaison, Audit and Compliance, and Health Affairs committees, as well as the Ad Hoc Committee on Strategic Planning and the Presidential Candidate Search Committee; and

WHEREAS, after graduating with a degree in political science, Mr. Dozier has become an industry leader in the world of banking. He has served on numerous boards and commissions such as the South Carolina Commission on Higher Education Foundation, he was elected to the Richland School District II Board of Trustees his Junior year at the University of South Carolina, and has served at the appointment of three governors on the Midlands Technical College Board of Trustees. Mr. Dozier pursued a business career distinguished by his continuing community engagement; and

THEREFORE, BE IT RESOLVED that the Board of Trustees expresses its sincere appreciation to Mr. Dozier for his devoted service to the University in many capacities including his presidency of the University of South Carolina Alumni Association and membership on this Board; and

BE IT FURTHER RESOLVED that a copy of this resolution be presented to Robert F. Dozier, Jr. as a token of the high esteem in which he is held and in anticipation of many years of future support and advocacy of Carolina.

PRESENTED THIS 19th DAY OF JUNE 2020

AT COLUMBIA, SOUTH CAROLINA

Board Chairman, John C. von Lehe, Jr.

University President, Robert L. Caslen, Jr.

Board Secretary, J. Cantey Heath, Jr.

Mr. Dozier stated Mr. Jack Claypoole recruited him to become involved in the Alumni Association which resulted in his becoming Alumni Association Chair and a member of the USC Board of Trustees. He thanked the Board and stated, “It does not matter which side of issues one is on, we are all Gamecocks.” He appreciated the opportunity to serve.

Chair Smith thanked Mr. Dozer and called for a motion to adopt the resolution by acclamation. A vote was taken, and the motion carried.

VI. Committee Consent Agenda Approval

Chair Smith stated the Academic Excellence and Student Experience Committee met September 11, 2020 and recommends full Board approval of all items listed on the Committee’s Consent Agenda, as posted on the Board Portal. Hearing no objections, a vote was taken, and motion carried. All items were approved, and the Committee’s detailed written report follows:

A. Academic Excellence and Student Experience Committee – September 11, 2020
(The Honorable C. Dan Adams, Chair)

Written Report for Consent Agenda Full Board
October 9, 2020

The Academic Excellence and Student Experience Committee met September 11, 2020 and recommends full Board approval of all items in this report.

I. Honorary Academic Titles

Recommend full Board Approval of all Honorary Titles, as presented and posted on the Board Portal for this meeting.

Douglas L. Anderton, Ph.D.; Distinguished
Professor Emeritus /Terrye Conroy; Law
Librarian Emerita
Kim E. Creek, Ph.D.; Distinguished
Professor Emeritus /Janet L. Fisher,

Ph.D.; Professor Emerita
May Liu; Librarian Emerita
Kenneth Goodley Kelly, Ph.D.; Distinguished
Professor Emeritus /Barry Markovsky, Ph.D.;
Distinguished Professor Emeritus

II. New Hires with Tenure

Recommend full Board Approval of all New Hires with Tenure, as presented and posted on the Board Portal for this meeting.

William Hubbard; Professor and Dean of
School of Law
Dr. Pam Martin; Professor in Department
of Psychology, College of Arts and Sciences

III. New Programs Approvals

A. Bachelor of Science Cyber Intelligence

Recommend full Board approval to establish the new BS in Cyber Intelligence degree program in the College of Arts and Sciences, as presented and posted on the Board Portal for this meeting.

IV. Program Terminations Approvals

A. Children's Law Certificate

Recommend full Board approval to terminate the Children's Law Certificate program, as presented and posted in the materials on the Board Portal for this meeting.

B. Interdisciplinary Master of Artis in Art Education

Recommend full Board approval to terminate the IMA in Art Education program, as Academic Excellence and Student Experience Committee Action Items presented and posted in the materials on the Board Portal for this meeting.

C. Master of Public Health General Public Health

Recommend full Board approval to terminate the MPH General Public Health program, as presented and posted in the materials on the Board Portal for this meeting.

D. Master of Public Health General Public Health/Pharm D. Pharmacy

Recommend full Board approval to terminate the MPH General Public Health/Pharm D. Pharmacy programs, as presented and

posted in the materials on the Board Portal for this meeting.

E. Master of Public Health General Public Health/MD Medicine
Recommend full Board approval to terminate the MPH General Public Health/MD Medicine program, as presented and posted in the materials on the Board Portal for this meeting.

F. Public Health Certificate
Recommend full Board approval to terminate the Public Health Certificate program, as presented and posted in the materials on the Board Portal for this meeting.

V. Degree Programs – 100% Online

A. Med Educational Psychology and Research
Recommend approval by the full Board of the Med Educational Psychology and Research program 100% online, as presented and posted in the materials on the Board Portal for this meeting.

VI. USC Columbia Faculty Manual Revisions

A. USC Columbia Faculty Manual Revisions
Recommend approval by the full Board of the USC Columbia Faculty Manual Revisions, as presented and posted on the Board Portal for this meeting.

This concludes the report of the Academic Excellence and Student Experience Committee.

Chair Smith stated the Audit, Compliance and Risk Committee met earlier today October 9, 2020, and recommends full Board approval of all items listed on the Committee's Consent Agenda, as posted on the Board Portal. Hearing no objections, a vote was taken, and the motion carried. All items were approved, and the Committee's detailed written report follows:

B. Audit Compliance and Risk Committee - October 9, 2020
(The Honorable Rose Buyck Newton, Chair)

Written Report for Consent Agenda Full Board

October 9, 2020

The Audit, Compliance and Risk Committee met today, Friday, October 9, 2020 and recommends full Board approval of the following items in this report and as presented in full detail on the Board portal.

- I. Voluntary Separation Programs for the following Colleges
 - A. College of Arts and Science

Faculty Only; 20 Slots Maximum; \$100,000 Maximum Payout; Separation Date of December 31, 2020; FTE prior to May 15, 1995; 20 weeks of base salary or \$100k, whichever is less
 - B. College of Education

Faculty/Staff; 3 Slots Maximum; \$100,000 Maximum Payout; Separation Date of December 31, 2020; FTE prior to August 16, 2010; 20 weeks base salary of \$100k, whichever is less
 - C. College of Engineering and Computing

Faculty/Staff; 6 Slots Maximum; \$80,000 Maximum Payout; Separation Date of December 31, 2020; FTE prior to August 16, 2010; 1-year base salary or \$80k, whichever is less
 - D. College of Information and Communications

Faculty/Staff; 15 Slots Maximum; \$100,000 Maximum Payout; Separation Date of December 31, 2020; FTE prior to August 16, 2010; 1-year base salary or \$100k, whichever is less
 - E. College of Social Work

Faculty/Staff; 5 Slots Maximum; \$100,000 Maximum Payout; Separation Date of December 31, 2020; FTE prior to August 16, 2010; 20 weeks salary or \$100k whichever is less

This concludes the report of the Audit, Compliance and Risk Committee.

Chair Smith stated the Governance Committee met earlier today, October 9, 2020, and recommends full Board approval of all items listed on the Committee's Consent Agenda, as

posted on the Board Portal. Hearing no objections, a vote was taken, and motion carried. All items were approved, and the Committee's detailed written report follows:

C. Governance Committee – October 9, 2020
(The Honorable Thad H. Westbrook, Chair)

Written Report for Consent Agenda Full Board

October 9, 2020

The Governance Committee met today, Friday, October 9, 2020 and recommends full Board approval of the following items in this report.

I. Approval of Contracts

- A. Addendum A to the Master Memorandum of Understanding for Cooperation of Services between Prisma Health Upstate and University of South Carolina School of Medicine Greenville in the amount of \$10,295,771.
- B. Academic Partnership LLC Service Agreement with USC Aiken effective August 1, 2020 in the amount of \$3,120,000.
- C. National University of Science and Technology Engineering Collaboration with the USC School of Engineering and Computing in the amount of \$15,800,000.
- D. Spring Hill Marriott Contract Addendum with University Housing effective October 1, 2020 in the amount of \$300,659.
- E. State Fleet Management Vehicle Lease Agreement with all campuses of the University of South Carolina effective August 1, 2020.

This concludes the report of the Audit, Compliance and Risk Committee.

VII. Report of the President

Chair Smith called on President Caslen for the President's Report.

President Caslen stated the University's response to COVID-19 began with four guiding principles which have been maintained. These include protecting the health and safety of students, faculty and staff; containing the spread of the virus within our own community; delivering education regardless of modality to standards and integrity expected by students, families and accreditors; and ensuring the financial health of the University.

He stated many lessons were learned by observing approximately 3,500 students over the summer to prepare for the return of students in the Fall. One of the best lessons learned involved student behavior. Approximately 5% of students tested were asymptomatic positive which indicated testing was key to identify and quarantine this group. The University was one of four Universities in the Nation able to secure a saliva test in place with laboratories on campus. President Caslen provided an update on current cases numbers as depicted on the University's COVID-19 Dashboard. President Caslen stated USC is in the third lap of a four-lap race. The adrenaline of the first two laps has worn off, and we must mentally prepare ourselves to finish strong.

He advised Provost Tate continues to work with our Deans and Faculty Senate to create the safest approach to Spring Semester. We hope to share a calendar for Spring Semester next week. He stated getting instructors back into the classrooms was a priority.

He provided an update on the Presidential Commission on University History. The Commission's charge includes: 1) study the history of all buildings 2) study and report on the history of the building names 3) identify building names that cause concern and 4) develop criteria for re-naming buildings. As part of the Commission work, open forums will be conducted.

President Caslen provided an update on Communications and provided the Board a copy of scheduled advertisements. He also provided an update on the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) monitoring. He stated “The University of South Carolina Columbia was very encouraged by the assessments of the SACSCOC special committee that evaluated the University’s monitoring report and interviewed University officials on October 7 and 8. However, the SACSCOC Board of Trustees is responsible for making the final ruling regarding the University’s compliance with SACSCOC standards. The University looks forward to the SACSCOC Board of Trustees consideration of this matter at its December meeting and receipt of written notification of SACSCOC in January 2021.” This concluded the President’s Report and he called for questions.

Mr. English asked President Caslen if consideration would be given to the history of the neighborhoods where many University buildings now stand, as part of the Presidential Commission on University History. President Caslen confirmed that would be a part of the review.

Chair Smith thanked President Caslen and stated the report was received as information.

VIII. Approval of Vice President of Development Hire

Chair Smith called on President Caslen for a recommendation for Vice President of Development.

President Caslen recommended Ms. Monica Delisa to serve as the University’s Vice President of Development. Ms. Delisa currently serves as Vice President of University Advancement and Executive Director of the Georgia College and State University

Foundation. Highlights of her work at Georgia College include a 144% increase in giving and a 31% increase in the endowment. She previously served in various development and alumni relations roles at Texas A&M and the University of Arizona. Ms. Delisa has a Bachelor of Science in Agricultural Communication and a Master of Arts in Journalism from the University of Arizona. With the Boards' approval, Ms. Delisa will start January 4, 2021 with a recommended salary of \$340,000.

Chair Smith called for a motion that Ms. Monica Delisa be approved as the Vice President for Development, effective January 4, 2021, and that she receive annual compensation of \$340,000 as outlined in the offer letter provided in the Board agenda materials. Ms. Newton made the motion, and Ms. Morris seconded the motion. A vote was taken, and the motion carried.

IX. Other Matters

Chair Smith called on Dr. Cooper who asked to make a statement. Dr. Cooper stated the Faculty Senate met Wednesday and elected new Chair-Elect Dr. Audrey Korsgaard. Dr. Korsgaard is a Professor in the Darla Moore School of Business.

X. Adjournment

There being no further business to discuss by the Board, Chair Smith adjourned the meeting at 2:40 p.m.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "J. Cantey Heath, Jr.", is written over a light blue horizontal line.

J. Cantey Heath, Jr.
Secretary