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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 13, 2022

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 9:00 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
Hubert F. Mobley
E. Scott Moise
Leah B. Moody
C. Dorn Smith (online)
Mack I. Whittle Jr.
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

Alex English
C. Edward Floyd (online)
Brian C. Harlan
Richard A. Jones Jr.
Toney J. Lister (online)
Miles Loadholt (online)
Emma W. Morris
Molly M. Spearman
John C. von Lehe Jr.
Charles H. Williams

Other in attendance:

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

Emily Adams, the *Greenville News*
Sydney Dunlap, the *Daily Gamecock*
Dwayne McLemore, the *State*
Ben Portnoy, the *State*
John Whittle, BigSpur.com

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 proposed contractual matters with The Evaluation Group, Dominion Energy South Carolina Inc., and two assistant football coaches.

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

Chair Newton invited the following to remain: Trustees, Dr. Korsgaard, Ms. Reedy Newton, Mr. Seaton, President Amiridis, Secretary Howell, Dr. Arnett, Ms. Dodenhoff, Ms. Dunleavy, Dr. Fritz, Chancellor Panu, 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

II. Contract and Lease Approvals

A. USC Beaufort Agreement for Services with The Evaluation Group

Mr. Parham presented a USC Beaufort agreement with The Evaluation Group, which was posted to the Board portal.

Mr. Adams made a motion to approve the USC Beaufort agreement with The Evaluation Group as presented and posted to the Board portal. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

B. Dominion Energy South Carolina, Inc. Service Agreement

Mr. Parham presented a contract with Dominion Energy South Carolina, Inc., which was posted to the Board portal.

Mr. Whittle made a motion to approve the Dominion Energy South Carolina, Inc. contract 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 this agenda item would be included in the Governance Committee's written consent agenda for consideration by the full Board at its next regularly scheduled meeting.

III. Potential Revisions to Board Bylaws and Policies

Secretary Howell discussed potential revisions to Bylaws as posted to the Board portal. Chair Newton stated the update was received as information.

IV. Approval of Revisions to Board Bylaws and Policies

Dr. Smith made a motion to approve revisions to Board Bylaws and policies as presented and posted to the Board portal. Mr. Whittle seconded the motion. A vote was taken, and the motion was approved.

The following Board Bylaws and policies were approved:

- A. Board Policy BTRU 1.02 ("Mission Statements")
- B. Board Policy BTRU 1.15 ("University Personnel Expenditure Policy")

Chair Newton stated the policies would be recommended to the full Board for revision.

V. Retirement of Board Policies

Ms. Moody made a motion to retire Board Bylaws and policies as presented and posted to the Board portal. Mr. Mobley seconded the motion. A vote was taken, and the motion was approved. The following Board Bylaws and policies were retired:

- A. Board Policy BTRU 1.00 ("Statutory Basis of the University")
- B. Board Policy BTRU 1.03 ("By-laws of the Board of Trustees")

Chair Newton stated the policies would be recommended to the full Board for retirement.

VI. Committee Preparations

Secretary Howell reviewed resources available for Committee Chairs, along with some recommended actions.

Chair Newton stated the update was received as information.

VII. 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 the update was received as information.

VIII. Governance Committee Work Plan

Secretary Howell provided a review of the Governance Committee's work plan.

Chair Newton stated the update was received as information.

IX. Other Matters

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

Chair Newton stated fifteen sets of minutes were posted to the Board portal for potential approval by the full Board later that day. While some of the sets reflect the old model for minutes, most reflect the new model authorized by the Board. Chair Newton asked for feedback on the new model; there was no negative feedback.

X. Adjournment

Chair Newton declared the meeting adjourned at 10:24 a.m.

Respectfully submitted,

Cameron Howell
Secretary