

University of South Carolina
BOARD OF TRUSTEES

Governance Committee

In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
February 24, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 10:44 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 (online)
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.
Miles Loadholt (online)
Emma W. Morris
Reid T. Sherard
John C. von Lehe Jr.
Ellen Weaver
Charles H. Williams (online)

Others in attendance:

Audrey Korsgaard, USC Columbia Faculty Senate Chair
Reedy Newton, 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:

Win Hammond, the *Daily Gamecock*

Lianna Hubbard, the *Post and 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 receipt of legal advice regarding contractual matters listed on the public agenda for this meeting, the discussion of potential contractual matters regarding the location of a business on the Bull Street property and a development adjacent to the Williams-Brice Stadium.

Mr. Mobley made the motion to enter Executive Session, and Dr. Smith 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. Fritz, Mr. Parham, Mr. Sobieralski, Mr. Walton, and Board support staff.

EXECUTIVE SESSION

— Executive Session Removed

RETURN TO OPEN SESSION

II. Contract and Lease Approvals

Mr. Parham presented contracts for approval.

A. Mediterranean Institute of Technology Undergraduate and Graduate Program Agreement with USC College of Engineering and Computing

Dr. Smith made a motion to approve the USC College of Engineering and Computing agreement with Mediterranean Institute of Technology as presented and posted to the

Board portal. Mr. Mobley seconded the motion. A vote was taken and the motion was approved.

B. Presidio Networked Solutions LLC AWS Cloud Computing Service Agreement with USC Department of Information Technology

C. Presidio Networked Solutions LLC Azure Cloud Computing Service Agreement with USC Department of Information Technology

Dr. Smith made a motion to approve the USC Department of Information Technology service agreements with Presidio Networked Solutions LLC as presented and posted to the Board portal. Mr. Adams seconded the motion. A vote was taken and the motion was approved.

III. Potential Revisions to Board Bylaws and Policies

Secretary Howell led Trustees in a discussion regarding potential revisions to Board Bylaws and policies.

A. For Discussion Only

1. Potential Line Edits to Board Bylaws
2. Board Policy BTRU 1.16 (“Board Member Expense Policy and Procedures”)
3. Board Policy BTRU 1.19 (“Protecting the Institution from External Influences”)
4. Board Policy BTRU 2.01 (“Honorary Degree Recipients”)
5. Board Policy BTRU 3.02 (“Fiduciary Duties of Trustees”)
6. Proposed University Policy UNIV 7.01 (“Design Review Committee”)
7. Board Policy BTRU X.XX (“Board-approved Benefits for Executive Retirees and Trustees Emeriti”)

B. No Revisions Recommended at This Time

1. Board Policy BTRU 1.20 (“Dishonest Acts and Fraud”)
2. Board Policy BTRU 1.22 (“Reporting Violations of State and Federal Laws or Regulations”)
3. Board Policy BTRU 1.24 (“Internal Control Policy”)
4. Board Policy BTRU 3.00 (“Appointment of Board Members to Serve on USC Foundation Boards”)

Chair Newton stated this update was received as information.

IV. Alternate Structures for Board and Committee Meeting Schedules

Chair Newton stated that during the recent Board Retreat, a discussion occurred regarding hypothetical, alternate structures for scheduling meetings of the Board and its Committees. The topic is also listed within the Governance Committee's work plan for further review. Chair Newton stated example documents were posted to the Board portal for review. Secretary Howell provided a description of the documents.

Chair Newton asked Committee members to dedicate time to reviewing the documents. She stated the Committee would resume discussion of this topic at a later date.

Chair Newton stated the documents were presented as information.

V. 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 this update was received as information.

VI. Governance Committee Work Plan

Chair Newton stated the Committee's work plan was posted to the Board portal.

Chair Newton stated this update was received as information.

VII. Governance Assessments

A. January 2023 Board Retreat

Secretary Howell stated data from the Board Retreat survey responses were posted to the Board portal for review.

B. February 2023 Orientation for New Trustees

Secretary Howell stated in-person orientation sessions for new Trustees occurred earlier that week. New Trustees will continue to receive information in the weeks ahead. While a formal survey for the entire orientation process will be distributed at a later date, Secretary Howell asked for informal feedback on the in-person orientations. Ms. Weaver, Mr. Sherard, and Dr. Jolly all offered positive comments.

Chair Newton stated these assessments were received as information.

VIII. Other Matters

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

IX. Adjournment

Chair Newton declared the meeting adjourned at 12:49 p.m.

Respectfully submitted,

Cameron Howell
Secretary