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University of South Carolina
BOARD OF TRUSTEES

August 16, 2019

The University of South Carolina Board of Trustees met at 3:00 p.m. on Friday, August 16, 2019, in the C. Edward Floyd Boardroom at the Pastides Alumni Center.

Members present were: Mr. John C. von Lehe Jr., Chairman; Mr. Hubert F. Mobley, Vice Chairman; Mr. C. Dan Adams; Mr. Chuck Allen; Mr. J. Egerton Burroughs; Mr. Robert F. Dozier Jr.; Mr. A. C. "Bubba" Fennell III; Dr. C. Edward Floyd; Mr. William C. Hubbard; Mr. Richard A. Jones Jr.; Mr. Toney J. Lister; Mr. Miles Loadholt; Ms. Leah B. Moody; Ms. Rose Buyck Newton; Dr. C. Dorn Smith III; Ms. Molly M. Spearman; Mr. Thad H. Westbrook; and Mr. Eugene P. Warr Jr.

Absent were Mr. Mack I. Whittle Jr. and Mr. Charles H. Williams.

Also present were USC Columbia Faculty Senate Chairman Mark Cooper, USC Columbia Student Government President Luke Rankin, and the Board's Strategic Advisor David Seaton.

Others present were: President Robert L. Caslen Jr.; Secretary J. Cantey Heath Jr.; General Counsel Walter "Terry" H. Parham; Chief Operating Officer Edward L. Walton; Interim Provost C. Tayloe Harding Jr.; Vice President for Student Affairs Dennis A. Pruitt; Senior Advisor to the President for Advancement Paula Harper Bethea; Vice President for Human Resources Caroline Agardy; Vice President for Information Technology Doug Foster; Athletics Director Ray Tanner; Interim Chief Communications Officer Jeff Stensland; Chief Audit Executive Pam Doran; USC Aiken Chancellor Sandra Jordan; Palmetto College Chancellor Susan Elkins; USC Upstate Chancellor Brendan Kelly; College of Arts and Sciences Dean Lacy Ford; Associate Provost for Academic Programs Tena B. Crews; Senior Associate Provost for Inclusion and Chief Diversity Officer John H. Dozier; University Treasurer Pat Lardner; Associate Vice President for Administration and Finance and Medical Business Affairs Jeffrey L. Perkins III; Associate Vice President for Finance Kelly Epting; University Budget Director Joe Sobieralski; Executive Director for the Office of Economic Engagement William D. "Bill" Kirkland; Director of State Government and Community Relations Derrick Meggie; Executive Director of Military Programs and Strategies James E. Smith Jr.; Executive Director for Strategic Initiatives Jack Claypoole; Director of Facilities Planning and Programming and University Architect Derek S. Gruner; Assistant to the President for System Affairs

Eddie King; Chief Executive Officer of My Carolina Alumni Association Wes Hickman; Immediate Past Chair of the USC Columbia Faculty Senate Marco Valtorta; Trustee Emeritus Herbert C. Adams; USC Students Sawyer McDuffie, Zechariah Willoughby and Robert Buchanan; Oracle Applications Sales Manager Patrick Kiser; PENSAR Strategies Chief Executive Officer Mike Fernandez; Chernoff Newman Chief Executive Officer Lee Bussell; Associate Professor of Educational Leadership and Policies and President of the USC Chapter of the Association of American University Professors (AAUP) Christian K. Anderson; Brian Coleman (no affiliation indicated); University Technology Services Production Manager Matt Warthen; and Board staff members Debra Allen and Terri Saxon.

I. Call to Order

Calling the meeting to order, Chairman von Lehe welcomed Robert Caslen as the 29th President of the University of South Carolina to a standing ovation.

Chairman von Lehe then welcomed Faculty Senate Chairman Mark Cooper to his first Board meeting, noting Dr. Cooper had expressed interest in meeting individually with Trustees as he had done with the Chairman over breakfast that morning.

Chairman von Lehe stated notice of the meeting had been posted and the press notified as required by the Freedom of Information Act; the agenda and supporting materials had been circulated; and a quorum was present to conduct business. Secretary Heath confirmed no Trustees had joined the meeting by telephone. He called on newly appointed Interim Chief Communications Officer Jeff Stensland to introduce the news media.

Mr. Stensland introduced Lucas Daprile with *The State* newspaper; Emily Carrell with WLTX-TV; Andy Shain with *The Post and Courier* newspaper; and Jason Raven with WIS-TV.

Chairman von Lehe invited Father Paul Sterne, representing St. Theodore's Anglican Chapel and the C.S. Lewis Student Center, to deliver the invocation.

II. Report of the President

Chairman von Lehe called on President Caslen to present his report. Using a PowerPoint presentation to highlight his remarks, President Caslen said:

First, thank you for the trust you have placed in me. I am so focused, eager and excited to continue to earn your trust and to move this University forward together. I could not be more excited about the opportunities before us. Your trust in this whole process has been very special to Shelly and I. You have my commitment that whatever I do I will continue to earn your trust, the trust of our faculty, the trust of our students, the trust of the staff, and the trust of the citizens of this great State of South Carolina.

The University of South Carolina is an exceptional university and equally important is the University System, which is incredible. The more I work with the system, the more I work with the chancellors and deans, it is amazing the potential I find the system has. I'm excited about being the President of the University of South Carolina, and also about being President of the University System as well.

My experience – at Central Florida and at the United States Military Academy – has shown higher education is changing as the world around it changes. Students' need for higher education is changing. It is critical for us to understand the landscape of higher education today and where it is going in the next five to 10 years, so we understand where our strategy has to take us. We cannot be a 20th century university in a 21st century time frame.

Today, I would like to share with you some of my initial observations, some of my thoughts about where I think we should proceed over the next 90 to 120 days, and some of the things I've done already and what I have planned in the future.

With that in mind, immediately after your vote, I started reaching out to various constituencies to better understand their aspirations, thoughts and desires for the University.

I have had a couple of great sessions with students. The feedback I received from students is they are very excited about student life and want to experience a great student life here or on the campus they attend. They shared issues about housing, parking and financial aid; they really want to be prepared for the jobs they are going to have in the future; they want to take advantage of opportunities and they have an idealistic desire to serve the societies they will return to; and they really want to grow as individuals.

I tried to reach out to the faculty and in my estimation the faculty's aspirations centered on an environment of academic excellence. Academic excellence that was not only in the classroom, but academic excellence that is in research. A number of them communicated to me that they would love to see this university move forward in the research area to become an AAU-designated university. It is abundantly clear; they are tremendously proud of what they have accomplished, and proud of the work they are doing. The number of invitations I've received from faculty is overwhelming – they want me to come and look at their work, to see what they are studying, what their graduate students are working on, what their research is. I want to accept every single one of these invitations and to visit with these faculty.

I had the opportunity to hear from a number of parents. I'm looking forward to this week to meet parents as they drop off their students from home into our care. Parents have communicated to me they really want their children to be safe and in a safe environment. They want an environment on campus that is free of the fear of reprisal, retaliation. They want their son or daughter to get a first-class education and they want their child upon graduation to get a decent job so they can come off their payroll at home.

When I talked to alumni, it was clear they are proud of their alma mater and they want the reputation of this University to grow and to thrive. To a single alumnus, every one of them told me they had no other desire greater than to go back and learn how to beat Clemson again.

With all of that, as I begin to draft a strategic plan, principally lead by the voices I just shared with you, these are some of the thoughts I have about the way on this roadmap.

Let me walk you through each one of these strategic plan elements.

First, let me talk about outreach. My outreach effort from the beginning has been to listen and understand. That has been my number one job.

I've met, talked on the phone, shared emails with well over a thousand constituents from this University and the System. Given the circumstances of my selection, I'm working hard in this outreach to build bridges, to knock down walls, and to make converts one at a time. But what I find is almost everyone I engage with is eager and excited. There still are a couple of people out there who refuse to talk with me, but that is ok. What I learn, regardless, is every single person loves this University and they want the best for it.

A special note about legislators. It is a great group, they're excited, they offer sage and wise advice, they are hugely concerned about high tuition and growing costs, and they are concerned about access and affordability.

A purposeful strategy is going to have a vision for starting and building to define where the strategic end-state needs to be. The vision ends up being a unifying function, so everyone understands it and believes in it and pulls on the same rope in the same direction. As I communicated before, the vision for USC at this time is to be a pre-eminent university of higher education in America today. As I've shared that with people, most come back and ask what I mean by pre-eminence – which will become well-defined over the next three to six months. For the time being, I would ask you to think of it in terms of academic excellence, research excellence. Pre-eminence in terms of our innovations and partnerships, our access and our affordability. Pre-eminence in student success, both while at USC and when they graduate into the economy. Pre-eminence in a powerful, integrated USC System. Pre-eminence in an athletic program that places us at the top of the Southeastern Conference and, of course, beats Clemson on a regular basis.

In doing this, it is important that our approach be student-centric and future-focused.

Student-centric means that as we develop policies and put policies and programs in place and align resources to them, we've got to do it in a framework of what is best for the student today and what is best for the student in the future.

When you think about what the future is and being future-focused, it is important that we understand where the landscape is in higher education today and where it is going in the next five to 10 years. We've got to get ahead of the bow wave and not in the back trying to play catchup.

If you remember the press conference, I told you about a couple of priorities that were important to me. Let me share them again. First, and foremost, you heard me talk already about academic excellence. A place where the University of South Carolina attracts the best scholars in the nation and produces the best graduates. With regard to research excellence, I want to build from our strengths. We have large domestic and international companies in the state, we have major

military installations, and, as a university, we have the #1 international business program in the country.

Numerous people have suggested that we aim for USC to become an AAU research university. That is a fair goal, but a difficult one. But one worth looking into. That kind of effort will require the consensus of most everyone on campus as there would have to be some realignment of programs and resources to make this a reality. As we study where we want to go, this will be top in the discussion.

I also am keen for more student-centered research to create opportunities for our students to learn, intern and gain valuable work experience.

The third priority is diversity. This is hugely important to me because I come from a background as a servant of the United States of America to represent what America is. As a servant to the State of South Carolina it is important that we represent what South Carolina is. As the United States and South Carolina become increasingly diverse, it is important for us to understand that if we fail to look like our client, we risk becoming illegitimate in the eyes of the people of South Carolina. That is a terrible indictment for a public, flagship institution. So, I want to look at diversity and inclusion very carefully.

I wanted to talk a little bit about budgets and capital needs, but so far in our meetings today we've covered these. It was exciting to see you are ahead of me. As I get my head around the direction of the University and the University System, it is important to familiarize myself with the finances. As Ed (Walton) said, I will be spending three-hours with him Monday afternoon going through the budget and the budget process, and to understand facilities and how it works as well.

Our challenge and fiduciary responsibility will be to achieve excellence – while at the same time not unduly burdening the state's taxpayers or our students and their parents.

As for capital needs, there are at least two priorities that have caught my attention – the USC School of Medicine and a new student union. This morning we talked about the Health Sciences campus, presenting a timeline and I'm glad to see we'll occupy this in the fall of 2024.

We also talked today about the Russell House. The current student union, which the students I am told like to say is a “pre-internet” institution. Despite additions and renovations, it does not fully meet the demands of the student body. It is something we ought to look at and I'm glad we are.

Investment in the future, innovation and research, are some of the most important things I will address this afternoon. As we build and grow, it is important also that we make other investments in our future and the future of our students.

I've studied innovation and looked at best practices of other colleges and universities across the country on innovation and partnership. The likes of Purdue, Arizona State, University of Central Florida, Wichita State – great schools that have great innovation and partnerships. It is amazing what they are doing for their students and their research efforts, and what they are doing for the economy.

One way we can do this is to accelerate what we have begun through our Office of Economic Engagement and create even stronger

relationships with businesses and government partners tied into our own research community. What this does for our state and local economy here in Columbia is remarkable, and what it can do for our faculty researchers and students is very special.

I've spent time with the System chancellors with the intent to strengthen the System by strengthening the System leadership team. Brendan (Kelly) talked to you this morning about his work to conceptualize what that is and how all the System leaders come forward with unique talents and skills to contribute to making the System better.

We formed a working group of the chancellors of the Comprehensive Universities and Palmetto College, working together to create more of an integrated system because it is not just one campus – it is eight campuses and each has unique talents we can make better by bringing that leadership together.

For example, I would love to see Palmetto College more standardized, more integrated, more competitive to make sure education at our two-year campuses is accessible and affordable. But not only for the two-year campuses, but for the four-year campuses, a core education that can be used across the curriculum.

There is so much potential in the System and the more I look into it, the more I see opportunity and ways to achieve some of our more difficult objectives like accessibility and affordability. As I've said, I've asked our chancellors to think out of the box as to how we can improve the System. Each one of the chancellors is extremely talented, they've improved their schools and together, working collectively, they have the capability to take the System to another level.

I want to talk a little bit about organization. As we build our strategic plan, a critical element is the organization we have in place to execute the plan and achieve our vision.

I was brought in to work at Central Florida with the main purpose of looking at some of the challenges they had, what organizations needed to be changed to fix those, and to address some of the culture issues. I learned a lot about university organizations and there were some great studies done. I have some thoughts about organization, but any organization must be applied to a specific situation – there is no cookie cutter solution. I would like to share thoughts I have on some organizational structures and changes I'm looking at; nothing is firmed up yet, except the provost position, which is where I'll start.

The effort to fill the provost position is getting some momentum. I want to thank Faculty Senate Chair Mark Cooper for his efforts and work to be able to put this in place. I went to Mark right away and asked him to get with the Faculty Senate to have an academic-centric search committee. I asked that he assign two faculty members to co-chair the search committee. I approved Dr. Gloria Boutte, a Carolina Distinguished Professor from the College of Education, and Dr. Tom Vogt, director of the NanoCenter and a chemistry professor in the College of Arts and Sciences, as the co-chairs. Other members of the search committee were announced yesterday. We sent letters out asking for their acceptance and I'm proud to announce one of our Trustees also is on the committee, Ms. Leah Moody.

My requirements for this search are twofold. One, that it be academic-led and, two, that it serves up a diverse slate of candidates who can lead us to academic excellence.

As we do that, let me thank our Interim Provost Tayloe Harding for his counsel and advice. He has been incredibly helpful to me in this and other areas. He is a terrific person and I know he is eager to return to the School of Music, but he is a passionate leader and has done his duty as interim provost and will continue until another provost is on board.

There are a number of open and interim roles where we will be making decisions as we work through our assessment stage. Some of these may require me to come back to you for your input, counsel and approval. Some of these key roles I am looking at now are a chief of staff, a chief communications officer, and an executive assistant.

Another important position I wish to discuss is the Office of Diversity and Inclusion. The office currently reports into the provost; but the need for diversity and inclusion here is broader than academics alone. It must be a part of everything we do throughout the University and the University system, if we are to be successful. Therefore, I have directed the office be elevated to a vice president level reporting directly to the president.

The next position I want to discuss is a new one. Character in any institution is extremely important. We can be the number one institution in the nation, but if we are an institution of failed character, we are an institution of failed students and failed leadership. Not only is it important to build students who are academically and intellectually proficient, but I truly believe they must be students of tremendous character who can bring those values back into the societies they are moving into. In that regard, we as an institution, our staff and faculty, must be women and men of great character, as well.

As I was conducting research on character, I came across the Carolinian Creed – it is a phenomenal creed, I love it. It is worthy of memorizing. It talks about a set of values that is important for every one of us, whether we are on the staff or faculty or as students.

I've seen what happens when universities have crises of ethics. I've also observed what goes on at college campuses when we fail to follow our values of respect and dignity. So, I think it is important to have a central location that not only talks about compliance, but also drives a culture of ethics, a set of values, principally defined by this creed throughout the entire organization. Other universities have moved in this direction, like Penn State after what they experienced, Michigan State, and recently Georgia Tech. Thus, I have asked that we create an Office of Ethics and Compliance at the vice president level that brings that person answering directly to the president.

The last item I would offer to you for consideration, and we will talk more about this, is the structure of the chief finance officer and chief operational officer. It is easy to pull these positions apart as necessary and I am talking with Ed (Walton) about how we should do this and what it would look like. I also would appreciate your advice.

Those are some of the organizational things I am looking at right now. I would appreciate your thoughts and feedback.

Let me talk a little bit about excellence and winning honorably.

Have you had the opportunity to read Jim Collins' book "Good to Great?" Collins found in his research that what catapulted organizations from being good ones to being great ones had more to do with character than any skill. A culture of excellence is a shared character of those value sets that are shared by the people throughout an organization. I want us to build a culture of excellence – academic excellence, research excellence and athletic excellence in an environment that is student-centric and student-focused.

One of the ways to do this is to recognize and celebrate excellence. To celebrate excellence on the athletic fields, in the classrooms, in laboratories, in research; to celebrate excellence with the faculty, with the staff, with the students. I'm looking for opportunities to do that. One of the ways I shared is to present the Coin for Excellence. The back of the coin has a phrase from our motto and creed, "Learning humanizes character and does not permit it to be cruel." I hope to get (the coins) here soon so I can start passing them out to recognize all the things going on that are worthy of celebrating.

Let me talk about winning. It is important to understand what it takes to win. Everybody wants to be part of a winning team, but why is winning important. Winning is not only important, but it teaches the life lessons of what it takes in order to get there. The life lessons of teamwork, of self-discipline, selflessness, sacrifice, and tenacity and grit. Winning doesn't happen automatically. If you are going to be successful on an athletic field or in a classroom, it is the preface for being successful in life. To be successful in life, it takes that discipline, that teamwork, that selflessness, that tenacity, the determination, that perseverance and grit. It's not about just beating Clemson, it's about the values and attributes that are necessary to be successful in life – not to just survive the challenges of life but thrive within them. That is why I'm so passionate about this. To paraphrase Coach Mike Krzyzewski, strive for excellence and success naturally happens. From that perspective, when you see a culture of excellence – in the classroom, the athletic field or in the office – it doesn't just produce good work, it produces work that is winnable.

Finally, I want to talk about moving forward, about assessments. One of the first things I was able to do was to seek an outside group of experts – people who had been previous college and university presidents, very successful – and invite them to come in and take a candid look at the University of South Carolina and to give me an assessment. I've asked Dr. Sally Mason to lead this effort. She was the Provost at Purdue University and the President of the University of Iowa – we've contracted through the Association of Governing Boards (AGB) to bring her in. Included in her team is Dr. William Kernan, who was System President of the University of Maryland, and Dr. Nancy Taggart, who was President of the University of Delaware.

They will be coming in periodically to observe and have discussions and dialogues with our faculty, staff and students and return a report on recommendations and thoughts about where USC is and what things USC should consider addressing in the future.

I've also worked with the Board of Trustees Chairman and asked if we can bring in the AGB to look at our governance structure – organization, policies and procedures of the Board and the staff that serves the Board – so we are governing in accordance with the principals that we should and that we are governing to provide the best governance for the students and faculty of the University. We're in the

process of finalizing the contract on that and they'll be coming shortly to begin that review process.

Incidentally, at my previous assignment at the University of Central Florida, they did the same thing and it was incredibly helpful. It was candid and an enlightening understanding of what policies and procedures and regulations were being executed; the gaps and risks that were created as a result; and then, some of changes that needed to be put in place.

I've also asked a couple of my colleagues to come in because I respect them and their opinion. One is Dr. Deb German, Dean of the Central Florida Medical School who was responsible for building the medical campus outside of Orlando that includes a medical campus as well as the Orlando Hospital, the Children's Hospital, a research center, and the Veterans Administration just put in a hospital there as well.

I've asked Dr. Briant Coleman, Associate Vice President for Strategic Initiatives, Communications and Marketing at Central Florida, to look at our strategic communications and the different audiences that we communicate with and how we're doing. As we look for the next vice president for communications, his advice and thoughts will be very helpful.

I've also asked Dr. Don Caughman who runs the online program for Central Florida, which is the second largest program in America, to work with Dr. Elkins about things we may want to consider for our online program.

These are the external groups we've asked to come in and help with assessment and to give me as the new president an outstanding perspective in key areas as we develop our strategic plan.

To summarize, my efforts since taking over as president is first to conduct outreach and to build bridges and tear down walls and make converts one at a time; to listen with notebook in hand; and to build relationships. The next thing I want to do is make the assessments that are necessary, so we understand where we are as compared to where we need to go. What is critical in those assessments is to study what the landscape is today and where it is going in the future. I've also spent a lot of time studying the existing strategic plan, which is an outstanding document.

I've talked about organization because if we are going to make some of these shifts, it is important that we have the right organization to put in place the right programs and resources to support them. And, ultimately, at some point – hopefully, before the end of the semester – we can have a strategic offsite. Once we have received all the assessments, have a good understanding of the landscape and where we are, then we collectively with the leadership can sit down and ask the right questions: where are we, where do we need to go and are we on the right track? For example, one of the difficult questions will be whether we're going to try to be an AAU institution, or not.

In closing, let me thank you all again for this extraordinary opportunity.

Shelly and I have appreciated the open arms of so many of you and others throughout the University community after the vote.

The moments we have shared with students, the opportunities to hear from the faculty and staff have been so rewarding. I look forward to

more engagement with students and faculty to understand some of the challenges and issues that are out there so I can listen, hear and understand and make the changes I think are necessary.

Having said all of that, I have a lot of respect for my predecessor. Harris Pastides is an incredible man who has accomplished so much. I don't want to give the impression that things are messed up, he left a very qualified and competent and excellent university. It has a pre-eminent reputation in many areas – there may be some minor tweaks that I think are necessary and things we can strengthen that will help the overall process.

I recognize the path to get here was through choppy waters and it is my personal intent to calm the waters as quickly as I can, as much as I can. To reach out far and wide to the corners of the University community to listen, to ask questions, to learn and with an eye toward creating a cohesive path forward. I invite you to be on that path with me. I do need support and am counting on it. I believe success requires all of us together and I'm anxious to go forward together with you.

I'm grateful for your (Chairman's) leadership, the leadership of this board, for your trust and I'm anxious to get moving. Thank you very much. And, Beat Clemson.

Addressing President Caslen's reference to board governance, Chairman von Lehe said he thought the governance review should be a Trustee-led initiative and hoped it would be addressed at the Board's next retreat. There being no questions for the President, Chairman von Lehe thanked him for his report, which he accepted as information.

III. Approval of Minutes

- A. Executive and Governance Committee, October 19, 2018
- B. Board of Trustees, October 19, 2018
- C. Executive and Governance Committee, December 18, 2018
- D. Board of Trustees, February 8, 2019
- E. Academic Affairs and Faculty Liaison Committee, June 7, 2019
- F. Audit and Compliance Committee, June 7, 2019
- G. Intercollegiate Athletics Committee, June 7, 2019
- H. Ad Hoc Committee on Strategic Planning, June 7, 2019
- I. Buildings and Grounds Committee, Called, June 21, 2019

Chairman von Lehe stated there were no additions, deletions or corrections and these nine sets of minutes stood approved as provided for review on the Board Portal.

IV. Committee Reports

- A. Buildings and Grounds Committee, Called Meeting, August 16, 2019
(The Honorable William C. Hubbard, Chair)
- B. Student and System Affairs Committee, August 16, 2019
(The Honorable Chuck Allen, Chair)

Chairman von Lehe said these two committees met earlier in the day and had no

action items to bring to the full Board. Therefore, he said, there would be no report from these committees and the minutes of each will be presented for approval at the October 11, 2019, meeting of the full Board.

C. Audit and Compliance Committee, August 16, 2019
(The Honorable Rose Buyck Newton, Chair)

Chairman von Lehe said the Audit and Compliance Committee met earlier in the day. He called on Ms. Newton to present the committee's single action item.

On behalf of the Audit and Compliance Committee, Ms. Newton moved full Board approval of the updates to policy BTRU 1.20 Dishonest Acts and Fraud as presented earlier and as described in the materials posted on the Board Portal. The vote was taken, and the motion was approved.

D. Executive and Governance Committee, August 16, 2019 (Consent Agenda)

Chairman von Lehe said the Executive and Governance Committee met earlier and recommended for approval all items listed on its consent agenda. There were no objections to a single vote on the consent agenda items and the following four items were approved:

1. Prisma Health-Upstate Collaboration Agreement: Addendum A to the master Memorandum of Understanding (MOU) between the USC School of Medicine (USCSOM) Greenville and Prisma Health-Upstate confirming the cost of the professional services and non-personnel expenses to be provided by Prisma Health-Upstate to the USCSOM Greenville. The MOU requires the cost of these services be within the budget as approved annually for the USCSOM Greenville by the Board. The 2019-2020 Addendum estimates for the coming year Prisma-Upstate will provide the USCSOM Greenville professional services and non-personnel expenses not to exceed \$12,944,684, which is consistent with the budget approved by the Board.
2. Informa UK Limited Services Agreement: A license agreement with Informa UK Limited, trading as Taylor & Francis, under which the University will receive internet access to designated online journals for a four-year period at a total cost of \$1,815,405.
3. McLeod Health Clinical Training Affiliation, Amendment: The first amendment to the Clinical Training Affiliation Agreement between the USC School of Medicine (USCSOM) Columbia and McLeod Health for medical student education. The amendment will extend the term of the agreement through June 30, 2024. Under the agreement, USCSOM Columbia will compensate McLeod Health for each student who participates in a clinical rotation with a designated practitioner at a McLeod Health owned or operated facility. Total cost of the agreement is \$1,150,000. All USCSOM Columbia costs will be funded from a South Carolina Department of Health and Human Services grant.
4. University 101 Conference Site Agreement: An event contract with The Westin Bonaventure Hotel and Suites in Los Angeles for the hosting of the 43rd Annual National Conference on the First-Year Experience, February 2-6, 2023. This is a standard hotel event contract and the cost of the contract will

be covered by conference registrations. The National Center for the First-Year Experience and Students in Transition has never had an event at which the minimum number of rooms were not utilized. The center estimates 2,000 people will attend the conference.

V. Awarding of Honorary Titles

Chairman von Lehe called for a motion and second to recognize Dr. Harris Pastides with the titles of Distinguished Professor of the University and Distinguished President Emeritus. Dr. Floyd so moved. Mr. Loadholt seconded the motion. The vote was taken, and the motion was approved.

VI. Report of the Student Government President

Chairman von Lehe called on Mr. Rankin who referenced the Student Government Action Plan that was at each Trustee's seat. In addition to identifying what Student Government wanted to accomplish during the new academic year, the handouts included Student Government's Mission Statement and information about the Student Senate.

Mr. Rankin began his remarks by reading the Student Government mission statement, "to empower the students at the University of South Carolina to achieve, discover, and excel in everything they do through innovation, cultivating meaningful relationships, and celebrating the rich tradition we share a Gamecocks. We are here to identify, address, and advocate for students' needs, concerns and interests."

He reviewed Student Government's organizational breakdown. He noted the action plan contained initiatives that had been completed, as well as those that were ongoing and others yet to be started. Among the 12 initiatives, was Student Government's efforts to reach out to the student body and to be inclusive. The improvement of safety on campus was another important initiative.

Mr. Rankin called attention to Student Government's initiative to develop systematic active learning practices and assessment for diversity education. "Diversity is a huge thing on any college campus, right now," he observed, noting diversity must be considered in all connotations, not just in terms of race and ethnicity. "We celebrate the diversity of thought here."

Providing opportunities for students to learn about mental health and how to end the stigma associated with it is another important initiative, he said, continuing to describe each of the 12 initiatives and the ongoing concern to engage students across campus with the opportunities identified through the initiatives. This year, Mr. Rankin said, there were over 140 applications to serve in about 50 cabinet and staff positions – the highest ever received. "This is a good sign we are engaging our student body."

He said he was most proud to have the first-ever representation in Student Government from CarolinaLIFE, a department that represents all students regardless of their learning differences.

Three of Student Government's four executives were on campus over the summer, helping with orientation, welcoming almost 6,300 incoming freshmen, their parents and family members. Mr. Rankin also noted he continued the tradition of hosting a Student Body President Summit and Student Collaborative with institutions from across the state represented.

He spotlighted Student Government's \$3,000 donation to Fisher House at the Veteran's Administration Hospital, as well as continuation of the Ride Share Safety and "What's My Name" campaigns.

"Student Government is a place for ideas to be born and to grow beyond what Student Government does and to become self-sustaining and be part of the institution and engrained into the fabric of who we are," Mr. Rankin said. Planned activities for the academic year will include continuing promotion of efforts surrounding Stigma Free USC, Diversity Week, and a Veteran's Day 5K.

In conclusion, he addressed how students fit into "big University decisions." Making sure the student voice is integral in everything done is vital, he said, noting issues such as the push for a new student union resulting in the feasibility study discussed earlier in the day and issues related to Wi-Fi connectivity in the residence halls, "which is not a want, it is a need like clean water."

Mr. Rankin also said student voices are involved with issues such as fee transparency like the Greek Village parking fee; getting students excited about projects like Campus Village; and the library movement to create more communal study spaces.

To underscore his concern about the need for a new student union, he invited Trustees to join him for lunch at the Russell House. In 2018, a study by Student Government identified USC as having the oldest student union by 26 years compared to other institutions in the Southeastern Conference.

"The scope of the study body president and of Student Government is vast," he said, describing his brief presentation as an effort to offer an overview of what happens outside the boardroom. "I am so excited for what is yet to come. We have a full fall and spring of plans and programming and initiatives that we cannot wait to unveil, and see come to fruition. I look forward to continuing my work with Trustees and your support of students and the student experience."

VII. Recognition of Former Faculty Senate Chair Marco Valtorta

Chairman von Lehe called on Dr. Marco Valtorta, immediate past chair of the Columbia Faculty Senate, to come to the lectern to be recognized for his service. Chairman von Lehe and President Caslen presented Dr. Valtorta with a framed certificate that was read aloud by Secretary Heath: "Presented

to Dr. Marco Valtorta by the Board of Trustees of the University of South Carolina in appreciation for outstanding contributions and service to the University. August 2017 to July 2019. Signed Harris Pastides, President; John C. von Lehe Jr., Chairman of the Board of Trustees; and J. Cantey Heath Jr., Secretary of the Board of Trustees.”

Offered the opportunity to speak, Dr. Valtorta said, “It has a been a privilege to serve as faculty representative to the Board for the past two years.” He continued, noting his presentation was retrospective:

It has a been a difficult task. I tried to be an honest representative of the faculty in a period that included a difficult search to replace a long-serving and successful president who, by my experience and many accounts, you, honorable members, trusted and respected. It had to be anticipated that such a search would be difficult. What happened was even more complex and controversial than what I expected.

I would like to reflect for a moment on the search process, which is still being discussed not only among the University faculty and you, honorable members, but also in the press, as witnessed by last Saturday’s *Post and Courier’s* unsigned editorial “What USC trustees should learn from Caslen’s selection as president.” Some important facts are not known or ignored, and this, honorable members, needs to be addressed so that your processes are improved. The work of a presidential candidate search committee is, by its nature, opaque. The members of the committee need to be free to discuss candidates candidly and exhaustively. Candidates themselves do not want to be disclosed for fear of becoming ineffective in their current job, or worse. A solution to this problem would require accepting that university presidents do not serve “for life,” and I do not expect this to happen very soon. As I said to you about a month ago, our search committee did not do a very good job, and I take some of the blame. Here are some items I would specifically question, with some partial answers. Did the search firm push for a particular candidate? This was specifically stated in last Saturday’s editorial. My experience as a member on the search committee was that this was not the case. Were the committee deliberations consensual? Was the consensus of the committee always respected? Did the chair of the committee always respect the consensus decisions? Did the chair of the committee inform the rest of the committee of key decisions communicated to the search firm and otherwise? Was there enough time with the search committee to discuss each candidate and for other important decisions? Was there an attempt to elaborate an ideal president profile, and to follow through on that? Why did the press report that there was a clear front runner and even identify that person? Here I can answer that within the committee that was not the case. There was no consensus on the clear front runner.

Honorable members, here are some suggestions concerning the search.

I would start a search by buying copies of the AGB Guide to Presidential Searches, as was done for the committee that led to the hiring of President Pastides in 2008. This could be considered a best practices document and any deviations from the AGB Guide should be documented and justified.

Another observation. The board did not shy from appointing consulting members to the PCSC, the Presidential Candidate Search Committee. Mark Buyck and Miles Loadholt led the two previous searches, and it made sense to tap their expertise. The board could also have appointed others to address issues of diversity and representation, as it had done in 2007-2008. As it was, the committee was not reflective of the University constituency in several ways.

The chair of the presidential search committee, in the future, should be more active as a coordinator and less active as a decision-maker. I observed that some committee members wanted to do more, and they should have been encouraged to do so. A good chair welcomes member involvement.

The chair of PCSC should consult and inform the members when unusual circumstances require or suggest changes to consensual decisions. Failure to do so in this search led to anxiety and, frankly, a deficit of trust, at least in two circumstances: the choice of whom to interview in Atlanta and the announcement of the finalists. Concerning the first point, I note that the minutes of the PCSC March 27 minutes state that “When discussion concluded 11 candidates had been identified for interviews plus two candidates categorized as alternates if any of the 11 candidates declined to proceed in the process,” and then when three of the 11 identified candidates declined an invitation to be interviewed, the chair of the committee unilaterally decided to invite an additional candidate without notifying the committee in advance. Again, this led to a loss of trust.

Having decided to have public forums, the board should have made contingencies for every outcome of the forums, rather than be blindsided by the strong reaction of faculty, students, alumni, and others to the poor public performance of some of the candidates. Public forums, which further test the fitness of a candidate for a position, are a very good idea if they are taken seriously; they are a terrible idea, if they are done “for show,” with a predetermined outcome in mind. It looked like the latter was the case here.

By appointing an interim president (Chancellor Kelly) immediately, the board gave the appearance of settling on a time of reflection well past the retirement of President Pastides. In my opinion, this would have been wise. This led to confusion in everybody’s mind, including among the finalists themselves.

What happened in July is still fresh in our minds and I will not elaborate on that, except for one consideration. Nobody wants to work at a university that is under threat of sanctions from its accreditation commission. I and many others, I am sure, would prefer to avoid that situation by having a board that acts in a deliberate and independent way without reacting to political pressure.

Now, a couple of more general comments.

I was lucky to spend the last two weeks on vacation, so I cannot tell much about the beginning of the Caslen presidency. In the past few days, I have witnessed good activity on the provost search, which is a positive development. I wish good luck to President Caslen and to Mark Cooper, the new Faculty Senate Chair. Mark knows that he can count on me; by now, I even enjoy chairing the Senate!

Before I conclude, here is a quote from the “2016 AGB Survey on Shared

Governance: Is OK Good Enough?"

According to the presidents surveyed, boards and faculty most commonly come together when faculty serve on institution-wide committees, a presidential search committee is convened, or faculty members present to the board. While these kinds of experiences are important, they are irregular and therefore unlikely to build and sustain deeper understanding between faculty and board members. Data from the American Council on Education show that presidents turn over once every seven years on average, and search committees tend to be small. Presentations to the board seldom sustain interaction over time. Service on institution-wide committees may be the most promising area for substantial interaction.

One of the first things I told this board, honorable members, is that the faculty want excellence at all levels: among students, faculty, staff (administrative and otherwise), and the board itself. I think I said that the faculty would like a “fantastic” board. A fantastic board needs to be imaginative, to be well prepared, and to listen.

Thank you.

VIII. Other Matters

Chairman von Lehe announced he had asked and Trustee Whittle had agreed to serve another three-year term on the Joint Board Liaison Committee of the USC School of Medicine Greenville. His appointment will end June 30, 2022.

Chairman von Lehe then called on Secretary Heath who reminded Trustees about the meeting of the Senate Education Subcommittee on August 20, which was back in the original meeting location – Gressette Room 308. He said Chairman von Lehe will attend, as well as Trustees Mobley, Warr and Westbrook. Others who planned to attend were asked to let Debra Allen know.

Secretary Heath announced the Board’s 2020 meeting schedule and commencement dates had been placed at Trustee’s seats. He said a copy of the schedule also would be emailed to Trustees. Also, at their seats, Trustees had been provided the annual conflict of interest packet. Secretary Heath asked that Trustees review the materials, then sign and return the memo to the Board Office. If it was necessary for any Trustee to complete the Conflict of Interest Form, he added it could be returned to the Board Office with the signed memo.

Dr. Floyd announced he had just been informed by Athletics Director Ray Tanner that Mike McGee had passed away earlier in the day. Mr. McGee served as USC’s athletics director for 12 years. He recruited Ray Tanner and Steve Spurrier to the University, was largely responsible for Colonial Life Arena and had received an honorary degree. Mr. Tanner said a memorial service would be held in North Carolina, with burial in Colorado. Secretary Heath said he would inform Trustees as details became available.

Chairman von Lehe asked Trustee Lister to work with Secretary Heath to identify an appropriate way in which to acknowledge Mr. McGee's death. Trustee Allen said he wanted to join in Dr. Floyd's remarks of gratitude for Mr. McGee's service.

Chairman von Lehe called for a moment of silence in honor of Mr. McGee.

Motion for Executive Session

Chairman von Lehe said there was a need for an Executive Session for legal advice regarding pending claims against the University and for an employment matter regarding assigning Dr. Brendan Kelly responsibility for conducting a review of system organization. Mr. Lister so moved. Mr. Mobley seconded the motion. The vote was taken, and the motion passed.

The following individuals were invited to remain: President Caslen, Secretary Heath, Mr. Seaton, Dr. Cooper, Mr. Rankin and Mr. Parham.

Executive Session

Return to Open Session

IX. Adjournment

With no other matters to come before the Board, Chairman von Lehe declared the meeting adjourned at 4:35 p.m.

Respectfully submitted,

J. Cantey Heath, Jr.
Secretary