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University of South Carolina  
BOARD OF TRUSTEES

Governance Committee

April 9, 2021

The Governance Committee of the University of South Carolina Board of Trustees met at 9:00 a.m. on Friday, April 9, 2021, in the Pastides Alumni Center Ballroom and by Microsoft Teams video conference.

Committee members present were Mr. Thad H. Westbrook, Chair; Mr. C. Dan Adams; Dr. C. Edward Floyd; Mr. Toney J. Lister; Mr. Hubert F. Mobley; Ms. Leah B. Moody; Ms. Rose Buyck Newton; Mr. Eugene P. Warr Jr.; Mr. Mack I. Whittle Jr.; and Dr. C. Dorn Smith III, Board Chair. Mr. Miles Loadholt participated by Microsoft Teams video conference.

Other Board members present were Mr. Alex English, Mr. Brian C. Harlan, Mr. Richard A. Jones Jr., Ms. Emma W. Morris, Mr. Robin D. Roberts, Mr. John von Lehe Jr., and Mr. Charles H. Williams. Other members joining by Microsoft Teams were Mr. J. Egerton Burroughs and Ms. Molly M. Spearman.

USC Columbia Faculty Senate Chair Dr. Mark Cooper and USC Columbia Student Government President Mr. Alex Harrell were also present.

Others in attendance were President Robert L. Caslen Jr.; Acting Secretary Cameron Howell; Vice President for Human Resources Caroline Agardy; Associate Vice President for Health and Well-being and Chief Health Officer Deborah Beck; President's Chief of Staff Mark Bieger; Presidential Faculty Fellow Susan Bon; Executive Director of Strategic Planning Jack Claypoole; Interim Chancellor USC Upstate Derham Cole; Vice President for

Development Monica Delisa; Chief Audit Executive Pamela Dunleavy; Palmetto College Chancellor Susan Elkins; Associate Vice President for Finance and Budget Kelly Epting; Vice President for Information Technology and Chief Information Officer Doug Foster; Arnold School of Public Health Professor Stacy Fritz; Associate Vice President for Facilities Planning and University Architect Derek Gruner; Chief Executive Officer of the Alumni Association Wes Hickman; USC Aiken Chancellor Sandra Jordan; University Controller Mandy Kibler; Assistant to the President for System Affairs Eddie King; Executive Director of Economic Engagement Bill Kirkland; USC Columbia Faculty Senate Chair-elect Audrey Korsgaard; Director of Revenue Contract Management and Support, Carolina Card, Sandra Lee; Associate Vice President and Chief Procurement Officer Venis Manigo; Senior Director of Strategic Partnership for Military and Government Programs Todd McCaffrey; Senior Deputy Athletics Director Chance Miller; USC Beaufort Chancellor Al Panu; General Counsel and Executive Director of Compliance Programs Terry Parham; Chief Operating Officer Jeff Perkins; Vice President for Student Affairs and Vice Provost Dennis Pruitt; Interim Executive Communications Director Amy Rogers; Interim Dean of the College of Arts and Sciences Joel Samuels; Special Assistant to the President James Smith; University Treasurer and Assistant Vice President of Administrative Operations and Chief of Staff Joe Sobieralski; Assistant Vice President for Media and External Engagement Jeff Stensland; Athletics Director Ray Tanner; Executive Vice President for Academic Affairs and Provost Bill Tate; Vice President for Diversity, Equity and Inclusion Julian Williams; Associate Vice President and Chief of Police Chris Wuchenich; and Board of Trustees' support staff.

Attending by Microsoft Teams for the faculty roundtable portion of the agenda were Dr. Christian Anderson, President of the USC Columbia Chapter of the American Association of University Professors; Dr. Ernest Jenkins, Chair of the Palmetto College Faculty Senate;

Dr. Lisa Johnson, Chair of USC Upstate Faculty Senate; Dr. Alexandra Roach, Chair of the USC Aiken Faculty Assembly; and Dr. Jayne Violette, Chair of the USC Beaufort Faculty Senate.

## **OPEN SESSION**

### **I. Call to Order**

Chair Westbrook called the meeting to order, welcomed everyone, and asked Trustees in the room to introduce themselves. Acting Secretary Howell confirmed Trustees attending by Microsoft Teams video conference.

Chair Westbrook called on Mr. Jeff Stensland to introduce members of the media. Mr. Stensland introduced Maria Catullo with the *Daily Gamecock*, Joe Gorchow with WIS-TV, Josh Kendall with the *Athletic*, Michael Lananna with the *State*, Collyn Taylor with GamecockCentral, and John Whittle with TheBigSpur.

Chair Westbrook 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.

Chair Westbrook welcomed USC Columbia Student Government President Alex Harrell to his first official meeting.

## **MOTION FOR EXECUTIVE SESSION**

Chair Westbrook stated there was a need for an Executive Session for the receipt of legal advice regarding a potential claim and a personnel matter. Mr. Mobley made the motion to enter Executive Session and Mr. Lister seconded the motion. A vote was taken, and the motion carried unanimously. Chair Westbrook stated no action would be taken in Executive Session and invited the following to remain: Voting Trustees, President Caslen, Acting

Secretary Howell, Mr. Beiger, Mr. Caskey, Ms. Delisa, Mr. Hickman, Mr. Parham, Dr. Tate, and Mr. Walton.

### EXECUTIVE SESSION

– Executive Session Removed

### RETURN TO OPEN SESSION

#### II. Faculty Roundtable: Shared Governance

Chair Westbrook welcomed USC Columbia Faculty Senate Chair Dr. Cooper, USC Columbia Faculty Senate Chair-elect Dr. Korsgaard, President of the USC Columbia Chapter of the American Association of University Professors Dr. Anderson, Chair of the Palmetto College Faculty Senate Dr. Jenkins, Chair of USC Upstate Faculty Senate Dr. Johnson, Chair of the USC Aiken Faculty Assembly Dr. Roach, and Chair of the USC Beaufort Faculty Senate Dr. Violette for a roundtable discussion regarding shared governance. He asked Acting Secretary Howell to facilitate the discussion. Each representative shared a select case of shared governance that resonated with them. Trustees asked questions of participants to gather insight over the course of the discussion. Chair Westbrook thanked the members of the roundtable for their thoughts and stated the discussion was received as information. He stated there would be future opportunities to engage with members of the Board on this valuable topic.

Chair Westbrook stated if there were no objections, he would advance the order of business to take up agenda item V. Hearing none, he advised agenda item III and IV would be postponed until further notice.

#### III. Proposed Revisions to Board Bylaws and Policies

#### IV. Continued Discussion of Future Calendar for Committee Meeting

#### V. Overview of All Committee Work Matrices

Chair Westbrook called on Dr. Howell to facilitate a discussion on Committee work matrices. Dr. Howell posed several questions for Committee members to consider as each evaluates the work progress and goals of their respective Committees. Ideas for consideration included jurisdiction of subject matter, synergies regarding specific agenda items that may be more efficiently discussed in joint Committee meetings, and strategic planning initiatives that cross jurisdictions of Committees, requiring more time for collaboration.

Chair Westbrook stated the update was received as information.

#### VI. Forecasted Calendar for Continuing Education for Trustees

Chair Westbrook called on Dr. Howell to provide an update on continuing education for Trustees. Dr. Howell advised the Board has adopted a practice of including a continuing education opportunity at each scheduled meeting of the full Board. He stated diversity training was scheduled for the August 2021 meeting of the full Board. Chair Westbrook stated the update was received as information.

Chair Westbrook stated if there were no objections, he would advance the order of business to take up agenda item VII at a later date. Hearing none, he proceeded to next agenda item.

#### VII. Revisions to Committee Planning Documents

#### MOTION FOR EXECUTIVE SESSION

Chair Westbrook stated there was a need for an Executive Session to discuss contractual matters involving Athletics' employment agreements and a contractual matter regarding online educational opportunities. Mr. Mobley made the motion to enter Executive Session and Ms. Moody seconded the motion. A vote was taken, and the motion carried unanimously. Chair Westbrook stated no action would be taken in Executive Session and invited the following to remain: Voting Trustees; Dr. Cooper; Mr. Harrell; President Caslen;

Acting Secretary Howell; the President's Executive Council; and Board of Trustees' support staff.

#### EXECUTIVE SESSION

- Executive Session Removed

#### RETURN TO OPEN SESSION

#### VIII. Approval of Contract and Lease Agreements

Chair Westbrook called on General Counsel Terry Parham to present contracts and leases for approval.

##### A. 350 Wayne Street Lease with the SC Development Foundation

Mr. Parham presented the 350 Wayne Street lease with the SC Development Foundation for approval which was posted to the Board portal.

Chair Westbrook called for a motion to approve the 350 Wayne Street lease with the SC Development Foundation as presented and posted to the Board portal. Ms. Moody so moved, and Ms. Newton seconded the motion. A vote was taken, and the motion carried.

##### B. Bookstore Contract

Mr. Parham presented the USC Columbia University Bookstore service agreement with Barnes and Noble for approval which was posted to the Board portal.

Chair Westbrook called for a motion to approve the USC Columbia University Bookstore service agreement with Barnes and Noble as presented and posted to the Board portal. Mr. Mobley so moved, and Mr. Whittle seconded the motion. A vote was taken, and the motion carried.

##### C. Dining Contract

Mr. Parham presented an amendment to the University Dining Contract with Aramark for approval which was posted to the Board portal.

Chair Westbrook called for a motion to approve the amendment to the University Dining Contract with Aramark as presented and posted on the Board portal. Ms. Newton so moved, and Mr. Warr seconded the motion. A vote was taken, and the motion carried.

D. EBSCO Information Services Agreement with USC Libraries

Mr. Parham presented the EBSCO service agreement with USC Libraries for approval which was posted to the Board portal.

Chair Westbrook called for a motion to approve the EBSCO service agreement with USC Libraries as presented and posted to the Board portal. Mr. Mobley so moved, and Mr. Lister seconded the motion. A vote was taken, and the motion carried.

E. Universidad San Francisco de Quito Direct Enroll Agreement with the USC College of Hospitality, Retail and Sport Management

Mr. Parham presented the Universidad San Francisco de Quito direct enroll agreement with the College of Hospitality, Retail and Sport Management for approval which was posted to the Board portal.

Chair Westbrook called for a motion to approve the agreement as presented and posted to the Board portal. Mr. Mobley so moved, and Ms. Moody seconded the motion. A vote was taken, and the motion carried.

F. USC Research Foundation Service Agreement

Mr. Parham presented the USC Research Foundation service agreement with USC for approval which was posted to the Board portal.

Chair Westbrook called for a motion to approve the service agreement with USC Research Foundation service agreement as presented and posted to the Board portal. Ms. Newton so moved, and Mr. Mobley seconded the motion. A vote was taken, and the motion carried.

G. Springer Nature License Agreement

Mr. Parham presented the Springer Nature Customer Service Center, LLC license agreement the University for approval which was posted to the Board portal.

Chair Westbrook called for a motion to approve the agreement with the University as presented and posted to the Board portal. Mr. Warr so moved, and Mr. Mobley seconded the motion. A vote was taken, and the motion carried.

H. SC Department of Transportation and the City of Columbia Maintenance Agreement

Mr. Parham presented the SC Department of Transportation and City of Columbia maintenance agreement with USC for approval which was posted to the Board portal for this meeting.

Chair Westbrook called for a motion to approve the agreement with USC as presented and posted to the Board portal. Mr. Lister so moved, and Mr. Mobley seconded the motion. A vote was taken, and the motion carried.

I. IBM Cloud Application Agreement

Mr. Parham presented the IBM Cloud Application assessment agreement with the University for approval which was posted to the Board portal.

Chair Westbrook called for a motion to approve the agreement as presented and posted to the Board portal. Mr. Warr so moved, and Ms. Moody seconded the motion. A vote was taken, and the motion carried.



J. Prisma Health Midlands Graduate Student Work Experience Agreement

Mr. Parham presented the Prisma Health Midlands graduate student work experience agreement with the Arnold School of Public Health for approval which was posted in the Board.

Chair Westbrook called for a motion to approve the agreement as presented and posted on the Board portal. Dr. Floyd so moved, and Mr. Mobley seconded the motion. A vote was taken, and the motion carried.

K. Athletics Employment Agreements

1) Head Softball Coach Employment Agreement

Mr. Parham reviewed the terms of head softball Coach Beverly Smith's employment agreement which were presented in Executive Session without objection and posted to the Board portal for this meeting.

Chair Westbrook called for a motion to approve the employment agreement as presented and posted to the Board portal. Ms. Moody so moved, and Mr. Whittle seconded the motion. A vote was taken, and the motion carried.

2) Head Men's Golf Coach Employment Agreement

Mr. Parham reviewed the terms of head men's golf Coach Bill McDonald's employment agreement which were presented in Executive Session without objection and posted to the Board portal.

Chair Westbrook called for a motion to approve the employment agreement as presented and posted to the Board portal. Mr. Warr so moved, and Mr. Whittle seconded the motion. A vote was taken, and the motion carried.

3) Assistant Men's Basketball Coach Employment Agreement

Mr. Parham reviewed the terms of assistant men's basketball Coach Jose Chuck Martin's employment agreement which were presented in Executive Session without objection and posted to the Board portal.

Chair Westbrook called for a motion to approve the employment agreement as presented and posted to the Board portal. Ms. Moody so moved, and Mr. Lister seconded the motion. A vote was taken, and the motion carried.

4) Head Men's Basketball Coach Employment Agreement

Mr. Parham reviewed the terms of head men's basketball Coach Frank Martin's employment agreement which were presented in Executive Session without objection and posted to the Board portal for this meeting.

Chair Westbrook called for a motion to approve the agreement as presented and posted to the Board portal. Ms. Newton so moved, and Ms. Moody seconded the motion. A vote was taken, and the motion carried.

IX. Other Matters

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

XII. Adjournment

Chair Westbrook declared the meeting adjourned at 11:47 a.m.

Respectfully submitted,

Cameron Howell  
Acting Secretary