

University of South Carolina
BOARD OF TRUSTEES

Board of Trustees

In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
August 19, 2022

OPEN SESSION

I. Call to Order

Chair Smith called the meeting to order at 1:30 p.m. Secretary Howell confirmed Trustees attending in person and by Microsoft Teams audio and video conference.

Members in attendance:

C. Dorn Smith, *Board Chair*
Thad H. Westbrook, *Board Vice Chair*
C. Dan Adams
J. Egerton Burroughs (online)
Alex English
C. Edward Floyd
Brian C. Harlan
Richard A. Jones Jr.
Toney J. Lister (online)
Miles Loadholt (online)
Hubert F. Mobley
E. Scott Moise
Leah B. Moody (online)
Emma W. Morris
Rose Buyck Newton
Molly M. Spearman (online)
John C. von Lehe Jr. (online)
Mack I. Whittle 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

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:

Sydney Dunlap, the *Daily Gamecock*
Jessica Holdman, the *Post & Courier*
Alexa Jurado, the *State*

Notice:

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 Board; and a quorum was present to conduct business.

II. Invocation

Pastor Jesse Canniff-Kuhn of Gamecock Lutheran Campus Ministry delivered the invocation.

III. President's Visions and Goals

President Amiridis provided an overview of his first seven weeks in office, highlighting his work and observations. He discussed his visions and goals for the future of USC, along with initiatives already in place.

Chair Smith stated the report was received as information.

IV. Oath of Office / Code of Conduct / Statement of Commitment

Secretary Howell read aloud the Oath of Office, Code of Conduct, and Statement of Commitment. Trustees submitted their signed forms to the Office of the Board of Trustees.

MOTION FOR EXECUTIVE SESSION

Chair Smith stated there was a need for an Executive Session to discuss personnel matters related to candidates for the Board of Visitors, the annual evaluation of the President, the annual evaluation of the Board Secretary, the annual evaluation of the Chief Audit Executive, and matters protected by attorney client privilege.

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

Chair Smith invited the following to remain: Trustees, Dr. Korsgaard, Ms. Reedy Newton, Mr. Roberts, Mr. Seaton, President Amiridis, Secretary Howell, Ms. Agardy, Ms. Dunleavy, Dr. McNaughton, Mr. Parham, and Board support staff.

EXECUTIVE SESSION

- Executive Session Removed

RETURN TO OPEN SESSION

V. Approval of Minutes

Mr. Jones made a motion to approve the six sets of minutes as posted to the Board portal. Mr. Harlan seconded the motion. A vote was taken, and the motion carried unanimously. The following sets of minutes were approved:

- A. Audit, Compliance and Risk Committee (Called) – July 22, 2022
- B. Board of Trustees (2 p.m.) – June 24, 2022
- C. Board of Trustees (Called) – July 6, 2022
- D. Finance and Infrastructure Committee – June 10, 2022
- E. Governance Committee – June 24, 2022
- F. University System Committee – June 24, 2022

VI. Approval of Consent Agendas

Superintendent of Education Molly Spearman recused herself during review of the Governance Committee's consent agenda.

Mr. Harlan made a motion to approve the three consent agendas as posted to the Board portal. Mr. Whittle seconded the motion. A vote was taken, and the motion carried unanimously. The following written consent agendas were approved:

- A. Academic Excellence and Student Experience Committee – August 19, 2022 [BOT 081922 OS VI A]
- B. Audit, Compliance and Risk Committee – August 19, 2022 [BOT 081922 OS VI B]
- C. Governance Committee – August 19, 2022 [BOT 081922 OS VI C]

VII. Approval of Revisions to Board Bylaws and Policies

Governance Committee Chair Thad Westbrook asked that this agenda item be deferred until the September called meeting of the Governance Committee.

VIII. Continuing Education for Trustees: Board and Committee Minutes

Secretary Howell provided context and historical background regarding Board and Committee minutes, and he presented a proposed updated format, which was positively received.

Chair Smith stated the update was received as information.

IX. Approval of Vice President for Development

President Amiridis presented a candidate for Vice President for Development.

Ms. Newton made a motion to approve Ms. Michelle Dodenhoff as the Vice President for Development effective August 22, 2022 as presented and posted to the Board portal. Mr. Adams seconded the motion. A vote was taken, and the motion carried unanimously.

X. Approval of Vice President for Student Affairs

President Amiridis presented a candidate for Vice President for Student Affairs.

Mr. Williams made a motion to approve Mr. Rex Tolliver as the Vice President for Student Affairs effective August 22, 2022 as presented and posted to the Board portal. Mr. Jones seconded the motion. A vote was taken, and the motion carried unanimously.

XI. Annual Evaluation of the Board Secretary

Chair Smith stated the annual evaluation of the Board Secretary was discussed in Executive Session without objection.

Dr. Floyd made a motion to approve a 2% increase to Secretary Howell's salary, effective immediately. Mr. Westbrook seconded the motion. A vote was taken, and the motion carried unanimously.

XII. Annual Evaluation of the Chief Audit Executive

Chair Smith stated the annual evaluation of the Chief Audit Executive was discussed in Executive Session without objection.

Ms. Moise made a motion to approve a 2% increase to Ms. Dunleavy's salary, effective immediately. Mr. Mobley seconded the motion. A vote was taken, and the motion carried unanimously.

XIII. Elections to the Board of Visitors

Mr. English made a motion to approve the slate of eight candidates to the Board of Visitors as posted to the Board portal and presented in Executive Session without objection. Ms. Morris seconded the motion. A vote was taken, and the motion carried unanimously.

XIV. President's Report

This agenda item was not taken up due to time constraints.

XV. Election of Permanent Chair

Chair Smith stated that each August in even years, the Board votes on leadership positions as required by the Board's bylaws. Chair Smith called for nominations for the position of Board Chair.

Mr. Mobley nominated Mr. Thad Westbrook. There were no other nominations.

A vote was taken, and the motion carried unanimously.

XVI. Election of Vice Chair

Chair Westbrook thanked the Board, then thanked Dr. Smith for his service during his term as Board Chair.

Chair Westbrook called for nominations for the position of Vice Chair. Mr. Whittle nominated Ms. Rose Newton. Mr. English nominated Ms. Leah Moody.

Dr. Smith moved to close the nominations for the position of Vice Chair. Mr. Williams seconded the motion. A vote was taken, and the motion carried unanimously.

Secretary Howell conducted a roll call vote to elect Ms. Moody or Ms. Newton as Vice Chair of the Board of Trustees:

C. Dan Adams – Moody
J. Egerton Burroughs – Newton
Alex English – Moody
C. Edward Floyd – Newton
Brian C. Harlan – Newton
Richard A. Jones Jr. – Newton
Toney J. Lister – Newton
Miles Loadholt – Newton
Hubert F. Mobley – Moody
E. Scott Moise – Newton
Leah B. Moody – Moody
Emma W. Morris – Newton
Rose Buyck Newton – Newton
C. Dorn Smith III – Newton
Molly M. Spearman – Moody
John C. von Lehe Jr. – Moody
Mack I. Whittle Jr. – Newton
Charles H. Williams – Moody

By a tally of 11 to 7, Chair Westbrook declared Ms. Newton elected as Vice Chair of the Board of Trustees.

XVII. Other Matters

Secretary Howell stated a revised 2022 meeting schedule and a proposed 2023 meeting were posted to the Board portal for review. [BOT 081922 OS XVII]

XVIII. Adjournment

Chair Westbrook declared the meeting adjourned at 3:16 p.m.

Respectfully submitted,

Cameron Howell
Secretary

Academic Excellence and Student Experience Committee
(The Honorable C. Dan Adams, Chair)

Written Report for Consent Agenda
August 19, 2022

The Academic Excellence and Student Experience Committee met on August 19, 2022 and recommends full Board approval of items in this report, all of which have received the appropriate academic and administrative approvals.

I. USC Columbia

A. Approval of Hires with Tenure

1. Dr. Zhenmeng Peng, hire with tenure at the rank of Professor in the Department of Chemical Engineering, College of Engineering and Computing
2. Dr. Tao Wei, hire with tenure at the rank of Associate Professor in the Department of Chemical Engineering, College of Engineering and Computing

B. Approval of Honorary Academic Titles

1. Dr. Brian C. Benicewicz – Chair Emeritus, SmartState Endowed Chair in Polymer Nanocomposites, College of Arts & Sciences, September 1, 2022
2. Dr. Thomas Leatherman – Distinguished Professor Emeritus, College of Arts & Sciences, March 3, 2012
3. Dr. John H. McDermott – Professor Emeritus, Darla Moore School of Business, May 15, 2022
4. Dr. Kendall Roth – Distinguished Professor Emeritus, Darla Moore School of Business, July 1, 2022
5. Dr. Robert M. Wilcox – Dean Emeritus, School of Law, July 2, 2022

B. Annual Review of New Programs

C. Approval of Program Modifications

1. B.S.E., Computer Engineering
2. B.S.C.S., Computer Science
3. B.S., Computer Information Systems
4. M.D., School of Medicine, Greenville

D. Approval of New Centers

1. Center for Transition Research and Leadership
2. Perinatal, Pediatrics, & Family Research Center

E. Approval of New Academic Departments

1. Department of Professional Nursing Practice
2. Department of Advance Professional Nursing Practice and Leadership
3. Department of Biobehavioral Health & Nursing Science

II. USC Aiken

A. Approval of Hires with Tenure

1. Dr. Scot McKay, hire with tenure at the rank of Professor, Department of Chemistry, as the Dean of USC Aiken's College of Science and Engineering
2. Dr. Nancy D. Albers, hire with tenure at the rank of Professor, School of Business, as the Dean of Aiken's School of Business

B. Approval of Revisions to the USC Aiken Faculty Manual

III. USC Beaufort

– Approval of Hires with Tenure

1. Dr. Kimberly Kelley, hire with tenure at the rank of Professor, Library Science
2. Dr. Eva Smith, hire with tenure at the rank of Associate Professor, Hospitality Management
3. Dr. Richard Osbaldiston, hire with tenure at the rank of Professor, Psychology

IV. USC Upstate

– Approval of Revisions to the USC Upstate Faculty Manual

This concludes the written consent agenda of the Academic Excellence and Student Experience Committee.

Audit, Compliance and Risk Committee
(The Honorable Rose Buyck Newton, Chair)

Written Report for Full Board Consent Agenda

August 19, 2022

The Audit, Compliance and Risk Committee met Friday, August 19, 2022 and recommends full Board approval of all items in this written report.

- I. Approval of Policy Reviews
 - A. BTRU 1.06, *Audit & Advisory Services*
 - B. BTRU 1.18, *Conflicts of Interest and Commitment*
 - C. BTRU 1.20, *Dishonest Acts and Fraud*
 - D. BTRU 1.22, *Reporting Violations of State or Federal Laws or Regulations (Whistleblower Policy)*
 - E. BTRU 1.24, *Internal Control Policy*
- II. Approval of USC Upstate Voluntary Separation Program

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

Governance Committee

(The Honorable Thad H. Westbrook, Chair)

Written Report for Full Board Consent Agenda

August 19, 2022

The Governance Committee met Friday, August 19, 2022 and recommends full Board approval of all items in this written report.

- Contract and Lease Approvals
 - A. Dial-Bluff, LLC Lease Agreement
 - B. Gift Agreement: Halliburton Energy Services, Inc.
 - C. Center for Teaching Quality Contract
 - D. Touchnet Information System, Inc. Master Service Agreement .

This concludes the written consent agenda report of the Governance Committee.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
REVISED SCHEDULE OF COMMITTEE AND BOARD MEETINGS
2022**

FIRST QUARTER

Jan 21-22	Fri-Sat		Board Retreat [CANCELED]
Feb 18	Fri	Alumni Center	Audit, Compliance and Risk Committee Academic Excellence and Student Experience Committee Governance Committee Board of Trustees
Mar 17	Thu	USC Aiken	Health and Medical Affairs Committee Finance and Infrastructure Committee Advancement, Engagement and Communications Committee University System Committee
Mar 18	Fri	USC Aiken	USC Aiken Chancellor Investiture

SECOND QUARTER

Apr 14	Thu	USC Upstate	Audit, Compliance and Risk Committee Governance Committee Board of Trustees
Apr 15	Fri	USC Upstate	USC Upstate Chancellor Investiture
June 10	Fri	Alumni Center	Academic Excellence and Student Experience Committee Health and Medical Affairs Committee Finance and Infrastructure Committee Advancement, Engagement and Communications Committee
June 24	Fri	Alumni Center	Optional tour by bus/van of the perimeter of the Campus Village site University System Committee Governance Committee Board of Trustees

THIRD QUARTER

Aug 18	Thu	Tours depart from Alumni Center	Optional tours of University facilities
Aug 19	Fri	Alumni Center	Audit, Compliance and Risk Committee Academic Excellence and Student Experience Committee Governance Committee Board of Trustees
Sep 16	Fri	Alumni Center	Health and Medical Affairs Committee Finance and Infrastructure Committee University System Committee Advancement, Engagement and Communications Committee

FOURTH QUARTER

Oct 14	Fri	USC Columbia	Audit, Compliance and Risk Committee Finance and Infrastructure Governance Committee Board of Trustees
Nov 11	Fri	USC Columbia	USC Columbia Presidential Investiture Ceremony Investiture events will likely span November 10-11, with the investiture ceremony itself falling on Friday, November 11.
Nov 18	Fri	Alumni Center	Health and Medical Affairs Committee Advancement, Engagement and Communications Committee University System Committee
Dec 13	Tue	Alumni Center	Academic Excellence and Student Experience Committee Governance Committee Board of Trustees

COMMENCEMENTS

Dec 12	Mon	9:30 a.m. 2:30 p.m.	USC Columbia Doctoral All Campuses Baccalaureate & Master's in Columbia
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