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University of South Carolina

BOARD OF TRUSTEES

February 18, 2022

The University of South Carolina Board of Trustees met at 1:45 p.m. on Friday, February 18, 2022 in the Floyd Boardroom of the Pastides Alumni Center and via Microsoft Teams video and audio conference.

Members present were Dr. C. Dorn Smith III, Board Chair; Mr. Thad H. Westbrook, Board Vice Chair; Mr. C. Dan Adams; Mr. Alex English; Mr. Brian C. Harlan; Mr. Richard A. Jones Jr.; Mr. Miles Loadholt; Mr. Hubert F. Mobley; Ms. Rose Buyck Newton; Mr. Robin D. Roberts; Mr. John C. von Lehe Jr.; Mr. Eugene P. Warr Jr.; and Mr. Mack I. Whittle Jr. Participating via Microsoft Teams were Dr. C. Edward Floyd, Mr. Toney J. Lister, Ms. Leah B. Moody, and Ms. Emma W. Morris. Mr. J. Egerton Burroughs, Ms. Molly Spearman, and Mr. Charles H. Williams were absent.

Also present were USC Columbia Student Government President Mr. Alex Harrell, USC Columbia Faculty Senate Chair Dr. Audrey Korsgaard, and Special Advisor to the Board of Trustees Mr. David Seaton.

Others in attendance were Interim President Harris Pastides; Secretary Cameron Howell; Vice President of Human Resources Caroline Agardy; USC College of Nursing Dean Jeannette Andrews; Interim Vice President for Development Stacey Bradley; Director for Strategic Initiatives Jack Claypoole; Vice President for System Affairs Derham Cole; Interim Provost Stephen Cutler; Conflict of Interest Manager Frank DiSilvestro; Chief Audit Executive Pamela Dunleavy; Audit Manager Kim Dwiggin; Palmetto College Chancellor

Susan Elkins; Associate Vice President of Finance and Budget Kelly Epting; Interim Vice President for Research Julius Fridriksson; President's Chief of Staff Stacy Fritz; Vice President for Information Technology and Chief Information Officer Doug Foster; University Architect and Associate Vice President for Facilities Derek Gruner; College of Engineering and Computing Dean Hossein Haj-Hariri; USC Upstate Chancellor Bennie Harris; USC Aiken Chancellor Daniel Heimmermann; USC Controller Mandy Kibler; Executive Director of Economic Engagement Bill Kirkland; Associate Vice President and Chief Procurement Officer Venis Manigo; Director of Government Relations Derrick Meggie; Director Financial and Operational Audit Team Glenn Murray; USC Beaufort Chancellor Al Panu; General Counsel and Executive Director of Compliance Programs Terry Parham; Director of Government Relations Craig Parks; Chief Operating Officer Jeff Perkins; Vice President for Student Affairs and Vice Provost Dennis Pruitt; College of Arts and Sciences Dean Joel Samuels; University Treasurer, Associate Vice President and Chief of Staff for the Division of Administration and Finance Joe Sobieralski; Assistant Vice President, Media and External Engagement Jeff Stensland; Athletics Director Ray Tanner; Vice President for Communications Larry Thomas; Vice President for Enrollment Management Scott Verzyl; Executive Vice President and Chief Financial Officer Ed Walton; and Board of Trustees support staff Cary Graham.

## OPEN SESSION

### I. Call to Order

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

Chair Smith called on Mr. Jeff Stensland to introduce members of the media. Mr. Stensland introduced Cory Diaz with the USA Today Network, Caleb Bozard with the *Daily Gamecock*, David Cloninger and Jessica Holdman with the *Post and Courier*, Lucas Daprile and Ben Portnoy with the *State*, Collyn Taylor with Gamecock Central, and John Whittle with BigSpur.com.

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; and a quorum was present to conduct business.

On behalf of the Board of Trustees, Chair Smith expressed to the Board's colleague and friend Dan Adams that he had been in everyone's thoughts and prayers since the death of his father.

## II. Invocation

Chair Smith invited the Reverend Jamie Rogers, Director of Baptist Collegiate Ministry and the Baptist Student Center, to deliver the invocation.

## MOTION FOR EXECUTIVE SESSION

Chair Smith stated there was a need for an Executive Session to discuss personnel matters related to candidates for the Award of Honorary Degree and for Commencement Speaker and to discuss terms of employment for the President-elect. Mr. Warr made a motion to enter Executive Session, and Mr. von Lehe seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Smith invited the following to remain: Trustees, Interim President Pastides, Secretary Howell, Mr. Harrell, Dr. Korsgaard, Mr. Seaton, Chancellors, members of the President's Executive Council, and Board of Trustee's support staff. He stated no action would be taken in Executive Session and asked those not invited to stay to exit the room.

## EXECUTIVE SESSION

- Executive Session Removed

## RETURN TO OPEN SESSION

### III. Approval of Honorary Degree Candidates and Commencement Speaker Candidate

Chair Smith stated the Honorary Degree Subcommittee, Academic Excellence and Student Experience Committee, and Interim President Pastides had submitted five honorary degree nominations and one nomination for commencement speaker for approval, which were posted to the Board portal and presented in Executive Session without objection.

Chair Smith called for a motion to approve the five honorary degree nominations and one commencement speaker nomination as presented in Executive Session and posted to the Board portal. Ms. Newton made the motion, and Mr. Loadholt seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Smith stated the five honorary degree nominations were approved and would “lay on the table.” The nomination for commencement speaker was approved.

### IV. Approval of Minutes

Chair Smith stated three sets of minutes were listed on the agenda and posted to the Board portal for approval. If there were no additions, deletions, or corrections to those minutes, he stated, the minutes would stand approved as distributed. Mr. Harlan made the motion to approve the minutes, and Mr. Whittle seconded the motion. A vote was taken, and the motion carried. The following sets of minutes were approved:

- A. Academic Excellence and Student Experience Committee – August 20, 2021
- B. Health and Medical Affairs Committee – September 17, 2021
- C. University System Committee – September 17, 2021

V. Approval of Committee Consent Agendas

Chair Smith stated the written consent agendas of three standing Committees were posted on the Board portal for this meeting. He stated each Committee requested approval for all of the items listed on the respective written consent agendas. Chair Smith called for a motion to approve the Committees' consent agendas as posted to the Board portal. Mr. Mobley made the motion to approve the Committees' consent agendas, and Mr. Jones seconded the motion. A vote was taken, and the motion carried. The Committees' detailed written reports follow.

A. Academic Excellence and Student Experience Committee

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

**Written Report for Consent Agenda**

February 18, 2022

The Academic Excellence and Student Experience Committee met on February 18, 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 Personnel Matters

– Hires with Tenure

1. Lorie Donelle, PhD – College of Nursing
2. Lindsey Smith Taillie, PhD – Arnold School of Public Health
3. Bradley Wright, PhD – Arnold School of Public Health

B. Approval of New Programs

1. BAIS, Services Management
2. MSN Nurse Midwife
3. DNP Nurse Midwife
4. Graduate Certificate in Nurse Midwifery
5. Graduate Certificate in Adult Gerontology – Acute Care Nurse Practitioner
6. Graduate Certificate in Family Nurse Practitioner
7. Graduate Certificate in Psychiatric Mental Health Nurse Practitioner

C. Approval of Program Modifications

1. PMBA, add concentration in Operations and Supply Chain Management
2. MSL, Health Systems Law
3. PhD, Pharmaceutical Sciences

D. Approval of Name Changes and Degree Programs – 100% Online

1. MSN Nursing Administration to MSN Healthcare Leadership
2. Graduate Certificate in Nursing Administration to Graduate Certificate in Healthcare Leadership

- II. USC Aiken
  - A. Approval of New Center
    - Pacer Center for Excellence in Business, Research, and Entrepreneurship
- III. USC Upstate
  - A. Approval of Program Modification
    - BA, Biology
  - B. Approval of Name Changes
    - 1. Mary Black School of Nursing to Mary Black College of Nursing
    - 2. School of Education, Human Performance, and Health to College of Education, Human Performance, and Health
- IV. Palmetto College
  - A. Approval of Program Modifications
    - 1. Lancaster – AA/AS, General Liberal Arts and Science, add dual enrollment sites
    - 2. Salkehatchie – AA/AS, General Liberal Arts and Sciences, add dual enrollment sites
    - 3. Sumter – AA/AS, General Liberal Arts and Science, add dual enrollment sites
    - 4. Union – AA/AS, General Liberal Arts and Science, add dual enrollment sites

This concludes the Academic Excellence and Student Experience Committee report.

B. Audit, Compliance and Risk Committee

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

**Written Report for Full Board Consent Agenda**

February 18, 2022

The Audit, Compliance and Risk Committee met Friday, February 18, 2022 and recommends full Board approval of all items in this written report.

- I. Approval of the Proposed FY2022-23 Audit and Advisory Services' Budget
- II. Approval of the College of Education's Voluntary Separation Program

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



C. Governance Committee

**Governance Committee**  
(The Honorable Thad H. Westbrook, Chair)

**Written Report for Full Board Consent Agenda**

February 18, 2022

The Governance Committee met Friday, February 18, 2022 and recommends full Board approval of all items in this written report.

I. Contract Approvals

- A. Elsevier License Agreement with University Libraries
- B. Embassy of Oman-Cultural Division Collaboration Agreement with Global Carolina
- C. EAB Marketing Agreement with USC Upstate Admissions
- D. Nike USA Service Agreement with USC Upstate Athletics
- E. BSN Sports, LLC Service Agreement with USC Upstate Athletics
- F. Sodexo Operation, LLC Service Agreement with USC Upstate Purchasing
- G. IMG Corporate Sponsorship Rights Agreement Amendment
- H. Aramark Concessions Services Agreement Amendment

II. Athletics Employment Agreement

- Jody Wright Athletics Employment Agreement

III. Athletics Contract Amendment

- Clayton White Athletics Contract Amendment

IV. USC Upstate Athletics Employment Agreement

- USC Upstate Associate Athletics Director Chris Hawkins

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

VI. Approval of Exterior Art Recommendation from the Finance and Infrastructure Committee

Chair Smith called on Mr. Whittle, Chair of the Finance and Infrastructure Committee to introduce the exterior art recommendation submitted to the full Board earlier in the day by the Committee. Mr. Whittle introduced Mr. Gruner to provide further detail.

Mr. Gruner explained the general process for development and approval of a proposal for exterior art. The process is formalized in a policy developed by the University in 2013. The policy enables the development and potential approval of a proposal, and in the case to be discussed today, that proposal emanates from the Board of Trustees. Conceived by the Board, the proposal initiates a process to be authorized and formalized today.

Thereafter, Mr. Gruner continued, the University will seek qualified artists through a public, competitive, and qualification-based process. The process will be inclusive, resulting in oversight by the Design Review Committee before presentation to the Board of Trustees. The University will actively recruit African-American sculptors to apply.

Mr. Gruner then turned to images integral to the Board's proposal: photos from September 11, 1963, when Henrie Monteith Treadwell, Robert Anderson, and James Solomon registered for classes, effectively desegregating the University of South Carolina. Mr. Gruner read a passage from Henry H. Lesesne's *A History of the University of South Carolina, 1940-2000*, describing the events of September 11, 1963. Treadwell, Anderson, and Solomon received advice from their deans in the Osborne Administration Building. They then walked to the Naval Armory, a wing of Hamilton College at that time, to register for Fall Semester classes. This process required approximately 20 minutes. The students then participated in a news conference inside Hamilton College.

Mr. Gruner noted that the University will conduct research regarding the campus experience of the three students. This research will inform the posture of the students as portrayed in sculpture, the location of the sculpture, its base, and any words inscribed on the base. The location of the sculptures, Mr. Gruner noted, would be critically important to the meaning of the sculpture and to viewers' interpretation of that meaning.

The Art Advisory Committee will work with the University to identify other areas to note where these students lived and studied. For instance, Anderson lived in Maxcy College; Solomon commuted from Sumter, and Henrie Monteith Treadwell lived in Sims College.

Sculptures of this sort commonly portray human figures at a height one-and-a-third times greater than actual height, on top of a pediment. The sculptures will require 18 months to develop, to yield public art to last centuries. The conceptual budget for the sculptures is informed by recent work to erect statues of Richard Greener, George Rogers, and A'ja Wilson.

Chair Smith called for a motion to approve the Board of Trustees as a sponsor to create, in accordance with University policy, campus sculptures to commemorate the historic enrollment of Robert Anderson, James Solomon, and Henrie Monteith Treadwell in September of 1963. Mr. English made the motion, and Mr. Adams seconded the motion. Chair Smith called for discussion and a vote, which was unanimous.

Chair Smith pronounced this approval as signaling a momentous day for the University of South Carolina. The Board's action this afternoon, he continued, set in motion the necessary processes for planning, designing, and erecting statues to commemorate three heroes in the history of this University—three statues that will be permanent reminders to all who live, work, and study at the University and to all who visit that Robert G. Anderson, James L. Solomon Jr., and Henrie Monteith Treadwell were remarkably principled and

poised as they strode from the Osborne Administration Building to the Naval Armory to register for classes on September 11, 1963.

Every day that the public will see those statues, the University community will give thanks to Anderson, Solomon, and Treadwell. Those statues may become symbols of hope, of perseverance, of the quest for equality, of historical struggle; but let us remember, Chair Smith cautioned, that those statues will depict real people of flesh and blood and emotion and aspiration who made personal sacrifices in 1963 to benefit generations of students to come.

To Dr. Treadwell, to her son Nathaniel, to Mr. Solomon's granddaughters Amber and Ashlynn, Chair Smith noted thanks on behalf of the Board for being at the University for this announcement and for honoring the University with their presence. Chair Smith continued, stating that the University sent fond wishes for health and strength to Mr. Solomon. The University noted solemnly the passing of Mr. Anderson in 2009.

Chair Smith explained that the Board was working diligently to consider ways in which the University must acknowledge its past without glossing over just how difficult the University's past was and is for so many members of this community. The Board's work in this regard will continue, deliberately.

So that the University might continue to celebrate the day's action by the Board of Trustees, Chair Smith asked Dr. Pastides to step to the podium to welcome the distinguished guests, to give those guests some gifts to convey the University's fond wishes, and to make some concluding remarks regarding today's action.

Dr. Pastides noted that he and the Board had an opportunity, during the lunch break that immediately preceded the afternoon's vote, to pay tribute to Dr. Henrie Monteith Treadwell and her son, to the members of James Solomon's who were present today, and to

the memory of Robert Anderson. Dr. Pastides asked those who were gathered for lunch to pause and imagine what that day must have been like, on September 11, 1963.

Today is a day for celebration, Dr. Pastides continued, but it will always go hand in hand with the memory of a more somber time. It serves the University well to remember the struggle that preceded the historic day that these statues will commemorate. All University stakeholders are made better in that moment, but that remains true only if the University continues the journey of ensuring the equality, freedoms, and justice that every member of the community deserves.

Dr. Pastides then recognized special guests: Dr. Henrie Monteith Treadwell, who graduated from the University of South Carolina in 1965 with a B.S. in biology. She went on to earn a master's degree and Ph.D. in biochemistry from Boston University and Atlanta University, respectively, and did postgraduate work at Harvard School of Public Health. With Dr. Treadwell was her son, Nathaniel Turner. Dr. Pastides noted with regret that James L. Solomon Jr. was not well enough to be present. Representing him were his granddaughters, Amber Solomon and Ashlynn Solomon. Dr. Pastides noted that Robert G. Anderson passed away in 2009, asking those present keep his memory in their thoughts.

To help mark this special day, Dr. Pastides continued, he and the Board presented the special guests with picture frames, which were constructed from the wood that was reclaimed from a large oak tree that once stood on the Horseshoe. Only a few dozen such frames were created from the wood that was rescued when the tree had to be taken down. So, the frames are reserved for the most important occasions and people. It is our hope, Dr. Pastides said, that these frames will be used to hold photos of the statues when they are erected on campus.

Dr. Pastides concluded that without these “remarkable three” students who desegregated the University, USC would not be the “remarkable we” today.

Dr. Pastides then called on Henrie Montieth Treadwell to address those in attendance.

She thanked the Board for honoring her. She could not recall what she was thinking at age 17, 59 years ago, when she registered for classes; but she knew that she had to take a walk into history. She looks forward to unveiling the statues to the public.

Dr. Pastides then called on James Solomon’s granddaughter, Ashlynn, who—on behalf of her grandfather—described the sacrifices that he had made for the University. She described herself and her sister as proud of her grandfather’s accomplishments.

Chair Smith closed discussion of the Board’s action by thanking the University’s special guests and declaring the day as a great one for the University.

#### VII. Terms of Employment for President-elect Michael Amiridis

Chair Smith called on General Counsel Terry Parham to review terms of employment and compensation for the President-elect.

Mr. Parham stated that Dr. Amiridis’s annual compensation as President would total \$900,000. The Educational Foundation will contribute \$1M to a split-term life insurance policy, 60 days after Dr. Amiridis’s assuming office. The Educational Foundation will contribute further \$250,000 over the following three years, so long as Dr. Amiridis continues to serve as President. Dr. Amiridis will not be legally vested in the insurance policy unless he is in office on June 30, 2027 completion of fifth year. He waives his right to the policy if he leaves office before June 30, 2027.

When Dr. Amiridis steps down, he will retain tenure in the College of Engineering and Computing and will be entitled to his University-sponsored salary on a nine-month

basis. Dr. Amiridis's tenure in the College of Engineering and Computing will terminate five years following his stepping down as President.

In addition, Dr. Amiridis will receive the standard benefits awarded to past Presidents: residence in the President's house, one vehicle, membership in one private dining club, and membership in one country club. The University will pay for his moving expenses, in accordance with University policy.

Chair Smith called for a motion to approve compensation for Dr. Amiridis as posted to the Board portal and explained by Mr. Parham. Mr. Roberts made the motion, which Dr. Floyd seconded. Dr. Smith offered an opportunity for discussion. There was none. The motion passed unanimously.

#### VIII. Continuing Education

Chair Smith stated that an article from the Association of Governing Boards of Colleges and Universities entitled "Making the Most of Presidential Transitions" was on the Board portal for the Board's review for continuing education.

He noted some of the primary takeaways for the Board, on the basis of the article:

1) Although the Board and the University encountered a difficult circumstance in May of 2021, the University of South Carolina was poised to complete a strong and deliberate presidential transition.

The Board was grateful, Chair Smith noted, to Patricia and Harris Pastides for their leadership and service since last year.

He thanked Thad Westbrook and the Presidential Candidate Search Committee for their excellent work, and he noted that the Board looks forward to Michael Amiridis's return to the University. Because Dr. Amiridis knows the University so well, some aspects of orienting him to the University are not relevant—as they might be for a newcomer to USC.

Nevertheless, some transition matters require the Board's careful consideration and united approach.

2) The Board must be united in articulating to President-elect Amiridis what the University System's strategic priorities should be, how success will be measured, and how priorities should be determined. The Board must be disciplined in abiding by these priorities, and the Board should not confuse the President-elect or the administration with ad-hoc priorities. The Board must be united in focusing attention and resources on the big goals.

3) The Board should support Interim President Pastides in executing "tough" decisions before his departure, if these decisions will set up President-elect Amiridis for success. Support for those "tough" decisions is a Board-level consideration and not for lobbying directly to the Interim President by individual Trustees.

4) The Board should support administrative transition efforts. With that in mind, he called on Ed Walton and Larry Thomas to outline some of the operational and communication efforts that are already underway with President-elect Amiridis.

Mr. Walton described a transition team assembled four weeks previously and lead by Chief of Staff Stacy Fritz. The team has prepared Dr. Amiridis, reminding him how the University works, and discussing matters current in the state. Topics for discussion with Dr. Amiridis have included the budget, legal matters, donor relations, etc. The team is overseeing Dr. Amiridis's schedule, so that he might focus on USC matters while doing his current job in Chicago. Dr. Amiridis will visit Columbia for a minimum of two, two-day periods before beginning work on July 1. Meanwhile, he is making calls to legislators, donors, faculty, deans, friends, etc.

Mr. Thomas then described two goals for Communications relative to the transition: to ensure that Interim President receives due recognition and to introduce stakeholders to



the President-elect. During the previous week, a Communications team from the University traveled to Chicago to film interviews with Dr. and Mrs. Amiridis. Those video interviews will be published and promoted soon through a new online vehicle. Transition work is focused on the 30 days before Dr. Amiridis begins work and then 100 days following his taking office.

Mr. Walton committed to providing updates to the Board through the Secretary.

Dr. Pastides stated that Dr. Amiridis is his own leader, and that Dr. Pastides looks forward to being President Emeritus again.

There were no questions, comments, or opinions, so Dr. Smith declared the update received as information.

#### IX. March 17 Committee Meetings and March 18 Investiture at USC Aiken

Chair Smith called on Secretary Howell to review the Board's plans for Committee meetings at USC Aiken on March 17 and for the investiture at USC Aiken on March 18.

Secretary Howell stated that he would email Trustees with details and ask for their attendance plans for March 17 and 18. Committee meetings on March 17 would begin at 10:00 a.m. and would be followed by a dinner in honor of Chancellor Heimmermann. Overnight accommodations have been arranged by USC Aiken. The investiture on March 18 would begin at 10:30 a.m., following by lunch. USC Aiken will provide ground transportation to and from the Convocation Center for those Trustees who need transportation.

#### X. President's Report

Chair Smith called on Dr. Pastides for the President's report.

Dr. Pastides noted the \$1.5M commitment from the Williams Companies to the Center for Civil Rights History and Research. He announced that four faculty members

from the University had been named members of the American Association for the Advancement of Science: Alan Decho, microbiology; Sharon DeWitte, anthropology; Kirsten Dow, geography; and Bert Ely, biological sciences. Law School alumna and 2021 honorary degree recipient Michelle Childs had been named a potential nominee to the U.S. Supreme Court.

Winter Session, he described, continued to grow as an enrollment option for students and helped those students graduate on time. Some 858 students were enrolled in Winter Session 2022—three times the number enrolled when Winter Session was established.

Palmetto College's tenth anniversary was on the horizon and would be commemorated with a celebration at the President's home on March 19. Recently, the state legislature and Governor McMaster had graciously supported Palmetto College with \$3M funding of Apple labs around the state, the first of which would be celebrated at USC Union on February 21.

The American Institute of Architects South Carolina Chapter recognized the design of USC Beaufort's new Hilton Head Hospitality Management Campus with a Merit Award.

USC Columbia hosted a three-day workshop for this year's cohort in the SEC Academic Leadership Development Program, which aims to develop future campus leaders from among university faculty and early-career administrators, to prepare them to become department chairs, deans, vice provosts, and provosts.

Dr. Pastides reminded Trustees that Board Chair Dr. Dorn Smith was honored at the State House during the previous week for his heroic intervention to save a life, along with College of Nursing alumna, Maggie Biddle ('17).

Athletics Director Ray Tanner was honored on February 11 as one of the 2022 Richard Allen Award winners by Allen University, given to individuals who have made exceptional contributions to education and to their community.

USC Columbia will host ESPN's College GameDay on February 20, when the Women's Basketball team plays Tennessee at Colonial Life Arena. Only two other women's basketball programs have hosted GameDay: UConn in 2010, and Tennessee in 2011.

The University looks forward to hosting Good Morning America on campus on March 15, just before the NCAA Women's Basketball Tournament begins.

Covid positivity rate at USC Columbia had fallen below 1 %, signaling a transition from epidemic to endemic mode and perhaps a return to normalcy.

Chair Smith thanked Dr. Pastides for his report and asked for any questions. There being none, Chair Smith stated that the President's report was received as information.

#### XI. Other Matters

Chair Smith asked Secretary Howell to review a few housekeeping matters for the Board, including a new fact book for each Trustee; two documents for each Trustee to complete and return; and the forthcoming provision of SEI data to Trustees.

Chair Smith called for any other matters to come before the Board. There were none.

#### XII. Adjournment

Chair Smith declared the meeting adjourned at approximately 2:57 p.m.

Respectfully submitted,

Cameron Howell  
Secretary