

University of South Carolina  
BOARD OF TRUSTEES

Governance Committee – Called  
In Person, Floyd Boardroom, Pastides Alumni Center  
and By Microsoft Teams  
November 18, 2022

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 9:00 a.m. Secretary Howell confirmed Trustees attending in person and by Microsoft Teams audio and video conference.

Committee Members in attendance:

Rose Buyck Newton, Chair  
C. Dan Adams  
Hubert F. Mobley  
E. Scott Moise  
Leah B. Moody  
C. Dorn Smith III  
Mack I. Whittle Jr.  
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

J. Egerton Burroughs  
Alex English  
C. Edward Floyd (online)  
Brian C. Harlan  
Richard A. Jones Jr.  
Toney J. Lister (online)  
Emma W. Morris  
Molly M. Spearman  
John C. von Lehe Jr. (online)

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 (online)  
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*

Alexa Jurado, the *State*

Notice:

Chair Newton stated notice of the meeting and agenda had been posted and the press notified as required by the Freedom of Information Act; the agenda and supporting materials had been circulated to the Committee; and a quorum was present to conduct business.

MOTION FOR EXECUTIVE SESSION

Chair Newton stated there was a need for an Executive Session for the receipt of legal advice regarding contractual matters listed on the public agenda for this meeting, proposed naming opportunities, a matter involving student discipline, and matters protected by attorney-client privilege.

Mr. Mobley made a motion to enter Executive Session; Mr. Whittle seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Newton invited the following to remain: Trustees, Dr. Korsgaard, Ms. Reedy Newton, Mr. Seaton, President Amiridis, Secretary Howell, Dr. Arnett, Mr. Caskey, Ms. Dodenhoff, Ms. Dunleavy, Dr. Fritz, Mr. Parham, Mr. Sobieralski, Mr. Thomas, Mr. Tolliver, Mr. Walton, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Contract and Lease Approvals

A. Athletics Employment Extension Agreement—George Wynn

Mr. Parham presented an employment extension agreement with George Wynn, which was posted to the Board portal.

Dr. Smith made a motion to approve the Athletics employment extension agreement with George Wynn as presented and posted to the Board portal. Mr. Mobley seconded the motion. A vote was taken and the motion was approved.

B. South Carolina Department of Health and Human Services

Mr. Parham presented a USC School of Law contract with the South Carolina Department of Human Services, which was posted to the Board portal.

Dr. Smith made a motion to approve the USC School of Law contract with the South Carolina Department of Human Services as presented and posted to the Board portal. Mr. Adams seconded the motion. A vote was taken and the motion was approved.

Chair Newton stated this agenda item would be included in the Governance Committee's written consent agenda for consideration by the full Board at its next regularly scheduled meeting.

C. Fourth Amendment to Master License Agreement with Academic Analytics, LLC

Mr. Parham presented a fourth amendment to the license agreement with Academic Analytics, LLC, which was posted to the Board portal.

Dr. Smith made a motion to approve the fourth amendment to the license agreement with Academic Analytics, LLC as presented and posted to the Board portal. Mr. Whittle seconded the motion. A vote was taken and the motion was approved.

III. Potential Revisions to Board Bylaws and Policies

A. For Potential Approval

1. Board Bylaws: Method for Removing the Chair and/or Vice Chair of the Board
2. Board Bylaws: Method for Removing the Chair of a Committee
3. Board Policy BTRU 2.03 ("Censure, Sanction, or Removal of a Board of Trustees Member")
4. Board Bylaws: Non-Board, Non-voting Members of Committees
5. University Policy UNIV 7.00 ("Campus Exterior Art Approval and Procurement")

B. For Discussion Only

Secretary Howell led a discussion on potential revisions to the following Bylaws as posted to the Board portal.

1. Potential Line Edits to Board Bylaws
2. Proposed University Policy UNIV 7.01 ("Design Review Committee")

3. Board Policy BTRU X.XX (“Exceptional Benefits for USC Retirees and Trustees”)
4. Board Policy BTRU 1.00 (“Statutory Basis of the University”)
5. Board Policy BTRU 1.02 (“Mission Statements”)
6. Board Policy BTRU 1.03 (“By-laws of the Board of Trustees”)
7. Board Policy BTRU 1.06 (“Audit & Advisory Services”)
8. Board Policy BTRU 1.09 (“Employment of Outside Legal Counsel”)
9. Board Policy BTRU 1.12 (“Use of University of South Carolina Name”)
10. Board Policy BTRU 1.14 (“University Designated Funds”)
11. Board Policy BTRU 1.15 (“University Personnel Expenditure Policy”)
12. Board Policy BTRU 1.16 (“Board Member Expense Policy and Procedures”)
13. Board Policy BTRU 1.18 (“Conflicts of Interest and Commitment”)

Chair Newton stated the update was received as information.

#### IV. Approval of Revisions to Board Bylaws and Policies

##### A. Board Bylaws: Method for Removing the Chair and/or Vice Chair of the Board

Ms. Moody made a motion to approve revisions in red on page 11 of the Bylaws regarding removal of the Chair and/or Vice Chair of the Board as presented and posted to the Board portal. Mr. Westbrook seconded the motion. A vote was taken and the motion was approved.

Chair Newton stated the revisions would be recommended to the full Board for the first of two approvals.

##### B. Board Bylaws: Method for Removing the Chair of a Committee

Ms. Moody made a motion to approve revisions in red on page 15 of the Bylaws regarding removal of the Chair of a Committee as presented and posted to the Board portal. Mr. Whittle seconded the motion. A vote was taken and the motion was approved.

Chair Newton stated the revisions would be recommended to the full Board for the first of two approvals.

C. Board Policy BTRU 2.03 (“Censure, Sanction, or Removal of a Board of Trustees Member”)

Ms. Moody made a motion to approve revisions to Board Policy BTRU 2.03 (“Censure, Sanction, or Removal of a Board of Trustees Member”) as presented and posted to the Board portal. Mr. Whittle seconded the motion. A vote was taken and the motion was approved.

Chair Newton stated the revisions would be recommended to the full Board for the single approval necessary for edits to a policy.

D. Board Bylaws: Non-Board, Non-voting Members of Committees

Ms. Moody made a motion to approve revisions in red on pages 15 and 16 of the Bylaws regarding non-Board, non-voting experts advising Committees, subject to changing the proposed language in Bylaws Sections 1.G and 2.D to reflect “a simple majority of the Board” as opposed to “a two-thirds vote of the entire Board (fourteen or more votes required)” for the removal of a non-Board, non-voting advisor. Mr. Westbrook seconded the motion. A vote was taken and the motion was approved.

Chair Newton stated the revisions would be recommended to the full Board for the first of two approvals.

E. University Policy UNIV 7.00 (“Campus Exterior Art Approval and Procurement”)

Ms. Moody made a motion to approve revisions to University Policy UNIV 7.00 (“Campus Exterior Art Approval and Procurement”) as presented and posted to the Board portal. Mr. Whittle seconded the motion. A vote was taken and the motion was approved.

Chair Newton stated the revisions would be recommended to the full Board for the single approval necessary for edits to a policy.

V. Committee Preparations

Secretary Howell discussed resources available for Committee Chairs, along with some recommended actions.

Chair Newton stated this update was received as information.

VI. Report on Contracts and Agreements

Chair Newton stated a report on contracts and agreements was posted to the Board portal, in keeping with Board Policy BTRU 1.04.

Chair Newton stated this update was received as information.

VII. Governance Committee Work Plan

Secretary Howell provided a review of the Committee's work plan. [GC 111822 OS VII]

Chair Newton stated this update was received as information.

VIII. Preview of January 2023 Presidential Investiture

President Amiridis and Chief of Staff Stacy Fritz provided an update on plans for the 2023 Presidential Investiture.

Chair Newton stated this update was received as information.

IX. Preview of January 2023 Board Retreat

President Amiridis and Board Chair Westbrook provided preliminary plans for the 2023 Board Retreat.

Chair Newton stated this update was received as information.

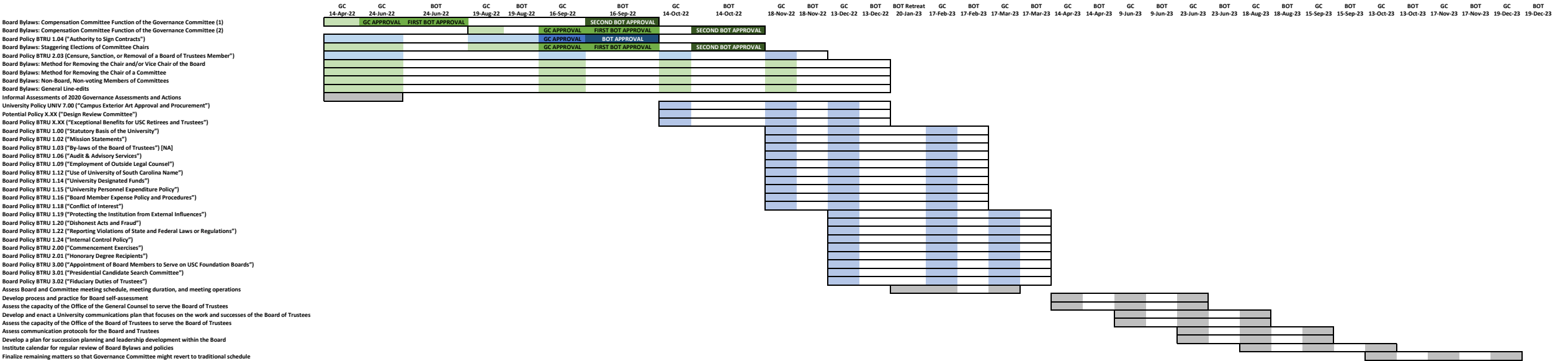
X. Adjournment

Chair Newton declared the meeting adjourned at 11:07 a.m.

Respectfully submitted,

Cameron Howell  
Secretary

USC BOT GOVERNANCE COMMITTEE WORK PLAN 2022-23



LEGEND	
General review of governance matters	Light Green
Review of Board Bylaws	Dark Green
Approval of revision to Board Bylaws by Governance Committee	Light Blue
First approval of revision to Board Bylaws by BOT	Dark Blue
Second approval of revision to Board Bylaws by BOT	Medium Blue
Review of board and other policies	Light Grey
Approval of revision to policy by Governance Committee	Dark Grey
Approval of revision to policy by BOT	Medium Grey