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University of South Carolina
BOARD OF TRUSTEES

Governance Committee - Called
In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
November 17, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 12:45 p.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
Alex English
Hubert F. Mobley
E. Scott Moise
Leah B. Moody
C. Dorn Smith III
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

C. Edward Floyd (online)
Brian C. Harlan
Henry L. Jolly Jr. (online)
Richard A. Jones Jr.
Emma W. Morris
Reid T. Sherard
John C. von Lehe Jr. (online)
Charles H. Williams

Others in attendance:

Wayne Outten, USC Columbia Faculty Senate Chair
Emmie Thompson, USC Columbia Student Government President
Robin Roberts, Advisor to the Advancement, Engagement and Communications Committee
David Seaton, 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:

Riley Edenbeck, the *Daily Gamecock*

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 receipt of legal advice regarding a matter covered by attorney-client privilege pertaining to international agreements.

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 Newton invited the following to remain: Trustees, Dr. Outten, Ms. Thompson, Mr. Roberts, Mr. Seaton, President Amiridis, Secretary Howell, Chancellors, the President's Executive Council, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Report on Contracts and Agreements

The standard report on contracts and agreements was posted to the Board portal as required for the Committee's review in advance of each of its meetings, according to Board policy BTRU 1.04.

The report was received as information.

III. Policy Alignment with "Chicago Principles"

Posted to the Board portal was information about recent revisions to two policies affecting freedom of expression on campus.

- A. Policy UNIV 6.00 (“Freedom of Expression and Access to Campus”)
- B. Policy STAF 3.25 (“Scheduling University Union Activities”).

Chair Newton reported that consideration of revisions to policies will continue. Collaborating in this effort are the General Counsel, the Board Secretary, the President’s Chief of Staff, the Faculty Senate Chair, the Vice President for Student Affairs and Academic Support and staff, representatives from the Office of the Provost, and the Associate Vice President for Civil Rights and Title IX.

The update was received as information.

IV. Potential Edits to Board Bylaws

Chair Newton stated the Governance Committee will consider potential edits from page 14 through the final pages of the Bylaws. The goal will be to address lingering questions at the December meeting and move toward the Committee’s voting on all potential edits in the document.

Secretary Howell presented potential edits to Board Bylaws.

The update was received as information.

V. Governance Assessments

Secretary Howell provided an update on current governance assessments. A strategic plan summary was placed at each Board member’s seat and is detailed on the University’s website.

The update was received as information.

VI. Update: President’s Strategic Plan

A summary of the President’s strategic priorities was posted to the Board portal. The Governance Committee should expect to receive an update in 2024 regarding progress, in terms of measuring annual results toward goals.

President Amiridis updated the Committee regarding the status of his strategic priorities.

The update was received as information.

VII. 2023 Governance Committee Work Plan

An updated Committee work plan was posted to the Board portal.

The report was received as information.

VIII. Forecast of 2024 Governance Committee Matrix

Secretary Howell reviewed the Committee's plans for 2024. The Committee matrix was posted to the Board portal.

This was received as information.

IX. Adjournment

Chair Newton declared the meeting adjourned at 1:42 p.m.

Respectfully submitted,

Cameron Howell
Secretary