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University of South Carolina  
BOARD OF TRUSTEES

Audit, Compliance and Risk Committee  
In Person, Floyd Boardroom, Pastides Alumni Center  
and By Microsoft Teams  
August 22, 2025

OPEN SESSION

I. Call to Order

Chair Smith called the meeting to order at 10:27 a.m. Interim Secretary Bradley confirmed Trustees attending in person and by Microsoft Teams audio and video conference.

Committee Members in attendance:

C. Dorn Smith III, Chair  
W. Michael Bond  
Richard A. Jones Jr.  
Leah B. Moody  
John C. von Lehe Jr.(online)  
Charles H. Williams  
Rose Buyck Newton, *Board Vice Chair*  
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

Coleman F. Buckhouse (online)  
Alex English  
Brian C. Harlan  
Henry L. Jolly Jr.  
Hubert F. Mobley  
Emma W. Morris  
Reid T. Sherard  
Ellen Weaver

Others in attendance:

Courtney Tkacs, USC Columbia Student Government President  
Liam Hein, USC Columbia Faculty Senate Chair  
Robin Roberts, Advisor to the Advancement, Engagement and Communications Committee  
David Seaton, Advisor to the Governance Committee (online)

Administrators in attendance:

Michael Amiridis, President

Stacey Bradley, Interim University Secretary and Secretary of the Board of Trustees

Mary Anne Fitzpatrick, Interim Executive Vice President and Provost

Terry Parham, General Counsel

Ed Walton, Executive Vice President and Chief Financial Officer

Media in attendance:

Colin Elam, the *Daily Gamecock*

Ian Grenier, the *Post and 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 Committee; and a quorum was present to conduct business.

MOTION FOR EXECUTIVE SESSION

Chair Smith stated there was a need for an Executive Session for a discussion regarding the status and development of IT security, and for a discussion of investigative proceedings regarding allegations of potential criminal misconduct.

Mr. Westbrook made a motion to enter Executive Session. Ms. Moody seconded the motion. A vote was taken, and the motion was approved unanimously.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Approval of Voluntary Separation Program – McCausland College of Arts and Sciences

Materials outlining a proposed voluntary separation program for the McCausland College of Arts and Sciences were circulated in advance of the meeting

Ms. Newton made a motion to approve the voluntary separation program for the McCausland College of Arts and Sciences. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

This item was included on the Committee's written consent agenda for consideration by the full Board.

### III. Internal Audit

Chief Audit Executive Pam Dunleavy provided the following updates.

#### A. Audit Reports

1. Academic Program Analysis Audit Report
2. IT Asset and Access Management Audit Report
3. Pcard Monitoring Program – FY2024-25
4. Tracking Report

#### B. Status of 2025 Audit Plan

The reports were received as information.

### IV. Approval of Board Policy Reviews

Chief Audit Executive Pam Dunleavy presented a Board policy review for approval.

- BTRU 1.18, Conflict of Interest and Commitment

Ms. Moody made a motion to approve revisions to BTRU 1.18 as presented. Mr. Bond seconded the motion. A vote was taken, and the motion was approved.

This item was included on the Committee's written consent agenda for consideration by the full Board.

### V. Risk and Compliance Reports

The following risk and compliance reports were circulated for review in advance of the meeting.

- A. Report on other external audits and reviews
- B. Enterprise Risk Management

These reports were received as information.

### VI. Audit, Compliance and Risk Committee

#### A. Committee Self-Assessment

The results of the committee's self-assessment were circulated prior to the meeting and received as information.

C. Committee Matrix Review

The Committee matrix was provided for review in advance of the meeting and received as information.

VII. Other Matters

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

VIII. Adjournment

Chair Smith declared the meeting adjourned at 10:52 a.m.

Respectfully submitted,

Stacey Bradley  
Interim Secretary