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University of South Carolina
BOARD OF TRUSTEES

Governance Committee

In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
March 17, 2025

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 2:45 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
Leah B. Moody
Reid T. Sherard (online)
C. Dorn Smith III (online)
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

W. Michael Bond
Coleman Floyd Buckhouse
Brian C. Harlan
Henry L. Jolly, Jr.
Richard A. Jones Jr.
John C. von Lehe Jr. (online)
Ellen Weaver (online)

Member absent:

Emma W. Morris
Charles Williams

Others in attendance:

Patton Byars, USC Columbia Student Government President
Wayne Outten, USC Columbia Faculty Senate Chair

Robin Roberts, Advisor to the Advancement, Engagement and Communication Committee (online)

David Seaton, Advisor to the Governance Committee (online)

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:

Hayden Davis, the *Daily Gamecock*

Kevin Miller, GamecockCentral.com

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 legal advice regarding contracts and agreements posted on the public agenda for this meeting and state statute.

Mr. English made the motion to enter Executive Session. Mr. Mobley seconded the motion. A vote was taken, and the motion was approved.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Approval of Contracts and Agreements

General Counsel Terry Parham presented contracts for approval.

A. Athletics Department: Employment Agreement Amendment for Luke Day

Mr. Mobley made a motion to recommend full Board approval of the employment agreement amendment for Luke Day as presented. Ms. Moody seconded the motion. A vote was taken, and the agreement was approved.

B. College of Hospitality, Retail and Sport Management: Academic Collaboration Agreement with Hamad Khalifa University

Ms. Moody made a motion to approve the College of Hospitality, Retail and Sport Management academic collaboration agreement with Hamad Khalifa University as presented. Mr. English seconded the motion. A vote was taken, and the agreement was approved.

C. Division of Administration and Finance: Transact Campus, Inc. Master Services Agreement

Ms. Moody made a motion to approve the master services agreement with Transact as presented. Mr. Mobley seconded the motion. A vote was taken, and the agreement was approved.

D. Department of Information Technology: Service Now, Inc. Software License Agreement

Ms. Moody made a motion to approve the software license agreement with Service Now as presented. Mr. English seconded the motion. A vote was taken, and the agreement was approved.

E. Department of Information Technology: Ellucian Master Service Agreement

Ms. Moody made a motion to approve the Ellucian master service agreement as presented. Mr. English seconded the motion. A vote was taken, and the agreement was approved.

F. University Libraries: PASCAL Shared Library Service Platform Agreement

Mr. English made a motion to approve the PASCAL shared service agreement as presented. Mr. Mobley seconded the motion. A vote was taken, and the agreement was approved.

G. University Libraries: John Wiley & Sons Inc. (“Wiley”)/Carolina Consortium Member Agreement

Ms. Moody made a motion to recommend full Board approval of the consortium member agreement as presented. Mr. English seconded the motion. A vote was taken, and the agreement was approved.

H. Arnold School of Public Health Center for Community Health Alignment: South Carolina Health and Human Services Contract for Purchasing and Provision of Services Improving Health Outcomes for the Uninsured

Mr. Mobley made a motion to approve the Arnold School of Public Health Center for Community Health Alignment contract as presented. Ms. Moody seconded the motion. A vote was taken, and the agreement was approved.

I. Arnold School of Public Health Center for Community Health Alignment: South Carolina Health and Human Services Contract for Purchasing and Provision of Continuation of a CHW Pilot Program

Mr. Mobley made a motion to approve the continuation of a CHW pilot program as presented. Ms. Moody seconded the motion. A vote was taken, and the agreement was approved.

III. Report on Contracts and Agreements

The standard report on contracts and agreements was received as information.

IV. Report on New Policies and Policy Revisions Since September 2024

A model report for what the Governance Committee might receive in the future after the “Policy on Policies” is amended was circulated for review in prior to the meeting.

The report was received as information.

V. Assessment of the 2025 Board of Trustees Retreat

A report on Trustees’ evaluation of the 2025 Board of Trustees retreat was circulated for review prior to the meeting.

This report was received as information.

VI. Protocol for Comprehensive Evaluation of the President

Governance Consultant Peter Eckel provided an outline for what might be the comprehensive evaluation of the President.

This update was received as information.

VII. Approval of Revision to Board Bylaws

Mr. English made a motion to recommend to the full Board the revisions to Board Bylaws presented to the Governance Committee. Mr. Westbrook seconded the motion. A vote was taken, and the revisions are recommended for first approval by the Board of Trustees.

VIII. Committee Matrix

The updated Committee matrix was received as information.

IX. Other Matters

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

X. Adjournment

Chair Newton declared the meeting adjourned at 4:07 p.m.

Respectfully submitted,

Cameron Howell
Secretary