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University of South Carolina
BOARD OF TRUSTEES

Governance Committee

In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
June 20, 2025

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 11:35 a.m. Interim Secretary Bradley 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
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

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

Others in attendance:

Courtney Tkacs, USC Columbia Student Government President
Wayne Outten, USC Columbia Faculty Senate Chair

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

David Seaton, Advisor to the Governance Committee

Administrators in attendance:

Michael Amiridis, President

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

Donna Arnett, Executive Vice President and Provost

Terry Parham, General Counsel

Ed Walton, Executive Vice President and Chief Financial Officer

Media in attendance:

Ian Grenier, the *Post & Courier*

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 related to contracts and agreements listed on the public agenda.

Dr. Smith made the motion to enter Executive Session. Mr. Mobley seconded the motion. A vote was taken, and the motion carried unanimously.

EXECUTIVE SESSION

— Executive Session Removed

RETURN TO OPEN SESSION

Chair Newton suspended the meeting at 12:04 p.m. for lunch. Chair Newton reconvened the meeting at 1:00 p.m.

II. Approval of Contracts and Agreements

General Counsel Terry Parham presented the following contracts for approval.

A. USC Purchasing Department/Facilities Department: Task Order Contracts with the following companies:

1. General Contracting Services Agreements

a. Solid Structures LLC

- b. Boyer Commercial Construction, Inc.
 - c. Huss, Inc.
 - d. M.E. Contracting LLC
2. Mechanical Contracting Service Agreements
- a. Walker White, Inc.
 - b. McCarter Mechanical, Inc.
 - c. Johnson Controls, Inc.
 - d. MSI Construction Co., Inc.
3. Roofing Contracting Service Agreements
- a. Watts & Associates Roofing, Inc.
 - b. Lloyd Roofing Co., Inc.
 - c. C.E. Bourne & Co., Inc.
 - d. Aqua Seal Manufacturing & Roofing, Inc.
4. Electrical Contracting Service Agreements
- a. DNB Electric, Inc.
 - b. Farmer Construction Co., LLC
 - c. MSI Construction Co., Inc.
 - d. AOS Specialty Contractors, Inc.

Dr. Smith made a motion to approve the task order contracts as presented. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

B. USC Division of Information Technology: SC Research Education Network Connection Agreement with CULR, LLC

Ms. Moody made a motion to approve the Research Education network connection agreement as presented. Dr. Smith seconded the motion. A vote was taken, and the motion was approved.

C. USC Division of Information Technology: Services Agreement with OpenAI, LLC

Dr. Smith made a motion to approve the services agreement with OpenAI, LLC as presented. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

D. USC Enrollment Management: Memorandum of Understanding with Evans Scholars Foundation

Dr. Smith made a motion to approve the memorandum of understanding with the Evans Scholars Foundation as presented. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

E. USC Athletics Department: Amendment to Colonial Life Arena Naming Rights and Sponsorship Agreement

Mr. Mobley made a motion to approve the Athletics Department amendment to Colonial Life Arena naming rights as presented. Dr. Smith seconded the motion. A vote was taken, and the motion was approved.

F. USC Athletics Department: Administrative Services Agreement with The Gamecock Club

Dr. Smith made a motion to approve the Athletics Department services agreement with the Gamecock Club as presented. Mr. Mobley seconded the motion. A vote was taken, and the motion was approved.

G. USC Athletics Department: Administrative Services Agreement with Ascend Carolina

Dr. Smith made a motion to approve the Athletics administrative services agreement with Ascend Carolina as presented. Mr. English seconded the motion. A vote was taken, and the motion was approved.

H. USC Upstate: Services Agreement with EAB Global, Inc.

Dr. Smith made a motion to approve the USC Upstate services agreement with EAB Global as presented. Mr. English seconded the motion. A vote was taken, and the motion was approved.

I. USC Upstate: Services Agreement with Tri-State Pump and Controls, Inc.

Mr. Mobley made a motion to approve the USC Upstate services agreement with Tri-State Pump and Controls as presented. Dr. Smith seconded the motion. A vote was taken, and the motion was approved.

J. Darla Moore School of Business: Memorandum of Understanding with US Army Finance and Comptroller School

Mr. English made a motion to approve the Darla Moore School of Business Memorandum of Understanding with US Army as presented. Dr. Smith seconded the motion. A vote was taken, and the motion was approved.

III. Report on Contracts and Agreements

The standard report on contracts and agreements was circulated for review in advance of the meeting and received as information.

IV. Report on Policy and Procedures, March - June 2025

A report on policies and procedures for March through June 2025 was circulated for review in advance of the meeting and received as information.

V. Continuing Education: Confidentiality

Material related to the continuing education session on confidentiality provided by General Counsel Terry Parham was circulated for review in advance of the meeting and received as information.

VI. Other Matters

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

VII. Adjournment

Chair Newton declared the meeting adjourned at 1:09 p.m.

Respectfully submitted,

Stacey Bradley
Interim Secretary