

University of South Carolina  
BOARD OF TRUSTEES

Governance Committee

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

June 23, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 11:07 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  
Alex English  
Hubert F. Mobley  
E. Scott Moise  
C. Dorn Smith III (online)  
Thad H. Westbrook, *Board Chair*

Members Absent:

Leah B. Moody

Other Trustees in attendance:

C. Edward Floyd (online)  
Brian C. Harlan  
Henry L. Jolly Jr.  
Richard A. Jones Jr. (online)  
Miles Loadholt (online)  
Emma W. Morris  
Reid T. Sherard  
John C. von Lehe Jr.  
Ellen Weaver

Others in attendance:

Dr. Audrey Korsgaard, 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:

Lianna Hubbard, the *Post & Courier*

Alexa Jurado, the *State*

Collyn Taylor, 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 the discussion of contractual matters listed on the Committee's agenda and for the annual evaluation of the President.

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

Chair Newton invited the following to remain: Trustees, Dr. Korsgaard, Ms. Thompson, Mr. Roberts, Mr. Seaton, President Amiridis, Secretary Howell, Ms. Agardy, Provost Arnett, Ms. Dodenhoff, Ms. Dunleavy, Dr. Fritz, Mr. Gruner, Mr. Parham, Mr. Perkins, Mr. Sobieralski, Mr. Tanner, Mr. Thomas, Mr. Tolliver, Mr. Walton, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Contracts and Lease Approvals

General Counsel Terry Parham presented the following contracts for approval.

A. Governmental Real Estate Lease with CD/Park 7 Columbia SC Owner LLC

Mr. Adams made a motion to approve the governmental real estate lease with CD/Park 7 Columbia SC Owner LLC as presented and posted to the Board portal. Mr. Mobley seconded the motion. A vote was taken, and the motion was approved.

Chair Newton stated the contract would be listed on the Committee's written consent agenda for consideration by the full Board at its meeting scheduled later in the day.

B. College of Education: Center for Teaching Quality

Dr. Smith made a motion to approve the College of Education Center for Teaching Quality agreement as presented and posted to the Board portal. Ms. Moïse seconded the motion. A vote was taken, and the motion was approved.

C. Green and Garnett Guaranteed Energy, Water, and Wastewater Conservation Services – Siemens Industry, Inc.

Mr. Adams made a motion to approve the Green and Garnett guaranteed energy, water, and wastewater conservation services agreement with Siemens, Inc. as presented and posted to the Board portal. Dr. Smith seconded the motion. A vote was taken, and the motion was approved.

D. Athletics Employment Agreement: Head Men's and Women's Track & Field and Cross Country Coach

Mr. Mobley made a motion to approve the Head Men's and Women's Track & Field and Cross Country coaching agreement with Timothy Hall as presented and posted to the Board portal. Ms. Moïse seconded the motion. A vote was taken, and the motion was approved.

III. Report on Contracts and Agreements

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

Chair Newton stated the report was received as information.

IV. Board Policy BTRU 1.14 ("University Designated Funds")

Chair Newton stated the review of Board Policy BTRU 1.14 ("University Designated Funds") was delegated to the Finance and Infrastructure Committee for review on December 13, 2022.

On June 9, the Finance and Infrastructure Committee, in consultation with USC staff, determined that the policy should continue to exist, and no modifications are required at this time.

Chair Newton thanked the Finance and Infrastructure Committee, along with USC staff, for their inspection of the policy and stated the review would be noted on the current Governance Committee work plan.

## V. Yearly Calendar for Board and Committee Meetings

Chair Newton stated that on June 7, the Governance Committee considered a draft proposal for the 2024 schedule of Board and Committee meetings, which was posted to the Board portal for review. The draft calendar proposed dropping one of the two yearly scheduled meetings in June, along with the yearly scheduled meeting in November, to decrease the total number and days of meetings while maintaining the general pattern of Committee and Board meetings.

Chair Newton stated the Board Office reviewed the proposed calendar for potential scheduling conflicts and confirmed there were none.

Chair Newton stated the Office of the Board of Trustees will issue formal notice to Trustees and others regarding the calendar. The date for the Board's meetings at USC Beaufort will be resolved among the President, Board leadership, and Chancellor Panu before the calendar is circulated.

## VI. Governance Assessments

Secretary Howell provided a status report on the following on-going Governance assessments.

- A. Process and Practice for Board Self-assessment
- B. Capacity of the Office of the General Counsel to Serve the Board of Trustees
- C. Capacity of the Office of the Board of Trustees to Serve the Board of Trustees
- D. University Communication Regarding the Board of Trustees

Chair Newton stated the update was received as information.

## VII. Succession Planning and Leadership Development within the Board of Trustees

Secretary Howell presented 2024 educational opportunities provided by the Association of Governing Boards of Universities and Colleges. He asked that Trustees interested in participating let Chair Newton know by July 7.

Chair Newton stated the update was received as information.

## VIII. Governance Committee Work Plan

Secretary Howell stated an updated Governance Committee's work plan was posted to the Board portal for review in advance of this meeting and called for questions. There were none.

Chair Newton stated the plan 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 12:02 p.m.

Respectfully submitted,

Cameron Howell  
Secretary