

The official minutes of the University of South Carolina Board of Trustees are maintained by the Secretary of the Board. Certified copies of minutes may be requested by contacting the Board of Trustees' Office at trustees@sc.edu. Electronic or other copies of original minutes are not official Board of Trustees' documents.

University of South Carolina
BOARD OF TRUSTEES

Governance Committee

August 20, 2021

The Governance Committee of the University of South Carolina Board of Trustees met at 10:55 a.m. on Friday, August 20, 2021 in the Floyd Board Room of the Pastides Alumni Center and by Microsoft Teams video conference.

Committee members present were Mr. Thad H. Westbrook, Chair; Mr. C. Dan Adams; Mr. Toney J. Lister; Mr. Miles Loadholt; Mr. Hubert F. Mobley; Ms. Leah B. Moody; Ms. Rose Buyck Newton; Mr. Eugene P. Warr Jr.; Mr. Mack I. Whittle Jr.; and Dr. C. Dorn Smith III, Board Chair. Dr. C. Edward Floyd participated by Microsoft Teams.

Other Board members present were Mr. Brian C. Harlan, Mr. Richard Jones Jr., Ms. Emma W. Morris, and Ms. Molly Spearman. Mr. Alex English, Mr. Robin D. Roberts, and Mr. John C. von Lehe Jr. participated by Microsoft Teams.

Also present were USC Columbia Faculty Senate Chair Dr. Audrey Korsgaard, USC Columbia Student Government President Mr. Alex Harrell, and Strategic Advisor to the Board Mr. David Seaton. Secretary Cameron Howell participated by Microsoft Teams.

Others in attendance were Interim President Harris Pastides; Acting Secretary and General Counsel Secretary Terry Parham; Vice President for Human Resources Caroline Agardy; Interim Provost and Dean of the College of Pharmacy Stephen Cutler; Vice President for Development Monica Delisa; Chief Audit Executive Pam Dunleavy; Palmetto College Chancellor Susan Elkins; Vice President of Facilities Planning, Design and

Construction and University Architect Derek Gruner; USC Upstate Chancellor Bennie Harris; Chief Executive Officer of the USC Alumni Association Wes Hickman; Interim Director of Academic Programs Trena Houpp; Assistant to the President for System Affairs Eddie King; Senior Deputy Athletics Director Chance Miller; USC Beaufort Chancellor Al Panu; Assistant Director of Information Technology Audit Roscoe Patterson; Chief Operating Officer Jeff Perkins; Vice President for Student Affairs and Vice Provost Dennis Pruitt; University Treasurer and Assistant Vice President of Administrative Operations and Chief of Staff Joe Sobieralski; Interim Vice President of Health and Well-being and Chief Health Officer Jason Stacy; Assistant Vice President of Media and External Engagement Jeff Stensland; Athletics Director Ray Tanner; USC Aiken Provost and Executive Vice Chancellor of Academic Affairs Daren Timmons; Executive Vice President and Chief Financial Officer Ed Walton; Vice President for Diversity, Equity and Inclusion Julian Williams; Board of Trustees Support Staff; and representatives of R. William Funk & Associates.

OPEN SESSION

I. Call to Order

Chair Westbrook called the meeting to order, welcomed everyone, and asked attendees in the room to introduce themselves. Acting Secretary Parham confirmed Trustees attending by Microsoft Teams video conference.

Chair Westbrook called on Mr. Stensland to introduce members of the media present. Mr. Stensland introduced Lucas Daprile with the *State*.

Chair Westbrook 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.

II. Contract and Lease Approvals

Chair Westbrook called on General Counsel, Mr. Terry Parham, to review contracts and leases for approval.

A. Indefinite Quantity Contracts – Columbia

Mr. Parham presented five indefinite quantity contracts for civil engineering and surveying services for approval, which were posted to the Board portal:

1. Keck + Wood
2. Cox & Dinkins, Inc.
3. W.K. Dickson & Co., Inc.
4. Chao & Associates
5. ADC Engineering

The companies were selected pursuant to a competitive selection process established by the State procurement code. The contracts are identical. Each provides for two-year terms and no firm can be paid more than \$200,000 on any one project and more than \$500,000 over the life of a contract.

Mr. Westbrook called for a motion to approve the five Indefinite Quantity Contracts as presented and posted to the Board portal. Dr. Smith made the motion, and Ms. Newton seconded the motion. A vote was taken, and the motion carried.

B. Student Exchange Agreements

1. Darla Moore School of Business Office of International Activities – Universidad Adolfo Ibanez
2. Darla Moore School of Business Office of International Affairs – SKKU Business School

Mr. Parham presented two student exchange agreements with the USC Darla Moore School of Business. The first exchange agreement presented was the Darla Moore School of Business Office of International Activities agreement with Universidad Adolfo Ibáñez (UAI). The second exchange agreement presented was the Darla Moore School of Business Office of International Affairs agreement with Sungkyunkwan University (SKKU) in South Korea. The details of both were posted to the Board portal.

Mr. Westbrook called for a motion to approve the two student exchange agreements with the Darla Moore School of Business as presented and posted to the Board portal. Mr. Adams made the motion, and Dr. Smith seconded the motion. A vote was taken, and the motion carried.

Chair Westbrook stated the Darla Moore School of Business Office of International Affairs student exchange agreement with Sungkyunkwan University (SKKU) in South Korea would be included in the Governance Committee's written consent agenda for consideration by the full Board at today's meeting.

C. Arnold School of Public Health Department of Exercise Science Graduate Student Work Experience Agreement – Prisma Health Midlands

Mr. Parham presented the terms of a graduate student work experience agreement between the Arnold School of Public Health and Prisma Health Midlands for approval. The terms of the agreement were posted to the Board portal.

Chair Westbrook called for a motion to approve the Arnold School of Public Health Department of Exercise Science graduate student work experience agreement with Prisma Health Midlands. Mr. Mobley made a motion, and Ms. Newton seconded the motion. A vote was taken, and the motion carried.

D. USC School of Medicine Greenville Service Agreement – Pathology Associates

Mr. Parham presented the USC School of Medicine Greenville service agreement with Pathology Consultants, Inc. as posted to the Board portal.

Chair Westbrook called for a motion to approve the USC School of Medicine Greenville service agreement with Pathology Associates as presented and posted to the Board portal. Dr. Smith made the motion, and Ms. Moody seconded the motion. A vote was taken, and the motion carried.

E. USC School of Medicine Greenville – Prisma Health Upstate Addendum A

Mr. Parham presented Addendum A to the master Memorandum of Understanding (MOU) between the USC School of Medicine Greenville and Prisma Health Upstate. The contract stipulates that the expenses are not to exceed \$9,986,760.

Chair Westbrook called for a motion to approve the USC School of Medicine Greenville addendum A to the master MOU with Prisma Health Upstate as presented and posted to the Board portal. Mr. Mobley made a motion, and Mr. Whittle seconded the motion. A vote was taken, and the motion carried.

Chair Westbrook stated the USC School of Medicine Greenville addendum A to the master MOU with Prisma Health Upstate was approved and would be included on the Governance Committee's written consent agenda for consideration by the full Board at today's meeting.

F. Darla Moore School of Business Lease Agreement – REVA Kay Ashley Corporate Center MT, LLC

Mr. Parham presented a Darla Moore School of Business lease agreement with REVA Kay Ashley Corporate Center MT, LLC for approval. The details of the lease were posted to the Board portal.

Chair Westbrook called for a motion to approve the Darla Moore School of Business lease agreement with REVA Kay Ashley Corporate Center MT, LLC as presented and posted to the Board portal. Mr. Whittle made the motion, and Ms. Newton seconded the motion. A vote was taken, and the motion carried.

III. Board Bylaws and Policies Regarding Status of Trustees

Chair Westbrook called on Secretary Howell to lead a discussion on Board policies and bylaws. Secretary Howell began by reviewing line edits that were approved by the Governance Committee and Board of Trustees in February of 2021. He reiterated that issues were raised regarding the right of Board members to receive notice and be heard, the notion of “cause” and how comprehensive the definition needs to be, and the discussion regarding the difference between censure and sanction. He encouraged the Committee members to consider refining the language.

Mr. Whittle and Mr. Jones expressed the need for clearer language regarding “cause.”

Mr. Parham offered to review the current language and provide advice to the Committee prior to the next meeting. Chair Westbrook stated if the committee approves the new language, it will then go to the full Board of Trustees for approval.

IV. Forecasted Calendar for Continuing Education for Trustees

Chair Westbrook asked Secretary Howell to present the calendar for continuing education. Secretary Howell reviewed completed continuing education since June 2020 and upcoming continuing education opportunities. Chair Westbrook asked Committee members to consider other future topics, as this will be a continuing agenda item.

V. Timeline for Review of Board Powers Delegated to Other Bodies or Persons

Chair Westbrook asked Mr. Parham for an update on his, Dr. Korsgaard's, and Mr. Cole's work on researching instances of Board powers being delegated to other bodies or persons. Mr. Parham reported that this is a significant task and advised the group will begin by focusing on authority delegated by the Board to Faculty. He noted the group will provide an update by the December 14th Governance Committee meeting.

VI. Other Matters

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

VII. Adjournment

Chair Westbrook declared the meeting adjourned at 11:30 a.m.

Respectfully submitted,

Cameron Howell
Secretary