

University of South Carolina

BOARD OF TRUSTEES

Ad Hoc Advisory Committee on Governance – Called Meeting

June 29, 2020

The Ad Hoc Advisory Committee on Governance of the University of South Carolina Board of Trustees met at 2:30 p.m. on Monday, June 29, 2020 by telephone conference, hosted from Room 206-B of the Osborne Administration Building.

Committee members participating by telephone were: Dr. C. Dorn Smith III, Chair; Mr. Hubert F. Mobley, Board Vice Chair; Ms. Leah B. Moody; Mr. Eugene P. Warr, Jr.; Mr. Mack I. Whittle Jr.; Mr. John C. von Lehe, Jr., Board Chair; and Board of Trustees Strategic Advisor David Seaton.

Other Trustees participating by telephone were: Mr. C. Dan Adams; Mr. Alex English; Mr. Richard A. Jones, Jr.; Mr. Toney J. Lister; Mr. Miles Loadholt; Ms. Rose Buyck Newton; and Mr. Thad H. Westbrook.

Also participating by telephone were USC Columbia Faculty Senate Chair Mark Cooper, and Board of Trustees Governance Consultant Cameron Howell.

Others participating in person were: President's Chief of Staff Mark Bieger; Secretary J. Cantey Heath Jr.; Interim Executive Vice President for Academic Affairs and Provost Tayloe Harding; Executive Communications Director Sally McKay; Director of Public Relations Jeff Stensland; and Board staff member Delphine Bigony.

Others participating by telephone were: Chief Audit Executive Pamela Dunleavy; USC Aiken Chancellor Sandra Jordan; Director of Institutional Effectiveness and Accreditation Donald Miles; General Counsel Walter "Terry" H. Parham; Vice President for Student Affairs and Vice Provost, Dean of Students Dennis Pruitt; Assistant Vice President of Administrative Operations and Chief of Staff, Division of

Administration and Finance Joe Sobieralski; Athletics Director Ray Tanner; and Vice President for Communications Larry Thomas.

OPEN SESSION

I. Call to Order

Chair Smith called the meeting to order and welcomed everyone. Secretary Heath confirmed participants on the telephone. Mr. Stensland introduced members of the media: Mr. Lucas Daprile and Mr. Josh Kendall with *The State* Newspaper, and Ms. Erin Slowey with the *Daily Gamecock*.

Chair Smith said notice of the meeting and agenda had been posted and 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 said there was a need to enter Executive Session to receive legal advice regarding a matter protected by attorney-client privilege. He called for a motion and second. Mr. Whittle so moved, and Ms. Moody seconded the motion. The vote was taken, and the motion carried.

The following were invited to remain: Trustees, Secretary Heath, Dr. Cooper, Ms. Dunleavy; Dr. Howell, Chancellor Jordan, Mr. Miles, Dr. Cooper, Mr. Seaton, members of the President's Cabinet, and Ms. Bigony.

Return to Open Session

II. Board of Trustees Bylaw Revision Re: Presidential Search

Mr. Parham said as to Section II, Article IV of the current Bylaws it is proposed that the bulk of that provision be stricken and to have in its place a reference to a Presidential Candidate Search Policy that will be developed based on feedback from this meeting. So that the Bylaws revisions can be enacted at the August 14th Board meeting, the two-reading process to delete the current reference in the Bylaws and establish a policy instead needs to be initiated. Chair Smith encouraged Committee members

as well as the Board at large to provide suggestions as to what should be in the policy.

III. Status of Action Items for SACSCOC Monitoring Report

Dr. Howell advised the Status of Action Items for the SACSCOC Monitoring Report is a document which maps out areas of responsibility and timelines for completing the monitoring report as well as records progress in completing the various action steps towards a goal of submitting the monitoring report to SACSCOC by September 8. The first topic being mapped out deals with how the presidential search should be carried out and what should appear in formal documentation that the board follows. Language about the presidential search is being migrated from the Bylaws to a Presidential Candidate Search policy that details how the search should be conducted, the responsibilities of the search committee, etc. and addresses matters of confidentiality and undue political influence. We expect to have a preliminary draft for review by this committee for discussion and improvement in the coming weeks.

IV. Priority Issues and Projects

Dr. Howell provided an overview of the next phase of work for the Ad Hoc Advisory Committee on Governance. Mr. Whittle said it might be helpful to research how Clemson University and the College of Charleston and other state universities that fall under the Freedom of Information Act incorporate that into their policies.

V. Adjournment

There being no other matters to come before the Committee, Chair Smith declared the meeting adjourned at 2:55 p.m.

Respectfully submitted,

J. Cantey Heath, Jr.
Secretary