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University of South Carolina  
BOARD OF TRUSTEES

Governance Committee

In Person, Floyd Boardroom, Pastides Alumni Center  
and By Microsoft Teams  
October 14, 2022

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 9:00 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  
Hubert F. Mobley  
E. Scott Moise  
Leah B. Moody  
C. Dorn Smith III  
Mack I. Whittle Jr. (online)  
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

J. Egerton Burroughs (online)  
Alex English  
C. Edward Floyd (online)  
Brian C. Harlan  
Richard A. Jones Jr.  
Toney J. Lister  
Emma W. Morris (online)  
Molly M. Spearman  
John C. von Lehe (online)  
Charles H. Williams

Other in attendance:

Audrey Korsgaard, USC Columbia Faculty Senate Chair  
Reedy Newton, USC Columbia Student Government President  
Robin Roberts, Special Advisor to the Advancement, Engagement and Communications Committee

Administrators in attendance:

Michael Amiridis, President  
Cameron Howell, University Secretary and Secretary of the Board of Trustees

Terry Parham, General Counsel  
Ed Walton, Executive Vice President and Chief Financial Officer

Media in attendance:

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 regarding contractual matters listed on the public agenda for this meeting, matters protected by attorney-client privilege, and personnel matters related to the evaluation of the President.

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

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Contract and Lease Approvals

- Department of Energy Resolution for the Exclusion of Certain Trustees and Officers

Mr. Parham presented a proposed updated resolution for the exclusion of certain Trustees and officers as requested by the Department of Energy.

Dr. Smith made a motion to approve the Department of Energy resolution as presented and posted to the Board portal. Mr. English seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Newton stated the resolution was approved and would be included in the Governance Committee's written consent agenda for consideration at the meeting of the full Board later that day.

Chair Newton stated she would defer taking up agenda items III. and IV. and advanced the order of business to agenda item V.

III. Potential Revisions to Board Bylaws and Policies

Deferred until a later date:

- A. Method for Removing the Chair and/or Vice Chair of the Board
- B. Method for Removing the Chair of a Committee
- C. Method for Censure, Sanction, and Dismissal of a Trustee
- D. Non-Board, Non-voting Members of Committees
- E. Potential Line Edits to Bylaws

IV. Approval of Revisions to Board Bylaws and Policies

Deferred until a later date:

- A. Method for Removing the Chair and/or Vice Chair of the Board
- B. Method for Removing the Chair of a Committee
- C. Non-Board, Non-voting Members of Committees

V. UNIV 7.00 (“Campus Exterior Art Approval and Procurement”)

Secretary Howell discussed potential revisions to the UNIV 7.00 (“Campus Exterior Art Approval and Procurement”) policy. [GC 101422 OS V]

Chair Newton stated this update was received as information.

VI. Design Review Committee

Secretary Howell discussed the potential need to formalize the Design Review Committee. [GC 101422 OS VI]

Chair Newton stated this update was received as information.

VII. BTRU X.XX (“Exceptional Benefits for USC Retirees and Trustees”)

Secretary Howell discussed the draft “Exceptional Benefits for USC Retirees and Trustees” policy. [GC 101422 OS VII]

Chair Newton stated this update was received as information.

VIII. Committee Preparations

Secretary Howell provided an overview of the resources available on the Board portal for Committee Chairs and discussed recommendations.

Chair Newton stated this update was received as information.

IX. Report on Contracts and Agreements

Chair Newton stated a report on contracts and agreements was posted to the Board portal, in keeping with Board policy BTRU 1.04.

Chair Newton stated this update was received as information.

X. Governance Committee Work Plan

Secretary Howell discussed the status of the Governance Committee work plan.

Chair Newton stated this update was received as information.

XI. Other Matters

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

XII. Adjournment

Chair Newton declared the meeting adjourned at 10:25 a.m.

Respectfully submitted,

Cameron Howell  
Secretary

NUMBER: UNIV 7.00  
SECTION: University Administration  
SUBJECT: Campus Exterior Art Approval and Procurement  
DATE: October 17, 2014  
REVISED: ~~March 26, 2015~~TBD  
Policy for: All Campuses  
Procedure for: All Campuses  
Authorized by: President  
Issued by: President's Office

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## I. Policy

The purpose of this policy is to prescribe the process by which the University of South Carolina will allow the installation and display of exterior art on all campuses. The University seeks to permit exterior art ~~which that~~ is of extraordinary artistic merit and substantial thematic content to enhance the physical experience of the campuses. Exterior art is defined as permanent or temporary sculptures, murals, or banners in exterior areas that are located anywhere on the grounds of the campuses. The policy will govern displayed exterior art, which may be commissioned, procured, donated, loaned, or removed by the University. ~~The policy will be applied to any exterior art not approved by the Board of Trustees as prescribed in this policy as of the policy date.~~

The policy shall exempt the following:

1. McMaster College exterior sculpture gardens for student and faculty works of art. Commissioned or acquired works are subject to this policy.
2. Images on construction fences.
3. Temporary signs or graphics to publicize an event (subject to other specific location restrictions that may exist).
- ~~4. Temporary displays of loaned art that is approved by the President or Chancellor of the applicable campus.~~

### A. General

Exterior art must reflect high standards of artistic excellence to be worthy of installation on a University of South Carolina campus. Criteria for the selection of art, its placement, and the selection of commissioned artists shall include the following:

1. Maintain high artistic quality, craftsmanship, and integrity of materials.

2. Complement the campus landscape and/or architectural standards of the environment.
3. Not adversely affect, or cause the removal of, heritage trees or other historic features of the environment.
4. Be appropriate in scale, form, content, materials, textures, colors, and design with the site and surrounding environment.
5. Broadly respect the diverse population at the University in a positive manner.
6. Should promote thought, discussion, and reflection and stimulate community awareness of its environment.
7. Be of permanent or temporary materials depending on the nature of the installation.
8. Ensure durability; (unless the installation is intended to be temporary), require low maintenance, and not create violations in building or accessibility codes. Art should ~~also~~ be inherently resistant to theft, vandalism, and undesirable weathering.
9. Have structural integrity and appropriate safety elements. Sharp corners or edges should be ~~considered~~ assessed on the basis of ~~based on~~ placement and accessibility.
10. Encourage repeat viewings.
11. Avoid clutter and excess.

## II. Procedure

### A. Campus Art Approval Process

A series of committees will ~~sequentially~~ review sequentially and approve any proposed exterior art installation, which may be requested by a University sponsor or an external donor. Committees in order of approval are as follows:

1. Columbia Campus Art Advisory Committee (CAAC)
  - a. Mission:  
The CAAC would be the first committee to consider the merit of a request to install exterior art. Merit is based on aesthetic impact to the campus, specific location, appropriateness of thematic content, and the intrinsic aesthetic value of the art. If approved, the installation would be submitted to University leadership for consideration. The CAAC will administer the process to select an artist to execute a commissioned work of art.
  - b. CAAC Members:

- i) University Architect, who chairs the Committee
- ii) Associate Vice President of Administration and Finance Chief Operating Officer

- ~~ii) University Architect~~
- iii) University Landscape Architect
- iv) University Archivist
- v) Director of McKissick Museum or designee
- vi) Presidential designee
- ~~vii) Trustee appointed by the Chair of the Board of Trustees for the specific project~~

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c. System Campus Art Advisory Committee

When a request involves exterior art for a system campus, the Chancellor of the campus will designate a committee comprised of appropriate campus representatives to serve on the committee. The University Architect will be available to the committee for technical advice on the project. Requests approved by the System Committee will follow the same additional approval processes further outlined in this policy.

2. University Leadership

a. Mission:

To evaluate the installation of a specific work of exterior art approved by the Columbia or System Campus Art Advisory Committee and determine if the art installation is consistent with institutional values and should be recommended for further review by the Design Review Committee and the ~~Buildings and Grounds~~ Finance and Infrastructure Committee. In cases where there is a minimal impact to the exterior of the campus, ~~Buildings and Grounds~~ Finance and Infrastructure Committee review may not be deemed necessary as determined by University Leadership; however, all exterior installations shall be reviewed by the Design Review Committee.

b. Members:

- i) ~~Chief Operating Officer~~ Executive Vice President for Administration and Chief Operating Officer
- ii) Executive Vice President for Academic Affairs and Provost, or for a request involving exterior art on a System campus, the applicable Chancellor.
- iii) University President

3. Design Review Committee

Mission:

To review the design of and recommend the exterior location for public exterior art that has been approved by the University Leadership, taking into consideration its impact on the surrounding environment, artistic merit, and associated details. Design and placement of exterior public art must be reviewed and recommended by the Design Review Committee before it is considered by the ~~Building and Grounds~~ Finance and Infrastructure Committee.



[www.facilities.sc.edu/downloads/USCDGFEB08.pdf](http://www.facilities.sc.edu/downloads/USCDGFEB08.pdf)

4. ~~Buildings and Grounds~~Finance and Infrastructure Committee and Board of Trustees

Mission:

To review and approve exterior public art following approval by the Columbia or System Campus Art Advisory Committee, University Leadership, and the Design Review Committee. Once approved by the ~~Buildings and Grounds~~Finance and Infrastructure Committee, the committee will recommend approval to the full Board of Trustees. Once full Board approval is obtained, private fund raising, when applicable, may commence. Installations approved by the ~~Building and Grounds~~Facilities and Infrastructure Committee may be referred back to the Design Review Committee for resolution of any comments prior to or after submitting to the full Board.

B. Campus Art Procurement Procedure

1. Commissioned Works of Art. If an exterior art installation has been requested, the artist(s) for the project shall be selected in one of the following ways:
  - a. Open Competition. The Columbia or System Campus Art Advisory Committee and the University sponsor may solicit, through public advertisement, requests for qualifications or proposals (RFQ/RFP), including a letter of interest, past relevant work, resume, concepts for the proposed installation, and references. The submittals will be reviewed according to established criteria, and an artist will be selected whose qualifications are judged to be superior to all other submittals. If the Columbia or System Campus Art Advisory committee is unable to negotiate an agreement with the selected artist, the Columbia or ~~system~~System Campus Art Advisory Committee may negotiate with the next preferred artist or cancel the selection.
  - b. Invitational or Limited Competition. The Columbia or System Campus Art Advisory Committee may invite a limited number of artists (who possess the specific talents appropriate to the artistic conception) to submit applications or prepare proposals ~~who possess the specific talents appropriate to the artistic conception~~. From this group of invited participants, the Columbia or System Campus Art Advisory Committee will select an artist based upon established criteria that are relevant and unique to the project
  - c. Following selection, the ongoing development of the art installation is subject to the approval process outlined above.
2. Acquiring extant works of art. If an existing work of art has been identified for acquisition by purchase or loan, and it will be displayed on the campus grounds, the installation is subject to the approvals described in this policy.

3. University sponsors for exterior art may begin a public process of seeking gifts of funds, when applicable, once approval for the installation is granted from the ~~Buildings and Grounds~~ Finance and Infrastructure Committee or the Design Review Committee (if ~~Building and Grounds~~ Finance and Infrastructure approval is deemed unnecessary). No contracts may be entered with the selected artist(s) until the project has been fully funded and sources for any on-going maintenance requirements for the art have been identified.

C. Deaccession

Exterior art may be removed if recommended by the Columbia or System Campus Art Advisory Committee and approved by University Leadership.

D. Requests for Public Art Installation and Display

Submit requests to display exterior art subject to this policy to the University Architect for the Columbia campus, Telephone: (803) 777-1184; Email: [dgruner@fmc.sc.edu](mailto:dgruner@fmc.sc.edu), or to the applicable Chancellor for a System campus.

III. Reason for Revision

March 26, 2015: Policy revised to include a Presidential designee in the Columbia Campus Art Advisory Committee.

TBD: Policy revised to update job titles of relevant officials, along with current names of Board Committees, and to update the composition of the Campus Art Advisory Committee, along with some policy specifics, on the basis of advice from the University Architect regarding current needs.

# DESIGN REVIEW COMMITTEE

- **Committee's composition and work is a matter of practice—not necessarily a matter of policy.**
- **Committee was established at the suggestion of external consultants Sasaki.**
- **University Architect notes need for refreshing the Committee's membership. To be determined through discussion with the Board Chair.**

# DESIGN REVIEW COMMITTEE

**What is the optimal composition of the Committee?**

**Would the Committee benefit from formalization—by policy or by other means?**

# UNIVERSITY OF SOUTH CAROLINA DESIGN REVIEW BOARD

## COMPOSITION AND DESIGN REVIEW PROCESS

The Design Review Board will be charged with carrying out the current responsibilities of the Architectural Design Review Committee and adherence to University of South Carolina Design Guidelines, when adopted by the Board of Trustees.

The Committee will be appointed by the President of the University. The terms of the members will be three years and a “staggered” set of terms of service will be created to extend institutional memory and maintain inspired contemplation of the processes to be followed. Membership will also be linked to regular attendance.

The Committee will meet once a quarter to review projects and guidelines, and update as necessary its processes and procedures. Further, the Committee shall meet as needed to review specific projects and arrangements will be made to incorporate electronic participation as necessary to insure careful review of all materials by those representatives unable to be present in person.

The proposed composition of the Committee is as follows:

- The Chairman of the Building and Grounds Committee of the Board of Trustees
- A member of the Board of Trustees appointed by the Chairman of the Board

- A consulting planning professional
- A consulting architect
- A consulting landscape architect
- The Vice President of Business and Finance
- A retired South Carolina architect, with no active business interests in this field
- A retired South Carolina landscape architect, with no active business interests in this field
- A faculty representative
- An alumni representative
- A Presidential designee

The Committee shall review the entire process for establishing projects and obtaining project approval at both University and State and local government levels.

Within that array of processes, the Committee shall carefully implement the design tenets for the University of South Carolina whenever a new project is proposed that affects campus buildings, public spaces and/or landscape design. General steps will include the following, to be refined before the Committee is established:

- Study and become fully familiar with the Design Review Guidelines
- Determine the precise nature of documentation required to be presented at each stage of the process

- Insure that University staff has made available a complete copy of the University Facilities Master Plan, including relevant design principles and guidelines to each prospective project design team
- Hold an initial meeting with the architect or designer to clarify the scope of the project and the intent of the University
- Require formal intermediate and final presentations of the schematic design phase as proposed by the project design team
- Provide comments to the project design team in writing
- Require a review near the end of the design development phases, and, if there are no significant changes, equivalent review for construction documents
- Conduct a post-construction project assessment

The Design Review Board may determine that fewer steps are needed if the scale or impact of the project is not significant enough to require extensive review. A simple majority of the members present can make a formal decision about project recommendations.

# BTRU X.XX (“EXCEPTIONAL BENEFITS FOR USC RETIREES AND TRUSTEES”)

## Background and context:

- **Audit conducted at the request of then-Chair in 2021**
- **Draft policy developed by the Vice President for Human Resources as a result of audit and discussion**
- **Does the draft policy fit the situation and need(s)?**
- **Would the policy benefit from revision(s)?**

Draft Policy:

<b>ADMINISTRATIVE DIVISION</b> BTRU Board of Trustees		<b>POLICY NUMBER</b> BTRU X.XX	
<b>POLICY TITLE</b> Exceptional Benefits for USC Executive Retirees and Trustees			
<b>SCOPE OF POLICY</b> USC System		<b>DATE OF REVISION</b> XXX	
<b>RESPONSIBLE OFFICER</b> Secretary		<b>ADMINISTRATIVE OFFICE</b> Board of Trustees	

**PURPOSE**

This policy outlines the policy and procedures whereby the Board of Trustees may grant exceptional benefits to executive retirees or former trustees of the University of South Carolina (USC).

**DEFINITIONS AND ACRONYMS**

**Exceptional Benefits:** Any benefits not offered by USC through an existing comprehensive benefits package offered through the State of South Carolina’s Public Employee Benefits Authority (PEBA) or other non-PEBA provider.

**Executives:** A USC Senior Executive including but not limited to, the University President, Chancellors, Vice Chancellors, Vice Presidents, Provosts, Vice Provosts, and Deans. For this policy, this also includes any executive level position reporting directly to the University President or the Board of Trustees and any past University Presidents.

**Retirees:** A USC faculty or staff member who retired from the South Carolina Retirement Systems (SCRS) or the Police Officers Retirement System (PORS), including Teacher and Employee Retention Incentive (TERI) participants. For this policy, this also includes former faculty or staff who participated in the Optional Retirement Plan (ORP) and separated from USC by indicating “retirement” as their reason for leaving USC. **(This is not consistent with HR 2.02 but could be the intent of this new policy)**

**Trustee:** An individual who was wither elected, designated, or appointed to the USC Board of Trustees.

**POLICY STATEMENT**

It is recognized that USC executive retirees or trustees may continue to make significant contributions to USC following separation by virtue of their profession, expertise, or unique qualifications. Under such cases, USC may elect to maintain and encourage relationships with these executive retirees and trustees. When these special circumstances are warranted, the Board of Trustees may provide

**Commented [AC1]:** Is there a need to clarify the term USC retiree definition in HR 2.02 to SCRS or PORS Retiree and add a ORP Retiree definition that is excluded from that policy. Then this definition can be the broader USC Retiree from all three systems?



exceptional benefits to executive retirees or trustees upon approval of the Executive Governance Committee of the Board of Trustees.

Executive retirees may also an executive be entitled to health insurance and retirement benefits afforded other state employees who meet the eligibility requirements. These benefits are administered by PEBA. Retirees may also continue to retain other employee paid university benefits such as supplemental benefits offered by outside insurance carriers. The university may also provide in-house benefits such an email address, use of the library, and access to parking to retirees who are designated as affiliates.

### **PROCEDURES**

The Governance Committee of the Board of Trustees must approve all exceptional benefits granted to a retiree or trustee no later than three months from the date of retirement or departure. In such cases, the Chair of the Governance Committee must document the approval, the terms and conditions of the exceptional benefits including how the executive retiree or trustee will continue to serve the University, the exceptional benefits awarded, and the monetary value of the exceptional benefits through a Memorandum of Understanding (MOU) to the executive retiree or trustee. The value of the exceptional benefits may not exceed \$2,500 per year and a tax liability assessment must be completed by the Office of the Controller in advance of any exceptional benefits being afforded. The MOU must be placed in the appropriate personnel file and maintained in the Board Office's official records. Examples of exceptional benefits include, but are not limited to, athletic event parking and/or tickets.

The retiree or former trustee is responsible for reporting the value of all exceptional benefits awarded by USC to the Internal Revenue Service as required by law and regulations.

Exceptional benefits are subject to change or can be terminated by the Governance Committee of the Board of the Trustees. A letter documenting the change or termination must be issued to the executive retiree or trustee, placed in the appropriate personnel file, and maintained in the Board Office's official records.

### **RELATED UNIVERSITY, STATE AND FEDERAL POLICIES**

HR 1.57 Separation from University Service

HR 2.02 Post-Retirement Employment

### **HISTORY OF REVISIONS**

<b>DATE OF REVISION</b>	<b>REASON FOR REVISION</b>
XXX	New policy approval