

University of South Carolina
BOARD OF TRUSTEES

Board of Trustees – Called
In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
September 16, 2022

OPEN SESSION

I. Call to Order

Chair Westbrook called the meeting to order at 4:56 p.m. Secretary Howell confirmed Trustees attending in person and by Microsoft Teams audio and video conference.

Members in attendance:

Thad H. Westbrook, *Board Chair*
Rose Buyck Newton, *Board Vice Chair*
C. Dan Adams
Alex English
C. Edward Floyd
Brian C. Harlan
Richard A. Jones Jr.
Toney J. Lister
Miles Loadholt (online)
Hubert F. Mobley
E. Scott Moise
Leah B. Moody
Emma W. Morris
C. Dorn Smith
Molly M. Spearman
John C. von Lehe Jr. (online)
Mack I. Whittle Jr.
Charles H. Williams

Members Absent:

J. Egerton Burroughs

Other in attendance:

Audrey Korsgaard, USC Columbia Faculty Senate Chair
Reedy Newton, USC Columbia Student Government President
Robin Roberts, Expert Advisor to the Advancement, Engagement and Communications Committee (online)
David Seaton, Expert 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:

Sydney Dunlap, the *Daily Gamecock*

Alexa Jurado, the *State*

Notice:

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 Board; and a quorum was present to conduct business.

II. Approval of Minutes

Dr. Smith made a motion to approve a set of minutes as posted to the Board portal. Mr. Mobley seconded the motion. A vote was taken, and the motion carried unanimously. The following minutes were approved:

- Board of Trustees (1 p.m.) – December 14, 2021

Mr. English recused himself for agenda item III.

III. Approval of Consent Agendas

Mr. Williams made a motion to approve the two consent agendas as posted to the Board portal. Ms. Moody seconded the motion. A vote was taken, and the motion carried unanimously. The following written consent agendas were approved:

- A. Finance and Infrastructure – September 16, 2022 [BOT 091622 OS III A]
- B. Governance Committee – September 16, 2022 [BOT 091622 OS III B]

Mr. English rejoined the meeting at the conclusion of agenda item III.

IV. Election of Candidates to the Board of Visitors

Mr. Whittle made a motion to approve three candidates to the Board of Visitors, the slate of which was posted to the Board portal. Ms. Spearman seconded the motion. A vote was taken, and the motion was approved. The following slate of candidates were elected to the Board of Visitors:

- A. Read Folline, Presidential Appointee, nominated for a second three-year term effective September 1, 2022 through August 31, 2025.

- B. Sylvia Hanna, Presidential Appointee, nominated for a second three-year term effective September 1, 2022 through August 31, 2025
- C. Chilton Simmons, Presidential Appointee, nominated for a second three-year term effective September 1, 2022 through August 31, 2025.

V. Approval of Revisions to Board Bylaws and Policies

A. Compensation Committee Function of the Governance Committee

Mr. Harlan made a motion to approve by the Board for a second time edits in “green” on pages 16 to 19 of the Board Bylaws as posted to the Board portal and presented and approved for the first time by the Board on June 24, 2022. Ms. Moise seconded the motion. A vote was taken, and the motion was approved unanimously. [BOT 091622 OS V A]

Dr. Floyd made a motion to approve by the Board for the first time new edits in “red” on pages 16 to 19 of the Board Bylaws as posted to the Board portal and approved earlier today by the Governance Committee. Ms. Morris seconded the motion. A vote was taken, and the motion was approved unanimously.

Ms. Newton made a motion to approve the proposed revisions in “red” to Board policy BTRU 1.04 (“Authority to Sign Contracts”), as posted to the Board portal and approved earlier that day by the Governance Committee. Dr. Smith seconded the motion. A vote was taken, and the motion was approved unanimously.

B. Staggering Elections of Committee Chairs

Mr. Harlan made a motion to approve the proposed revisions in “red” on page 14 of Board Bylaws regarding staggering elections of Committee Chairs, as posted to the Board portal and approved earlier that day by the Governance Committee. Mr. Williams seconded the motion. A vote was taken, and the motion carried unanimously. [BOT 091622 OS V B]

Chair Westbrook dispensed with the following agenda items to be taken up at a later date:

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

VI. 2022 and 2023 Meeting Calendars

Chair Westbrook stated revised 2022 and 2023 meeting calendars were posted to the Board portal. [BOT 091622 OS VI]

VII. Conflict of Interest Documentation

Conflict of Interest and Compliance Manager Frank DiSilvestro provided an overview of the annual conflict of interest (COI) reporting required by Trustees. Trustees were asked to complete, sign, and return COI forms provided to the Board Office by September 23, 2022. [BOT 091622 OS VII]

VIII. Presidents' Updates

President Amiridis gave an update on the "Imagine Carolina" event, which provided an opportunity for him to hear directly from the students.

USC Columbia Student Government President Reedy Newton provided a report on the "Imagine Carolina" event from the student perspective, which was very positive.

Chair Westbrook thanked President Amiridis and Ms. Newton and stated the updates were received as information.

IX. Adjournment

Chair Westbrook declared the meeting adjourned at 5:16 p.m.

Respectfully submitted,

Cameron Howell
Secretary

Finance and Infrastructure Committee
(The Honorable Mack I. Whittle Jr., Chair)

Written Report for Full Board Consent Agenda
September 16, 2022

The Finance and Infrastructure Committee met Friday, September 16, 2022 and recommends full Board approval of all items in this written report, all of which have received Committee approval.

- I. Approval of Gift Naming Opportunities
 - A. USC School of Law
 - Moore Bradley Myers Study Room
 - B. USC Upstate
 - 1. Hawkins Field at Cyrill Stadium
 - 2. Spartanburg Regional Sports Medicine Services Agreement
- II. Project/Infrastructure Approvals
 - A. Large Institutional Funded Projects
 - 1. Woodrow College Renovation (Phase I)
 - 2. Wellness Center Pool Pack Replacement
 - 3. USC Aiken Center for Student Success Renovation
 - 4. USC Aiken Athletic Field Sitework
 - B. FY23 Maintenance, Renovation, and Replacement Projects (State Funded)
 - 1. FY23 USC Columbia Maintenance, Renovation and Replacement
 - 2. FY23 USC Aiken Maintenance, Renovation and Replacement
 - 3. FY23 USC Beaufort Maintenance, Renovation and Replacement
 - 4. FY23 USC Upstate Maintenance, Renovation and Replacement
 - 5. FY23 USC Lancaster Maintenance, Renovation and Replacement
 - 6. FY23 USC Salkehatchie Maintenance, Renovation and Replacement
 - 7. FY23 USC Sumter Maintenance, Renovation and Replacement
 - 8. FY23 USC Union Maintenance, Renovation and Replacement

C. Other Project Approvals

1. USC Aiken Pedestrian Walkway
2. USC Aiken Penland Entrance Sitework Renovation
3. USC Aiken Student Activity Center HVAC Replacement
4. USC Upstate Palmetto House HVAC Equipment Replacement
5. Project Budget Increase – Wardlaw Roof
6. Project Budget Increase – Booker T. Washington Window Renovation
7. Project Budget Increase – West Energy Chiller Replacement
8. East Energy Plant Chiller #4 and Cooling Tower #4

D. Building Name Change – 1220 Catawba Street Building

This concludes the written consent agenda report of the Finance and Infrastructure Committee.

Governance Committee – Called
(The Honorable Rose Buyck Newton, Chair)

Written Report for Full Board Consent Agenda

September 16, 2022

The Governance Committee convened in a called meeting on Friday, September 16, 2022 and recommends full Board approval of all items in this written report.

- Contract and Lease Approvals
 - A. Spartanburg Regional Health Services District, Inc. Sports Medicine Support Services Agreement
 - B. Prisma Health Memorandum of Agreement for Funding to Support Physician Education, Training and Workforce Development
 - C. Prisma Health Memorandum of Agreement Regarding Participation in the South Carolina Medicaid Supplemental Teaching Physician Payment Program
 - D. Prisma Health Third Amendment of Affiliation Agreement for Medical Student Education and Graduate Medical Education
 - E. Gilly Vending, Inc. Vending Services Agreement for Snack Vending Services
 - F. Gamecock Sports Properties – Gatorade Agreement
 - G. Champion Air, LLC Charter Flight Agreement (Men’s and Women’s Basketball)

This concludes the written consent agenda report of the Governance Committee.

- L. review admissions policies and practices;
- M. monitor assessment and evaluation of academic programs and student success; and
- N. monitor the University's fulfillment of its academic mission.

SECTION 2. ADVANCEMENT, ENGAGEMENT AND COMMUNICATIONS COMMITTEE.

The Advancement, Engagement and Communications Committee shall be kept informed of and consider:

- A. alumni relations and the activities of the University of South Carolina Alumni Association;
- B. University fundraising activities and the initiation of capital campaigns and campaign strategy with specific attention to the alignment between fundraising goals and the University's mission;
- C. economic development activities and opportunities;
- D. federal, state and local government relations strategies and activities;
- E. communications and public relations strategies and activities; and
- F. community engagement and outreach strategies and activities.

SECTION 3. AUDIT, COMPLIANCE AND RISK COMMITTEE.

The Audit, Compliance and Risk Committee shall:

- A. oversee the activities of the office of Audit and Advisory Services;
- B. review and monitor policies of the University, its departments, and related entities;
- C. receive and evaluate reports and recommendations of internal and external auditors;
- D. perform such studies of financial matters as the Finance and Infrastructure Committee or the Board may request;
- E. recommend policies to the appropriate standing committee and the Board that will better serve the needs of the University of South Carolina and the public;
- F. serve as the human resources ~~and compensation~~ committee of the Board, with the explicit limited charge of gathering and analyzing data to inform action by the Board, by its Committees, or by other University units; monitor adherence to state and federal law, and tax and accounting requirements, regarding compensation practices; authorize salary studies as it deems appropriate or as referred to it by the Board; make recommendations to the Governance Committee regarding the compensation of the President;
- G. make recommendations to the Board regarding the appointments and salaries of principal officials elected by the Board as well as University officers having the rank of Vice President or Chancellor or equivalent rank;
- H. review and make recommendations, as appropriate, regarding ethics disclosures by the president and University employees; and
- I. review and monitor the Enterprise Risk Management process, reports from the University risk manager, and actions taken to mitigate risks.

community, the state, and the nation; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered while the individual remains employed in the position for which he or she is to be recognized, and (ii) shall require approval by a two-thirds vote of the members present at the Board meeting at which the recommendation is made; or

4. in cases where it is desired to acknowledge conspicuous services of an individual (other than a past President, past Chancellor or past Campus Dean) to the University; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered until one year after the death of the individual involved, and (ii) shall require approval by a three-fourths vote of the members present at the Board meeting at which the recommendation is made.

Buildings and other naming opportunities shall only bear the name of individuals or entities that exemplify attributes of integrity, character and leadership consistent with the highest values of the University. In the event the Committee determines that those attributes have been violated, it shall recommend to the Board that the individual's or entity's name be removed.

SECTION 5. GOVERNANCE COMMITTEE.

The Governance Committee shall:

- A. be charged with the consideration of all matters pertaining to the governance function of the Board;
- B. address issues related to Board member conduct and compliance with Board policies, institutional responsibilities and fiduciary duties; oversee the Board Conflicts of Interest Policy set forth in Article XVI of these Bylaws;
- C. function as the continuous strategic planning committee of the Board;
- D. oversee the annual evaluation of the President and make recommendations to the Board regarding the compensation of the President with appropriate input from the Audit, Compliance and Risk Committee;
- E. periodically review and recommend, as appropriate, amendments to the Bylaws of the Board and Board policies;
- F. periodically review and consider, as appropriate, modifications to the mission statements of all University System campuses;~~and~~
- G. be charged with the consideration of matters pertaining to diversity, equity and inclusion on University System campuses, including but not limited to education, training, and efforts to enhance the diversity of faculty, staff and students;:
- H. shall serve as the compensation committee of the Board, convening as deemed necessary by the Board Chair to provide expedited review and approval of contracts and compensation, when circumstances demand expedited review and approval, with all powers otherwise assigned to the Board of Trustees consistent with Board Bylaws or University policies;~~and~~
- I. inform in a timely matter the Trustees who are not members of the Governance Committee of any matters necessitating expedited review and approval, through outreach from Committee Chairs to members of their respective Committees; and

J. provide briefings regarding its actions to expedite review and approval of contracts and compensation to the Board of Trustees at each ~~scheduled~~ regular or called meeting of the Board, when such meeting follows any action completed by the Governance Committee to expedite review and approval of contracts and compensation.

SECTION 6. HEALTH AND MEDICAL AFFAIRS COMMITTEE.

The Health and Medical Affairs Committee shall:

A. be charged with the consideration, formulation, review and approval of all matters affecting the activities or policies of the Schools of Medicine, the College of Pharmacy, the College of Nursing, the College of Social Work, and the Arnold School of Public Health on the Columbia campus, and the health sciences units on each University System campus, and shall be kept informed of all matters affecting these activities or policies in order that it may make recommendations and reports to the Board;

B. be responsible for overseeing the administration's efforts to coordinate and integrate the heretofore listed schools and colleges into an efficient health sciences academic enterprise, and for the presentation of the results of such efforts to the University community and the public at large.

All matters relating to the various schools and colleges heretofore mentioned but also pertaining to financial affairs, academic affairs, student affairs, or facilities affairs of these schools and colleges shall continue to be the primary responsibility of the respective standing committee with primary jurisdiction over such matters as expressly delegated by these Bylaws, with the Health and Medical Affairs Committee having concurrent but subordinate jurisdiction.

SECTION 7. UNIVERSITY SYSTEM COMMITTEE.

The University System Committee shall:

A. function as the University System committee of the Board and shall be charged with the consideration of issues of System-wide application not otherwise expressly delegated by these Bylaws to another standing committee of the Board, including such matters as System administrative services, governance and coordination, and student transfer programs;

B. maintain attention to the integrity and independent accreditation status of the Comprehensive Universities while promoting collaboration, cooperation and appreciation for the spectrum of programs and capacities that span the University System;

C. be kept informed of all matters affecting the efficient management and operation of the System;

D. be charged with the responsibility for reviewing the activities of Palmetto College, and the coordination of University System on-line programs;

E. monitor matters of strategic importance that span the University System when doing so does not replicate work of any Board committee charged with strategic planning; and

F. meet from time to time with the President and Chancellors on matters of concern or interest.

ARTICLE XIX

AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (fourteen or more votes) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been given at the regular meeting of the Board next preceding the meeting at which such amendment is voted upon and the proposal for amendment first shall have been referred to an appropriate committee of the Board in accordance with Article VII of these Bylaws.

Adopted by the Board of Trustees
at its meeting on June 24, 1992.

Amended by the Board of Trustees
at its meeting on February 19, 1993.

Amended by the Board of Trustees
at its meeting on October 19, 1995.

Amended by the Board of Trustees
at its meeting on August 10, 2001.

Amended by the Board of Trustees
at its meeting on April 20, 2007.

Amended by the Board of Trustees
at its meeting on February 4, 2011.

Amended by the Board of Trustees
at its meeting on December 13, 2011.

Amended by the Board of Trustees
at its meeting on April 17, 2013.

Amended by the Board of Trustees
at its meeting on April 21, 2017.

Amended by the Board of Trustees
at its meeting on June 22, 2018.

Amended by the Board of Trustees
at its meeting on August 17, 2018.

Amended by the Board of Trustees
at its meeting on October 19, 2018

Amended by the Board of Trustees
at its meeting on August 14, 2020

I hereby certify that this edition of the Bylaws of the Board of Trustees of the University of South Carolina reflects the Bylaws as approved and adopted by the Board on ~~August 14, 2020~~June 25, 2021.

J. Cantey Heath, Jr.

L. Cameron Howell IV

Secretary, Board of Trustees
University of South Carolina

ADMINISTRATIVE DIVISION BTRU Board of Trustees	POLICY NUMBER BTRU 1.04
POLICY TITLE Authority to Sign Contracts	
SCOPE OF POLICY USC System	DATE OF REVISION <u>April 29, 2019</u>
RESPONSIBLE OFFICER Secretary of the Board of Trustees	ADMINISTRATIVE OFFICE Board of Trustees

PURPOSE

A. Rescission of Previous Signatory Authority

All previous delegations or appointments of authority to sign contracts and agreements or to negotiate and accept contracts and agreements binding upon the university are rescinded, and all previous resolutions or motions delegating such authority are revoked.

B. Compliance with Board Policy

All contracts and agreements executed pursuant to this policy must also comply with applicable Board of Trustees policy, including all procedures for the review and approval of such contracts and agreements established by the board.

DEFINITIONS AND ACRONYMS

As used herein, the term “contracts and agreements” shall be understood to mean all legally binding documents with outside (non-university) parties, including support foundations of the university, executed on behalf of or in the name of the University of South Carolina or any of its campuses, colleges, schools, departments, or units, including but not limited to contracts (including renewals thereof), “click-through” (on-line) agreements, research agreements, employment agreements, purchase agreements, lease agreements, license agreements, rental agreements, gift agreements, debt obligations, memoranda of understanding, letters of agreement, grants, deeds, settlement agreements, and applications.

POLICY STATEMENT

A. Oral Contracts and Agreements

It is the express policy of the Board of Trustees that no oral contracts or agreements shall be binding on the University of South Carolina.

B. Board of Trustees Documents

The Secretary of the Board of Trustees is authorized to sign board documents for and on behalf of the Board of Trustees. The Secretary is authorized to appoint in writing an assistant secretary or secretaries to perform this duty in the absence of the Secretary or at his/her discretion.

C. University Documents

The President of the university and the Secretary of the Board of Trustees are delegated authority to sign contracts and agreements which are binding upon the university, and no contract or agreement shall become binding upon the university unless such contract or agreement shall be in writing and shall have the signature of the President or the Secretary affixed thereto, except as set forth below:

1. Assistant Secretary of the Board of Trustees

The Secretary of the Board of Trustees is authorized to appoint in writing an assistant secretary or secretaries to perform this duty in the absence of the Secretary or at his/her discretion.

2. Chancellors of Four-Year Campuses

The Chancellors of the four-year campuses are authorized to sign:

- a. contracts and agreements on behalf of their respective campuses with a total value not in excess of ~~\$5100,000~~, excepting research and research-related agreements, and employment agreements;
- b. contracts and agreements engaging their respective campuses to participate in intercollegiate athletics contests. The chancellors may designate an individual on their respective campuses to perform this duty in their absence or at their discretion; provided, however, the signatory authority of such designated individual shall not be effective until the chancellor has filed with the Secretary of the Board of Trustees a written declaration of such designation. A duplicate original of such athletics contest agreements shall be forwarded to the Office of the General Counsel not less than fifteen days from the date of complete execution thereof.

3. Chancellor of Palmetto College

The Chancellor of Palmetto College is authorized to sign:

- a. contracts and agreements on behalf of the two-year campuses with a total value not in excess of ~~\$5100,000~~, excepting research and research-related agreements, and employment agreements;
- b. contracts and agreements engaging the two-year campuses to participate in intercollegiate athletics contests. The chancellor may designate an individual on the respective campuses to perform this duty in his/her absence or at his/her discretion; provided, however, the signatory authority of such designated individual shall not be effective until the chancellor has filed with the Secretary of the Board of Trustees a written declaration of such designation. A duplicate original of such athletics contest

agreements shall be forwarded to the Office of the General Counsel not less than fifteen days from the date of complete execution thereof.

4. USC Columbia Athletics Director

The USC Columbia Athletics Director is authorized to sign:

- a. contracts and agreements engaging the University of South Carolina to participate in intercollegiate athletics contests; and
- b. contracts and agreements for events to be held at any venue or facility on the USC Columbia campus managed by the Athletics Department. As used herein, “events” shall be understood to include, but not be limited to, concerts, shows, performances, plays, ceremonies, conventions, conferences, exhibitions, meetings and other uses.

The Athletics Director is authorized to designate an individual or individuals to perform these duties in his/her absence or at his/her discretion; provided, however, the signatory authority of such designated individual(s) shall not be effective until the Athletics Director has filed with the Secretary of the Board of Trustees a written declaration of such designation(s). A duplicate original of such athletics contest agreements and event agreements shall be forwarded to the Office of the General Counsel not less than fifteen days from the date of complete execution thereof.

5. Vice President for Research

The Vice President for Research shall have the responsibility to review and evaluate all research and research-related agreements, including but not limited to sponsored program proposals, awards, grants, contracts, accountability statements, confidentiality agreements, and agency approval requests, and the authority to sign such documents on behalf of the University of South Carolina. The Vice President for Research is authorized to designate an individual or individuals to perform this duty in his/her absence or at his/her discretion; provided, however, the signatory authority of such designated individual(s) shall not be effective until the Vice President for Research has filed with the Secretary of the Board of Trustees a written declaration of such designation(s).

6. Director of Purchasing

The Director of Purchasing shall have the authority to sign official University of South Carolina purchase orders, provided such purchase orders comply with the provisions of the South Carolina Consolidated Procurement Code.

7. General Counsel

The General Counsel shall have the authority to sign documents related to administrative or judicial proceedings, or matters undertaken to protect the rights or assets of the University of South Carolina, excepting settlement agreements. The General Counsel is authorized to designate attorneys in the Office of the General Counsel to perform this duty in his absence or at his discretion; provided, however, the signatory authority of such designated individual(s) shall not be effective until the General Counsel has filed with the Secretary of the Board of Trustees a written declaration of such designation(s).

8. Academic Deans; Division Heads

Academic deans, upon the approval of the Vice President for Academic Affairs and Provost, shall have the authority to sign offer letters of employment for faculty; and division heads, upon the approval of the President or vice president responsible for such area, shall have the authority to sign offers letters of employment for classified and unclassified positions. A copy of each offer letter shall be forwarded to the Division of Human Resources within fifteen days from the date of execution thereof.

D. Board of Trustees Action

1. Contracts and agreements with a total value of ~~\$6250,000~~ to ~~\$2,75000,000~~ shall require the approval of a majority of the ~~Executive and~~ Governance Committee of the Board of Trustees or a majority of the Board of Trustees; provided, however, contracts and agreements signed pursuant to the authority granted in Sections C2-8 herein shall not require approval of the ~~Executive and~~ Governance Committee. ~~A report of all contracts and agreements approved by the Executive and Governance Committee pursuant to the authority granted herein shall be provided to the Board of Trustees not less than annually, in addition to inclusion in the minutes of the meeting at which such approval occurred.~~
 2. Contracts and agreements with a total value in excess of ~~\$2,75000,000~~ shall require the approval of a majority of the ~~Executive and~~ Governance Committee and/or a majority of the Board of Trustees; provided, however, contracts and agreements signed pursuant to the authority granted in Sections C2-8 herein shall not require approval of the ~~Executive and~~ Governance Committee and/or the Board of Trustees. ~~A report of all contracts and agreements approved by the Board of Trustees pursuant to the authority granted herein shall be provided to the Board of Trustees not less than annually, in addition to inclusion in the minutes of the meeting at which such approval occurred.~~
 3. Contracts and agreements shall not be subdivided in order to avoid the approval(s) required herein. If necessary for the timely consideration of a contract or agreement, a special meeting of the ~~Executive and~~ Governance Committee and/or the Board of Trustees may be called in accordance with Article VIII, Section 5.H or Article IX, Section 3 of the Bylaws of the Board of Trustees, at which members may participate by conference call or other means in accordance with Article X, Section 12 of the Bylaws of the Board of Trustees. All requirements of the South Carolina Freedom of Information Act shall be adhered to.
- The President and the Chairman

of the Board shall have the sole authority to direct the implementation and consummation of matters approved by the ~~Executive and~~ Governance Committee and/or the Board of Trustees.

4. In advance of each regular meeting of the Governance Committee, the General Counsel and Secretary of the Board of Trustees shall supply to the Governance Committee and the Chief Audit Executive a comprehensive record of all contracts and agreements executed by the University, regardless of the total value of said contracts and agreements, to permit inspection and assessment of approvals versus this policy and versus Board Bylaws; and said comprehensive record shall be an item for discussion on the Governance Committee's agenda for each regular meeting. The record of all contracts and agreements supplied to the Governance Committee and the Chief Audit Executive by the General Counsel and the Secretary of the Board of Trustees shall be in a sortable form that permits analysis by total value, by date of University execution, by initiating University division or unit, and by vendor.

~~E. Athletics Department Administrators~~

~~In addition to the signature of the President or the Secretary, all employment agreements for athletics department administrators in excess of one year shall require the approval of a majority of the entire Board of Trustees.~~

E. Academic Agreements

Special ventures, exchanges and agreements to provide academic services must be viewed as contracts and any such agreement must be submitted to the Vice President for Academic Affairs and Provost for review prior to execution as provided for herein.

F. Electronic Signatures

The signature of university officials delegated authority herein to sign contracts and agreements that are binding upon the university may be affixed via electronic signature, and such electronic signature shall be binding on the university to the same extent as that of an original signature.

PROCEDURES

A. Contract Review

Except as provided otherwise in this policy, no element of the institution is authorized to prepare contracts and agreements and offer the same for acceptance by outside (non-university) parties without prior review of such contracts and agreements by the Office of the General Counsel. Parties requesting review of contracts and agreements shall complete in its entirety a Contract/Amendment Submission Checklist ("Contract Checklist") form; the Contract Checklist form can be found on the web at http://sc.edu/about/offices_and_divisions/board_of_trustees/governance/index.php. The Contract Checklist form and not less than two (2) copies of the proposed contract shall be forwarded to the Office of the General Counsel for review and processing.

B. Contract Repository

The Office of the General Counsel shall maintain a file containing all original contracts and agreements or duplicate originals as the case may be to which the university is a party; provided, however, the Office of Research shall be the repository of all research and research-related agreements signed by the Vice President for Research pursuant to the authority granted in Section C.5 herein. The Secretary of the Board of Trustees and the General Counsel shall have the authority and duty to review and evaluate all aspects and implications of university contracting, reporting to and advising the President and the Board of Trustees thereon.

HISTORY OF REVISIONS

DATE OF REVISION	REASON FOR REVISION
April 23, 1993	New policy approval
February 19, 2016	Additional signatory authority granted by the Board of Trustees to the Athletics Director.
April 20, 2018	Inclusion of requirement to submit a Contract/Amendment Submission Checklist form with proposed contracts to the Office of the General Counsel. The policy also was reformatted into the new policy template.
April 29, 2019	The value of contracts that chancellors are authorized to sign was increased from \$25,000 to \$100,000. References to the Executive Committee were updated to Executive and Governance Committee to reflect a change approved by the Board on June 22, 2018.
<u>DATE TBD</u>	<u>REASON(S) TBD</u>

APPENDICES

Appendix A: Contract/Amendment Submission Checklist (Contract Approval Form)

F. Standing committees may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve on such standing committee with full right to participate in committee discussion but without the right to vote.

G. No member of the Board, other than the permanent Chairman and Vice Chairman, may serve on more than three standing committees of the Board.

H. Each standing committee, other than the Governance Committee, shall consist of not less than five members nor more than eight members of the Board appointed by the permanent Chairman at or following the August Board meeting of each even year. At the first scheduled meeting following such appointment in August 2022, the members so appointed of the Audit, Compliance and Risk; Health and Medical Affairs; and University System Committees shall elect a Chairman of their respective Committees. The terms of those three Committee Chairmen shall be for two years from the date of election until the appointment of membership in standing committees by the permanent Chairman in 2024. Each of the Chairmen of those three Committees shall be eligible to serve one additional, consecutive term. At the first scheduled meeting following Committee appointments in August 2022, the members so appointed of the Academic Excellence and Student Experience; Advancement, Engagement and Communication; and Finance and Infrastructure Committees shall elect a Chairman of their respective Committees. The Chairmen of those three Committees shall serve terms of four years from the date of election until the appointment of membership in standing Committees by the permanent Chairman in August 2026. Each of the Chairmen of those three Committees shall be ineligible to serve an additional, consecutive term. Thereafter, the members so appointed of the Finance and Infrastructure; Academic Excellence and Student Experience; and Advancement, Engagement and Communication Committees shall elect a new Chair of their respective Committees; and the terms of those three, new Committee Chairmen shall be for two years from the date of election in 2026 until the appointment of membership in standing committees by the permanent Chairman in 2028. Each of the Chairmen of those three Committees then shall be eligible to serve one additional, consecutive term. ~~The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of membership in standing committees by the permanent Chairman in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term.~~ In the event a vacancy occurs in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

I. The Governance Committee shall consist of the permanent Chairman, Vice Chairman, and the duly elected chairman of each standing committee of the Board. The Vice Chairman shall serve as the chairman of the Governance Committee of the Board.

SECTION 2. SPECIAL OR AD HOC COMMITTEES.

A. Special or ad hoc committees shall be appointed by the permanent Chairman of the Board with such powers and duties and period of service as the permanent Chairman may determine, provided that no special or ad hoc committee shall be created by the permanent Chairman to act upon any matter appropriate to be acted upon by a standing committee. The permanent Chairman may appoint non-Board members with subject matter expertise to serve on such special or ad hoc committees.

**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
REVISED SCHEDULE OF COMMITTEE AND BOARD MEETINGS
2022**

FIRST QUARTER

Jan 21-22	Fri-Sat		Board Retreat [CANCELED]
Feb 18	Fri	Alumni Center	Audit, Compliance and Risk Committee Academic Excellence and Student Experience Committee Governance Committee Board of Trustees
Mar 17	Thu	USC Aiken	Health and Medical Affairs Committee Finance and Infrastructure Committee Advancement, Engagement and Communications Committee University System Committee
Mar 18	Fri	USC Aiken	USC Aiken Chancellor Investiture

SECOND QUARTER

Apr 14	Thu	USC Upstate	Audit, Compliance and Risk Committee Governance Committee Board of Trustees
Apr 15	Fri	USC Upstate	USC Upstate Chancellor Investiture
June 10	Fri	Alumni Center	Academic Excellence and Student Experience Committee Health and Medical Affairs Committee Finance and Infrastructure Committee Advancement, Engagement and Communications Committee
June 24	Fri	Alumni Center	Optional tour by bus/van of the perimeter of the Campus Village site University System Committee Governance Committee Board of Trustees

THIRD QUARTER

Aug 18	Thu	Tours depart from Alumni Center	Optional tours of University facilities
Aug 19	Fri	Alumni Center	Audit, Compliance and Risk Committee Academic Excellence and Student Experience Committee Governance Committee Board of Trustees
Sep 16	Fri	Alumni Center	Health and Medical Affairs Committee Finance and Infrastructure Committee University System Committee Advancement, Engagement and Communications Committee

FOURTH QUARTER

Oct 14	Fri	USC Columbia	Audit, Compliance and Risk Committee Finance and Infrastructure Governance Committee Board of Trustees
Nov 11	Fri	USC Columbia	USC Columbia Presidential Investiture Ceremony Investiture events will likely span November 10-11, with the investiture ceremony itself falling on Friday, November 11.
Nov 18	Fri	Alumni Center	Health and Medical Affairs Committee Advancement, Engagement and Communications Committee University System Committee
Dec 13	Tue	Alumni Center	Academic Excellence and Student Experience Committee Governance Committee Board of Trustees

COMMENCEMENTS

Dec 12	Mon	9:30 a.m. 2:30 p.m.	USC Columbia Doctoral All Campuses Baccalaureate & Master's in Columbia
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**UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
SCHEDULE OF COMMITTEE AND BOARD MEETINGS
2023**

FIRST QUARTER

Jan 20	Fri			President's Investiture (tentative date)
Jan 20-21	Fri-Sat	TBD		Board Retreat
Feb 24	Fri	Alumni Center	9 a.m.	Academic Excellence and Student Experience Committee Audit, Compliance and Risk Committee Governance Committee Board of Trustees
Mar 17	Fri	TBD		Advancement, Engagement and Communications Committee Finance and Infrastructure Committee Health and Medical Affairs Committee University System Committee

SECOND QUARTER

Apr 21	Fri	TBD		Audit, Compliance and Risk Committee Governance Committee Board of Trustees
June 9	Fri	Alumni Center	9 a.m.	Academic Excellence and Student Experience Committee Advancement, Engagement and Communications Committee Finance and Infrastructure Committee Health and Medical Affairs Committee University System Committee
June 23	Fri	Alumni Center	9 a.m.	Governance Committee Board of Trustees

THIRD QUARTER

Aug 18	Fri	Alumni Center	9 a.m.	Academic Excellence and Student Experience Committee Audit, Compliance and Risk Committee Governance Committee Board of Trustees
Sep 15	Fri	Alumni Center	9 a.m.	Advancement, Engagement and Communications Committee Finance and Infrastructure Committee Health and Medical Affairs Committee University System Committee

FOURTH QUARTER

Oct 13	Fri	Alumni Center	9 a.m.	Audit, Compliance and Risk Committee Finance and Infrastructure Governance Committee Board of Trustees
Nov 17	Fri	Alumni Center	9 a.m.	Advancement, Engagement and Communications Committee Health and Medical Affairs Committee University System Committee
Dec 19	Tue	Alumni Center	9 a.m.	Academic Excellence and Student Experience Committee Governance Committee Board of Trustees

REVISED 09/13/2022

Conflicts of Interest (COI) Disclosure Process

Board of Trustees Meeting – September 16, 2022



Why is this process important?

UMMS board adopts conflict-of-interest policy after self-dealing scandal

The
Washington
Post



Revised Disclosure Form

- Enter name & contact information
- Review summary and attached Board COI policy (BTRU 1.18)
- 2022 SEI disclosure attached as supplement
- Review, add any interests related to role with UofSC Board
 - New interests (2022) or planned for the year ahead
 - Relationships that may overlap with UofSC activities

Examples

- **Financial interests** that may overlap with board decisions
 - Consulting fees from a firm that has business before the board
 - Ownership interest in a company being considered for a contract
 - Payments from a school/department impacted by board decision
 - Paid travel or lobbying fees from a company before the board
- **Relationships** (family, business, personal) that could be perceived as limiting objectivity
 - Spouse is employed by a university department
 - Business partner is seeking a contract from the university

Next Steps

- Complete & sign disclosure form-- return by **Friday, Sept. 23**
- Forms will be reviewed and shared with Governance Committee Chair
- Please remain proactive about potential conflicts
 - Notify Governance Committee Chair of changes
 - Recusal from matters that present a potential COI

Thank you

Questions?