

University of South Carolina  
BOARD OF TRUSTEES

Governance Committee

In Person, Floyd Boardroom, Pastides Alumni Center  
and By Microsoft Teams  
April 21, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 10:00 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  
Alex English  
Hubert F. Mobley  
E. Scott Moise  
Leah B. Moody  
C. Dorn Smith III  
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

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

Others in attendance:

Audrey Korsgaard, USC Columbia Faculty Senate Chair  
Emmie Thompson, USC Columbia Student Government President  
Robin Roberts, Advisor to the Advancement, Engagement and Communications Committee  
(online)

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:

Win Hammond, 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 receipt of legal advice regarding proposed contractual matters listed on the public agenda for this meeting, for the discussion of personnel matters related to the President's evaluation and of the President's evaluation of his direct reports, and for the receipt of legal advice protected under attorney-client privilege.

Dr. Smith made the motion to enter Executive Session, and Mr. Adams 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, President Amiridis, Secretary Howell, Chancellors, Ms. Agardy, Provost Arnett, Ms. Bradley, Mr. Claypoole, Mr. Cole, Ms. Dodenhoff, Dr. Fridriksson, Dr. Fritz, Mr. Gruner, Mr. Parham, Mr. Perkins, Mr. Sobieralski, Mr. Tanner, Mr. Thomas, Mr. Tolliver, Dr. Verzyl, Mr. Walton, Mr. Williams, Mr. Nurczynski, Mr. Stokes, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Potential Revisions to Board Bylaws and Policies

Chair Newton postponed this agenda item due to time constraints.

III. Approval of Revisions to Board Bylaws and Policies

Chair Newton postponed this agenda item due to time constraints.

IV. Contracts and Lease Approvals

General Counsel Terry Parham presented the following contracts for approval.

- A. USC National Resource Center for the First Year Experience and Students in Transition: Hotel Agreement with Hilton Anaheim
- B. USC Facilities Planning Design and Construction: Maintenance Agreement with the City of Columbia
- C. USC Facilities Planning Design and Construction: Software License Agreement with AssetWorks, Inc.
- D. USC Division of Information Technology: Enrollment for Education Solutions (EES) License Agreement with SHI International/Microsoft
- E. USC Parking and Transportation Services: Amendment #2 to Agreement with the Central Midlands Regional Transportation Authority
- F. USC Parking and Transportation Services: Management Agreement with Innovista Parking, LLC

Dr. Smith made a motion to approve the six contracts as presented and posted to the Board portal. Mr. Westbrook seconded the motion. A vote was taken, and the motion was approved.

V. Report on Contracts and Agreements (Portal Only)

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

Trustees Mobley and Moody requested that the current report be adapted to include a column that includes the total incoming revenue associated with each contract (agreement, lease, amendment) and a column that includes the total outgoing expense associated with the same.

Chair Newton stated this update was received as information.

VI. Yearly Calendar for Board and Committee Meetings

Chair Newton stated a draft 2024 Board meeting calendar was posted to the Board portal and called on Board Chair Westbrook for comments.

Board Chair Westbrook stated that, in discussion with Trustee Newton and President Amiridis, there was a desire to increase the efficiency of Board meetings and reduce the number of meetings for next calendar year. The proposed draft calendar reduces the number of meetings from ten to eight.

Chair Newton stated the update was received as information.

## VII. Governance Assessments

Secretary Howell stated updates on Governance assessments were posted to the Board portal. He provided an update on items C, D, and E. For items C and D, a list of research questions and scope of inquiry were provided by which the University will engage the Education Advisory Board (EAB). The results of EAB's research will be compiled by the Office of Organizational Excellence and submitted to the Governance Committee for review.

Regarding item E, this topic was part of the Governance Committee's work plan. Board Chair Westbrook and Board Vice Chair Newton held a discussion with Trustee Moïse, Chair of the Advancement, Engagement and Communications Committee. The Governance Committee will delegate management of this topic to the Advancement, Engagement and Communications Committee.

- A. 2023 Orientation for New Trustees
- B. Process and Practice for Board Self-Assessment
- C. Capacity of the Office of the General Counsel to Serve the Board of Trustees
- D. Capacity of the Office of the Board of Trustees to Serve the Board of Trustees
- E. University Communications Regarding the Board of Trustees

Chair Newton stated the updates were received as information.

## VIII. Governance Committee Work Plan

Chair Newton stated the Governance Committee's work plan was posted to the Board portal and called for questions. There were none.

Chair Newton stated the plan as posted to the Board portal 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 11:30 a.m.

Respectfully submitted,

Cameron Howell  
Secretary