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University of South Carolina

BOARD OF TRUSTEES

August 20, 2021

The University of South Carolina Board of Trustees met at 12:30 p.m. on Friday, August 20, 2021 in the Floyd Board Room of the Pastides Alumni Center and by Microsoft Teams video conference.

Board members present were Dr. C. Dorn Smith III, Board Chair; Mr. Thad H. Westbrook, Board Vice Chair; Mr. C. Dan Adams; Mr. Brian C. Harlan; Mr. Richard A. Jones Jr.; Mr. Toney J. Lister; Mr. Miles Loadholt; Mr. Hubert F. Mobley; Ms. Leah B. Moody; Ms. Emma W. Morris; Ms. Rose Buyck Newton; Ms. Molly M. Spearman; and Mr. Eugene P. Warr Jr. Mr. Alex English, Dr. C. Edward Floyd, Mr. Robin D. Roberts, Mr. John C. von Lehe Jr., and Mr. Mack I. Whittle Jr. participated by Microsoft Teams video conference. Mr. J. Egerton Burroughs and Mr. Charles H. Williams were absent.

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 of Trustees Mr. David Seaton.

Others in attendance were Interim President Harris Pastides; Acting Secretary and General Counsel Terry Parham; Vice President for Human Resources Caroline Agardy; Interim Provost and Dean of the College of Pharmacy Stephen Cutler; Communications Manager Abe Danaher; Vice President for Development Monica Delisa; Chief Audit

Executive Pam Dunleavy; Palmetto College Chancellor Susan Elkins; Mr. Bill Funk Sr., President of R. William Funk & Associates; Mr. Willie Funk Jr. with R. William Funk & Associates; 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 Houp; Assistant to the President for System Affairs Eddie King; Senior Deputy Athletics Director Chance Miller; Ms. Kayla O'Rourke with R. William Funk & Associates; 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; and Board of Trustees' support staff. Secretary Cameron Howell participated by Microsoft Teams video conference.

OPEN SESSION

I. Call to Order

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

Chair Smith called on Mr. Jeff Stensland to introduce members of the media. Mr. Stensland introduced Lucas Daprile with the *State* and stated Tyler Fedor with the *Daily Gamecock* was on the call-in line.

Chair Smith 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; and a quorum was present to conduct business.

Chair Smith welcomed USC Columbia Faculty Senate Chair Dr. Audrey Korsgaard to her first meeting of the Board.

II. Invocation

Chair Smith invited the Reverend David Henderson, First Presbyterian Church Collegiate Ministry, to deliver the invocation.

III. Approval of Minutes

Chair Smith stated twelve sets of minutes were listed on the agenda and posted to the Board portal for approval. He stated if there were no additions, deletions, or corrections to the minutes, they would stand approved as posted. Hearing no objections, the following sets of minutes were approved:

- A. Advancement, Engagement and Communications Committee – March 12, 2021
- B. Ad Hoc Committee on Information Technology (Called) – April 9, 2021
- C. Audit, Compliance and Risk Committee – April 9, 2021
- D. Board of Trustees – April 9, 2021
- E. Board of Trustees (Called) – April 14, 2021
- F. Board of Trustees (Called) – April 28, 2021
- G. Board of Trustees (Called) – May 21, 2021
- H. Board of Trustee – June 25, 2021

I. Finance and Infrastructure – March 12, 2021

J. Governance Committee – February 19, 2021

K. Health and Medical Affairs Committee – March 12, 2021

I. University System Committee – March 12, 2021

IV. Approval of Committee Consent Agendas

Chair Smith stated three Committees submitted written consent agendas listed on the Board agenda and posted to the Board portal for approval. He stated, if there were no objections, he would make a single motion to approve the written consent agendas and proceed to a vote. The following written consent agendas were unanimously approved:

A. Academic Excellence and Student Experience Committee – August 20, 2021

Academic Excellence and Student Experience Committee
(The Honorable C. Dan Adams, Chair)

Written Report for Board of Trustees' Consent Agenda

August 20, 2021

The Academic Excellence and Student Experience Committee met on August 20, 2021 and recommends full Board approval of items in this report, all of which have received the appropriate academic and administrative approvals.

I. USC Columbia

A. Approval of Program Modifications

1. MA Anthropology
2. PhD Anthropology

B. Approval of Dual Degree Programs

1. MS Business Analytics with Sungkyunkway University in Seoul, South Korea
2. PhD Business Administration with American University of Sharjah in Sharjah, United Arab Emirates
3. PhD Business Administration with Chonnam National University in Gwangju, South Korea
4. PhD Business Administration with Universidad Adolfo Ibanez in Santiago, Chile

C. Approval of Degree Program – 100% Online

- Master of Music Education (MME)

D. Approval of Center Name Change

- College of Nursing Clinical Simulation Laboratory to Center for Simulation and Experiential Learning

II. USC Beaufort

A. Approval of Degree Program – 100% Online

- BA History

III. Personnel Matters

A. Approval of Honorary Academic Titles

1. Robert H. Brinkmeyer, Jr. – Claude Henry Neuffer Professor Emeritus of Southern Studies Larry Wyatt – Distinguished Professor Emeritus – USC Columbia
2. Robert Charles Costello – Distinguished Professor Emeritus – USC Sumter
3. Monty L. Fetteroff – Distinguished Professor Emeritus – USC Aiken
4. Catherine M. Gustafson – Professor Emerita – USC Columbia
5. David Shelby Harrison – Distinguished Professor Emeritus – USC Aiken
6. Sue P. Heiney – Dun Shealy Professor Emerita of Nursing – USC Columbia
7. Sandra J. Jordan – Distinguished Chancellor Emerita – USC Aiken
8. Patsy Granger Lewellyn – Professor Emerita – USC Aiken
9. Bert Ligon – Distinguished Professor Emeritus – USC Columbia
10. Lynne A. Rhodes – Distinguished Professor Emerita – USC Aiken
11. Rebecca Schalk Nagel – Distinguished Professor Emerita – USC Columbia
12. Gail E. Wagner – Professor Emerita – USC Columbia
13. Larry Wyatt – Distinguished Professor Emeritus – USC Columbia

B. Approval of Faculty Hires with Tenure

1. Dr. Xinhau Liang with Tenure at the Rank of Professor – Department of Chemical Engineering in the College of Engineering and Computing
2. Dr. Natalie Russo with Tenure at the Rank of Associate Professor – Department of Psychology in the College of Arts and Sciences

This concludes the written consent agenda of the Academic Excellence and Student Experience Committee.

B. Audit, Compliance and Risk Committee – August 20, 2021

Audit, Compliance and Risk Committee
(The Honorable Rose Buyck Newton, Chair)

Written Report for Board of Trustees' Consent Agenda
August 20, 2021

The Audit, Compliance and Risk Committee met Friday, August 20, 2021 and recommends full Board approval of all items in this written report.

- I. Approval of Policy Reviews
 - A. BTRU 1.06, Audit & Advisory Services
 - B. BTRU 1.18, Conflicts of Interest and Commitment
 - C. BTRU 1.20, Dishonest Acts and Fraud
 - D. BTRU 1.22, Reporting Violations of State and Federal Laws or Regulations (Whistleblower policy)
 - E. BRTU 1.24, Internal Control Policy
- II. Approval of Voluntary Separation Programs

This concludes the written consent agenda of the Audit, Compliance and Risk Committee.

C. Governance Committee – August 20, 2021

Governance Committee

(The Honorable Thad H. Westbrook, Chair)

Written Report for Board of Trustees' Consent Agenda
August 20, 2021

The Governance Committee met Friday, August 20, 2021 and recommends full Board approval of all items in this written report.

- Contract and Lease and Approvals
 - A. Darla Moore School of Business Office of International Affairs Student Exchange Agreement – SKKU Business School
 - B. USC School of Medicine Greenville – Prisma Health Upstate Agreement Addendum A

This concludes the written consent agenda of the Governance Committee.

MOTION FOR EXECUTIVE SESSION

Chair Smith stated there was a need for an Executive Session to discuss personnel matters related to the Presidential search, nominations for the Board of Visitors, honorary degree nominations, an evaluation of the Secretary of the Board, and an evaluation of the Chief Audit Executive. Mr. Adams made a motion to enter Executive Session and Mr. Harlan seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Smith invited the following to remain: Trustees, Interim President Pastides, Secretary Howell, Dr. Korsgaard, Mr. Harrell, Mr. Seaton, Ms. Agardy, Mr. Parham, Mr. Funk Sr., Mr. Funk Jr., and Ms. O'Rourke. He stated no action would be taken in Executive Session and asked those not invited to stay to please step out.

EXECUTIVE SESSION

- Executive Session Removed

RETURN TO OPEN SESSION

V. Continuing Education for Trustees: Primary Duty of a Governing Board: Hiring the Chief Executive

Chair Smith stated the continuing education session for this meeting would focus on the hiring of the chief executive. He called attention to reading material posted to the Board portal regarding presidential searches from the Association of Governing Boards and a white paper authored by Secretary Howell. He noted that scholars believe the responsibility to select the chief executive is among the most important job of governing boards of U.S. colleges and universities. He stated the Southern Association of Colleges and Schools Commission on Colleges' standards clearly state this importance. He reminded members of the careful work the Board undertook in crafting Board Policy BTRU 3.01, "Presidential Candidate Search Committee," the previous year and of the importance of Board Policy 1.19, "Protecting the Institution from External Influences."

Chair Smith called on the President of R. William Funk & Associates, Mr. Bill Funk Sr., to provide comments. Mr. Funk emphasized the need for confidentiality when conducting a presidential search and provided an overview of the challenges this presents. He highlighted the work of the search firm to-date and entertained questions.

Chair Smith thanked Mr. Funk for his remarks and stated the session was received as information.

VI. Report from the Chair of the Presidential Candidate Search Committee

Chair Smith called on Chair of the Presidential Search Committee and Vice Chair of the Board, Mr. Thad Westbrook, to present an update on the presidential search. Mr.

Westbrook stated William R. Funk & Associates participated in multiple meetings, town halls, and listening sessions over the past two days. He reviewed feedback received from stakeholders and outlined next steps in the search process.

Chair Smith stated the report was received as information.

VII. General Remarks from R. William Funk & Associates

Chair Smith called on President of R. William Funk & Associates, Mr. Bill Funk Sr., to present an update on the search firm's consulting activities. Mr. Funk stated it had been a very insightful few days on campus. Constituents have a keen interest in the current presidential search and have offered their opinions on the ideal qualities sought in the next president. He stated the search firm has made preliminary calls to prospective candidates around the country. There is considerable interest in the position, and he looks forward to the work ahead.

Chair Smith thanked Mr. Funk and stated the update were received as information.

VIII. Approval of Honorary Degree Nominations

Chair Smith stated the Honorary Degree Subcommittee, Academic Excellence and Student Experience Committee, and Interim President Pastides have submitted three honorary degree nominations for approval, which were posted to the Board portal and presented in Executive Session without objection.

Chair Smith called for a motion to approve the honorary degree nominations as presented in Executive Session and posted to the Board portal. Mr. Jones made the motion, and Mr. Lister seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Smith stated the three honorary degree nominations were approved and would "lay on the table."

IX. Elections to the Board of Visitors

Chair Smith stated a slate of candidates nominated to fill expired terms on the Board of Visitors and one candidate to fill an unexpired term was presented in Executive Session without objection and posted to the Board portal.

Chair Smith called for a motion to approve the slate of recommended candidates for the Board of Visitors effective September 1, 2021. Mr. Loadholt made the motion, and Mr. Mobley seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Smith stated the slate of candidates was approved. New candidates elected to fill a three-year term ending August 31, 2024 were the following: Ray Borders Gray, representing the 5th Judicial Circuit; Mason Harpe, Presidential Appointee; Kevin Hunter, In-State Member-at-Large representative; Chad Matthews, representing the 2nd Judicial Circuit; Andrea Scott, representing the 8th Judicial Circuit; and Chad Wood, Out-of-State Member-at-Large. Dr. Marco Valtorta was elected to fill a two-year unexpired term representing the USC Columbia Faculty Senate.

Nominees elected to fill a second, three-year term ending August 31, 2024 were the following: Pam Baker, Presidential Appointee; Scott Beebe, representing the 14th Judicial Circuit; and Blake Gibbons, Presidential Appointee.

X. Commencement Oversight by the Office of the Board of Trustees

Chair Smith stated during December 2021 and Spring 2022, a trial will be attempted by which commencement events across the USC System and Columbia will be managed by persons other than the Office of the Board of Trustees. The role of Trustees at commencement events will remain, and the Office of the Board of Trustees will continue to manage Trustees' participation and Honorary Degree recipient participation. During the trial, an executive from the Office of the Provost will chair the USC Columbia

Commencement Committee and the Vice President of System Affairs will chair the System Commencement Committee. This arrangement will be evaluated after Spring 2022 commencements. If the Board deems it appropriate for this arrangement to continue, Board Bylaws and policies will be revised accordingly.

XI. Proposed BOT Meeting Calendar for 2022

Chair Smith called on Secretary Howell to present the proposed meeting calendar for the Board of Trustees for 2022. Secretary Howell presented proposed dates and stated he was in the process of collaborating with Interim President Pastides to finalize dates. Once final dates are determined, a more detailed calendar will be presented.

Chair Smith thanked Secretary Howell and stated the update was received as information.

XIII. Recognition of Former Faculty Senate Chair Mark Cooper

Chair Smith asked Dr. Mark Cooper to join him and Dr. Pastides at the lectern. He called for a motion by acclamation recognizing Dr. Cooper for his outstanding contributions and service as the USC Columbia Faculty Senate representative to the Board of Trustees and University. Ms. Moody made the motion, and Ms. Morris seconded the motion. The motion was approved unanimously. Chair Smith presented Dr. Cooper with a framed certificate of appreciation.

Dr. Cooper stated it was a privilege and honor to serve with members of the Board and thanked members for their support.

XIV. President's Report

Chair Smith called on Interim President Pastides to present the President's report.

President Pastides stated it was an exciting time to see students back on campus. Convocation was recently held at Colonial Life Arena, followed by First Night Carolina

with fireworks on Greene Street in front of the Russell House. He stated the University continues to prioritize health and safety. The class of 2025 has 6,133 freshmen, the second largest on record. Of those, 53% are from South Carolina. The average grade point average is 4.44. The University has 34,700 students enrolled on the Columbia campus and approximately 50,000 across the USC System.

President Pastides highlighted events on campus including the opening of the Anne Frank Center and the new Gamecock iHub. The University's undergraduate students continue to be honored by many awards including three Fulbright Students, five Hollings Scholars, and the 29th consecutive year of Goldwater Scholars studying on campus. The College of Engineering and Computing had four faculty members elected to the National Academy of Engineering.

Chair Smith thanked President Pastides and stated the report was received as information.

XV. Approval of the Audit, Compliance and Risk Committee's Recommended Salary Increase for the Chief Audit Executive

Chair Smith stated the Audit, Compliance and Risk Committee met earlier in the day and recommends full Board approval of a 1.5-percent salary increase for Chief Audit Executive, Ms. Pam Dunleavy. He called for a motion to approve the Audit, Compliance and Risk Committee's recommended salary increase for the Chief Audit Executive. Ms. Newton made the motion, and Mr. Harlan seconded the motion. A vote was taken, and the motion carried unanimously.

XVI. Other Matters

Chair Smith called for any other matters to come before the Board. There were none.

XVII. Adjournment

Chair Smith declared the meeting adjourned at 1:50 p.m.

Respectfully submitted,

Cameron Howell
Secretary