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University of South Carolina
BOARD OF TRUSTEES

Governance Committee

April 14, 2022

The Governance Committee of the University of South Carolina Board of Trustees met at 1:40 p.m. on Thursday, April 14, 2022, in the Sansbury Campus Life Center Ballroom at USC Upstate and by Microsoft Teams video conference.

Committee members present were Mr. Thad Westbrook, Chair; Mr. C. Dan Adams, Mr. Toney J. Lister; Mr. Hubert F. Mobley; Ms. Leah B. Moody; Ms. Rose Buyck Newton; Dr. C. Dorn Smith III, Board Chair; and Mr. Mack I. Whittle Jr. Mr. Miles Loadholt participated by Microsoft Teams. Dr. C. Edward Floyd was absent.

Other Board members present were Mr. Alex English, Mr. Brian C. Harlan, Mr. Richard Jones Jr., Ms. Emma W. Morris, and Mr. Robin D. Roberts. Mr. J. Egerton Burroughs, Mr. John C. von Lehe Jr., and Mr. Charles H. Williams participated by Microsoft Teams.

Also present were USC Columbia Faculty Senate Chair Dr. Audrey Korsgaard and USC Columbia Student Government President Ms. Reedy Newton. Special Advisor to the Board of Trustees Mr. David Seaton participated by Microsoft Teams.

Others in attendance were Interim President Harris Pastides; Secretary Cameron Howell; Vice President of Human Resources Caroline Agardy; Vice President for System Affairs Derham Cole; Interim Provost Stephen Cutler; Chief Audit Executive Pamela Dunleavy; Palmetto College Chancellor Susan Elkins; Associate Vice President for Finance and Budget Kelly Epting; Vice President for Information Technology and Chief Information

Officer Doug Foster; USC Upstate Chancellor Bennie Harris; USC Aiken Chancellor Daniel Heimmermann; Howie Houston with Elliott Davis; USC Controller Mandy Kibler; Governance Consultant Brit Kirwan; Associate Vice President and Chief Procurement Officer Venis Manigo; Governance Consultant Drumm McNaughton; Director of State Government Relations Derrick Meggie; USC Beaufort Chancellor Al Panu; General Counsel and Executive Director of Compliance Programs Terry Parham; Director of Government Relations Craig Parks; Chief Operating Officer Jeff Perkins; Assistant Director of Institutional Research and Analytics Jonathan Poon; Vice President for Student Affairs and Vice Provost Dennis Pruitt; Barbara Rushing with Elliott Davis; College of Arts and Sciences Dean Joel Samuels; University Treasurer and Associate Vice President and Chief of Staff for the Division of Administration and Finance Joe Sobieralski; Assistant Vice President, Media and External Engagement Jeff Stensland; Athletics Director Ray Tanner; Executive Vice President for Administration and Chief Financial Officer Ed Walton; Vice President for Diversity, Equity and Inclusion Julian Williams; and Board of Trustees support staff Anna Brannin and Cary Graham.

OPEN SESSION

I. Call to Order

Chair Westbrook called the meeting to order, welcomed everyone, and asked Trustees to introduce themselves. Secretary Howell confirmed Trustees attending by Microsoft Teams video conference.

Chair Westbrook called on Mr. Stensland to introduce members of the media present. There were none.

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 Committee; and a quorum was present to conduct business.

MOTION FOR EXECUTIVE SESSION

Chair Westbrook stated there was a need for an Executive Session for consideration of a proposed contractual agreement for an Assistant Men's Basketball coach and for the receipt of legal advice regarding a potential claim against the University protected by attorney-client privilege. Mr. Adams made the motion to enter Executive Session and Ms. Moody seconded the motion. Chair Westbrook stated no action would be taken in Executive Session and invited the following to remain: Trustees, Interim President Pastides, Secretary Howell, Dr. Korsgaard, Ms. Reedy Newton, Mr. Seaton, the President's Executive Council, Mr. Stensland, Dr. McNaughton, Dr. Kirwan, and Board of Trustees support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Contract and Lease Approvals

A. Indefinite Quantity Contracts with USC Facilities Planning, Design, and Construction

Mr. Parham presented ten indefinite quantity contracts with USC Facilities, Planning, Design, and Construction.

Chair Westbrook called for a motion to approve the ten indefinite quantity contract agreements as presented and posted to the Board portal. Mr. Mobley made the motion; Ms. Newton seconded the motion. A vote was taken, and the motion was approved. Chair Westbrook stated the following contracts were approved:

1. RMF Engineering, Inc.
2. ADC Engineering, Inc.

3. Bailey and Son Engineering, Inc.
4. Chao & Associates, Inc. Agreement
5. Cranston Engineering Agreement
6. Davis and Floyd Agreement
7. Burdette Engineering, Inc.
8. GWA Electrical Engineers, Inc.
9. Land Engineering Associates
10. Belka Engineering Associates

B. Johnson Controls, Inc. Animal Labs Service Agreement with USC Facilities Energy Management

Mr. Parham presented an animal labs service agreement between Johnson Controls, Inc. and USC Facilities Energy Management.

Chair Westbrook called for a motion to approve USC Facilities Energy Management animal labs service agreement with Johnson Controls, Inc. as presented and posted to the Board portal. Mr. Mobley made the motion; Mr. Adams seconded the motion. A vote was taken, and the motion was approved.

C. Johnson Controls, Inc. Service Agreement with USC Facilities Energy Management

Mr. Parham presented a performance service agreement between Johnson Controls, Inc. and USC Facilities Energy Management.

Chair Westbrook called for a motion to approve USC Facilities Energy Management performance service agreement with Johnson Controls, Inc. as presented and posted to the Board portal. Ms. Moody made the motion; Mr. Adams seconded the motion. A vote was taken, and the motion was approved.

D. Suntrust Merchant Service, LLC Service Agreement with USC Bursar's Office

Mr. Parham presented a services participation agreement between Suntrust Merchant Service, LLC and the USC Bursar's Office.

Chair Westbrook called for a motion to approve the USC Bursar's Office services participation agreement with Suntrust Merchant Service, LLC as presented and posted to the Board portal. Mr. Roberts made the motion; Mr. Whittle seconded the motion. A vote was taken, and the motion carried. Chair Westbrook stated the item would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

E. Ticketmaster L.L.C. Software and Service Agreement

Mr. Parham presented a software and service agreement between Ticketmaster L.L.C. Software and USC Athletics.

Chair Westbrook called for a motion to approve the USC Athletics software and service agreement with Ticketmaster, L.L.C. as presented and posted to the Board portal. Mr. Mobley made the motion; Mr. Whittle seconded the motion. A vote was taken, and the motion was approved.

F. Graduate Medical Education Academic Affiliation Agreement with Lexington Medical Center

Chair Westbrook stated this agenda item would be postponed until the end of the meeting, to allow for he and Mr. von Lehe to recuse themselves. Lexington Medical Center is a client of their law firm. Chair Westbrook stated he and Mr. von Lehe would also recuse themselves when the same matter is up for consideration as a part of the Governance Committee's consent agenda during the meeting of the full Board.

G. Rosen Centre Hotel – National Resource Center for the First-Year Experience

Mr. Parham presented an agreement between the Rosen Centre Hotel and the National Resource Center for the First-Year Experience.

Chair Westbrook called for a motion to approve the National Resource Center for the First-Year Experience and the Rosen Centre Hotel as presented and posted to the Board portal. Mr. Roberts made the motion; Ms. Newton seconded the motion. A vote was taken, and the motion carried. Chair Westbrook stated the item would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

H. Athletics Employment Contract for Assistant Men's Basketball Coach

Mr. Parham presented an employment agreement between Tim Buckley and USC Athletics.

Chair Westbrook called for a motion to approve the USC Athletics employment contract with Tim Buckley as presented and posted to the Board portal. Mr. Adams made the motion; Mr. Whittle seconded the motion. A vote was taken, and the motion was approved.

III. Forecasted Work with Governance Consultants

Chair Westbrook called on Secretary Howell to review forecasted work with governance consultants Drumm McNaughton and Brit Kirwan. Secretary Howell discussed the work Dr. McNaughton and Dr. Kirwan would be completing with the Board, and stated a presentation with more information was available on the Board portal.

Chair Westbrook stated this update was received as information.

IV. Implementation of 2022 Recommendations from the Ad Hoc Committee on Infrastructure

Chair Westbrook called on Secretary Howell to review applications of the IT recommendations from the Ad Hoc Committee on Infrastructure. Secretary Howell stated recommendations were applied to three matrixes, which were made available on the Board

portal. Secretary Howell stated each Committee is responsible for following through with items on their matrixes, and that the Governance Committee will periodically review progress.

Chair Westbrook stated this update was received as information.

V. Informal Assessment of 2020 Governance Recommendations from the Ad Hoc Advisory Committee on Governance.

Chair Westbrook called on Secretary Howell to discuss informal assessment of 2020 governance revisions. Secretary Howell stated Trustees would receive via email a preliminary assessment of revised policies applied in 2020 based on recommendations from the Ad Hoc Advisory Committee.

Chair Westbrook stated this update was received as information.

VI. Potential Revisions to Board Policies and Bylaws

Chair Westbrook stated that Secretary Howell would circulate materials regarding potential revisions to Board policies and Bylaws to the Committee in the weeks ahead, with the goal of the Committee being positioned to act at the June meeting.

VII. Trustee Participation in External Opportunities for Continuing Education

Chair Westbrook called on Secretary Howell to discuss Trustee participation in external opportunities for continuing education. Secretary Howell discussed resources available to Trustees including conferences, seminars, and other programming. He advised Committee members to contact Chair Westbrook regarding leadership opportunities.

Chair Westbrook stated this update was received as information.

VIII. Progress Update: Governance Committee Work Plan 2022-23

Chair Westbrook called on Secretary Howell to provide an update on the Governance Committee's work plan. Secretary Howell stated the Governance Committee's

work plan may require some revision and that Committee members would be contacted via email regarding those revisions, in addition to possible changes to Bylaws and policies.

Chair Westbrook stated this update was received as information.

IX. Forecasted Calendar for Continuing Education for Trustees for 2022

Chair Westbrook called on Secretary Howell to review the calendar for continuing education for this calendar year. Secretary Howell discussed upcoming opportunities for continuing education. He encouraged Committee members with additional suggestions to contact Chair Westbrook.

Chair Westbrook stated this update was received as information.

X. Other Matters

Chair Westbrook called on Mr. Parham to present an agreement and called on Mr. Mobley to preside over the remainder of the meeting. Chair Westbrook and Mr. von Lehe recused themselves from the discussion of any approval of the next agenda item.

A. Graduate Medical Education Academic Affiliation Agreement with Lexington Medical Center

Mr. Parham presented an academic affiliation agreement between Lexington Medical Center and the USC School of Medicine - Columbia.

Chair Westbrook called for a motion to approve the USC School of Medicine - Columbia academic affiliation agreement with Lexington Medical Center as presented and posted to the Board portal. Dr. Smith made the motion; Mr. Whittle seconded the motion. A vote was taken, and the motion was approved.

Chair Westbrook called for any other matters to come before the Committee.

There were none.

XI. Adjournment

Chair Westbrook declared the meeting adjourned at 3:10 p.m.

Respectfully submitted,

Cameron Howell
Secretary