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University of South Carolina
BOARD OF TRUSTEES

Governance Committee

October 15, 2021

The Governance Committee of the University of South Carolina Board of Trustees met at 11:30 a.m. on Friday, October 15, 2021 in the Floyd Board Room of the Pastides Alumni Center and by Microsoft Teams video conference.

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

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

Also present were USC Columbia Faculty Senate Chair Dr. Audrey Korsgaard and USC Columbia Student Government President Mr. Alex Harrell.

Others in attendance were Interim President Harris Pastides; Secretary Cameron Howell; Vice Provost and Dean of the Faculty Cheryl Addy; Vice President for Human Resources Caroline Agardy; College of Retail and Sports Management Interim Dean David Cardenas; Executive Director of Strategic Planning Jack Claypoole; Vice President for System Affairs Derham Cole; Interim Provost Stephen Cutler; Communications Manager Abe Danaher; Vice President for Development Monica Delisa; Chief Audit Executive Pam
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Dunleavy; Palmetto College Chancellor Susan Elkins; Associate Vice President of Finance and Budget Kelly Epting; President and Provost Faculty Fellow Stacy Fritz; Vice President of Facilities Planning, Design and Construction and University Architect Derek Gruner; USC Upstate Chancellor Bennie Harris; USC Aiken Chancellor Dan Heimmermann; Interim Director of Academic Programs Trena Houp; University Controller Mandy Kibler; Executive Director of Economic Engagement Bill Kirkland; Senior Deputy Athletics Director Chance Miller; USC Beaufort Chancellor Al Panu; Director of Executive Communications Diane Parham; General Counsel and Executive Director of Compliance Programs Terry Parham; Chief Operating Officer Jeff Perkins; Vice President for Student Affairs and Vice Provost Dennis Pruitt; Special Assistant to the President James Smith; University Treasurer and Associate Vice President and Chief of Staff for the Division of Administration and Finance 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; Vice President for Communications Larry Thomas; Executive Vice President and Chief Financial Officer Ed Walton; Senior Public Relations Manager Dana Woodward; and Board of Trustees support staff.

OPEN SESSION

I. Call to Order

Chair Westbrook called the meeting to order, welcomed everyone, and asked Trustees in the room 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 for the meeting. Mr. Stensland announced Jessica Holdman with the *Post and Courier*,

Augusta Stone with the *State*, Dave Cloniger with the *Post and Courier*, Collyn Taylor with Gamecock Central, Rick Henry with WIS-TV, and John Whittle with the *Big Spur* as attending in person. Caleb Bozard with the *Daily Gamecock* was on the press line.

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 the receipt of legal advice regarding contractual matters with Prisma Health and athletics employment agreements for consideration. Mr. Mobley made the motion to enter Executive Session, and Mr. Warr seconded the motion. A vote was taken, and the motion carried unanimously. Chair Westbrook stated no action would be taken in Executive Session and invited the following to remain: Trustees, Interim President Pastides, Secretary Howell, Mr. Harrell, Dr. Korsgaard, Interim Provost Cutler, Mr. Parham, Mr. Tanner, and Mr. Walton.

EXECUTIVE SESSION

- Executive Session Removed

RETURN TO OPEN SESSION

II. Contract Approvals

Chair Westbrook called on Mr. Parham to review contracts and leases for approval.

A. Prisma Health Agreements

Mr. Parham reviewed a two-part agreement with Prisma Health. Under the first part of the agreement, USC is authorized to enter into an agreement with Prisma Health, with Prisma providing funding for the School of Medicine academic

enhancement fund in an amount mutually agreed upon. Funds will be managed by USC.

Under the second part of the agreement, USC will be authorized to enter into an agreement with Prisma Health to improve the educational training of medical students and residents by participating in the Medicaid supplemental teaching physician's payment program.

Chair Westbrook called for a motion to approve the Prisma Health agreement as presented and posted to the Board portal. Dr. Smith so moved, and Mr. Mobley 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.

B. Premise Health Employer Solutions, LLC (BMW) Clinical Affiliation Agreement – USC College of Pharmacy

Mr. Parham stated Interim Provost Cutler and the College of Pharmacy request Board approval to renew the clinical affiliation agreement with Premise Health Employer Solutions, LLC. Under the agreement Premise agrees to provide clinical training opportunities for two pharmacy students to serve in Greer, SC as pharmacy residents at the BMW plant's in-house pharmacy. The two-year agreement will end June 30, 2023.

Chair Westbrook called for a motion to approve the Premise Health Employer Solutions, LLC clinical affiliation agreement with the USC School of Pharmacy as presented and posted to the Board portal. Mr. Mobley so moved, and Dr. Floyd seconded the motion. A vote was taken, and the motion carried.

C. Beijing International Studies University – USC College of Hospitality, Retail and Sports Management Agreements

Mr. Parham stated the College of Hospitality, Retail and Sports Management seeks approval to renew two agreements with Beijing International Studies University.

1. Cooperation Agreement

Under this five-year agreement, both parties agree to seek out collaborative opportunities.

2. Student Exchange Agreement

The renewal of this agreement allows for students who complete one year at Beijing University to then transfer to USC to the College of Hospitality, Retail and Sports Management to pursue an undergraduate degree. This revenue-generating contract allows for a maximum of 35 students to participate; it is a five-year contract.

Chair Westbrook called for a motion to approve the Beijing International Studies University cooperation and student exchange agreements with the USC College of Hospitality, Retail and Sports Management as presented and posted to the Board portal. Ms. Newton so moved, and Dr. Smith 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.

D. EAB Global, Inc. Student Success Collaborative Membership Agreement – USC Student Affairs and Academic Support

Mr. Parham presented an extension and amendment between the office of USC Student Affairs and Academic Support and EAB Global, Inc. Through this five-year agreement USC obtains a student success collaborative membership.

Chair Westbrook called for a motion to approve the EAB Global, Inc. and USC Student Affairs student success collaborative membership agreement as presented and posted to the Board portal. Mr. Warr so moved, and Mr. Lister 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. South Carolina State Department of Education Educational Cooperation Agreement – CarolinaCrED Office

Mr. Parham presented a renewal of an educational cooperation agreement between the South Carolina State Department of Education Office of Special Education Services and the USC College of Education. This one-year agreement prepares South Carolina teachers to teach special needs classes and provides continued coursework for Special Education certification.

Chair Westbrook called for a motion to approve the South Carolina State Department of Education and USC College of Education educational cooperation agreement as presented and posted to the Board portal. Mr. Whittle so moved, and Dr. Floyd seconded the motion. A vote was taken, and the motion carried.

F. Aiken Regional Medical Center Cardiac Rehabilitation Program Agreement – USC Aiken Department of Campus Recreation & Wellness

Mr. Parham presented the renewal of an agreement between Aiken Regional Medical Center (ARMC) and USC Aiken Department of Campus Recreation & Wellness. This three-year, revenue-generating agreement allows for USC Aiken students to assist with ARMC's cardiac rehabilitation program.

Chair Westbrook called for a motion to approve the Aiken Regional Medical Center and USC Aiken cardiac rehabilitation program agreement as presented and

posted to the Board portal. Mr. Loadholt so moved, and Dr. Smith seconded the motion. A vote was taken, and the motion carried.

G. USC Development Foundation d/b/a West Campus, LLC Service Agreement – USC Student Affairs

Mr. Parham presented an agreement between the USC Development Foundation d/b/a West Campus, LLC and the University. The two-year, revenue-generating agreement would enable University to oversee the 650 Lincoln Street property as a new housing facility option for freshmen.

Chair Westbrook called for a motion to approve the USC Development Foundation d/b/a West Campus, LLC and the University service agreement as presented and posted to the Board portal. Mr. Mobley so moved, and Dr. Floyd 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 at by the full Board at its meeting later in the day.

H. Gift: Blue Yonder (JDA Software) Computer Software License Agreement – USC College of Hospitality, Retail and Sports Management

Mr. Parham stated the College of Hospitality, Retail and Sports Management requests Board approval to accept the gift of a three-year software license agreement from Blue Yonder, LLC. This gift provides 200 licenses for a specialized educational retail management software.

Chair Westbrook called for a motion to approve the software license agreement with Blue Yonder, LLC as presented and posted to the Board portal. Mr. Warr made a motion, and Mr. Mobley 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.

I. Champion Air Aircraft Charter Agreement – USC Athletic Women’s Basketball

Mr. Parham stated the USC Athletic Women’s Basketball team requested approval for a charter flight agreement with Champion Air for travel to six away games during the 2021-2022 season.

Chair Westbrook called for a motion to approve the aircraft charter agreement between Champion Air and the USC Women’s Basketball Team as presented and posted to the Board portal. Mr. Lister so moved, and Mr. Loadholt seconded the motion. A vote was taken, and the motion carried.

J. USC Athletics Employment Agreements

1. USC Athletics Employment Agreement – George Wynn

Mr. Parham stated the USC Athletic Department sought to extend its employment agreement with George Wynn, Associate Athletics Director for Football Operations.

Chair Westbrook called for a motion to approve the one-year contract between USC Athletics and George Wynn as presented and posted to the Board portal. Mr. Warr so moved, and 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.

2. USC Athletics Employment Agreement – Dawn Staley

Mr. Parham presented a new seven-year employment agreement between USC

Athletics and head women's basketball Coach Dawn Staley, highlighting certain provisions and clauses.

Chair Westbrook called for a motion to approve the employment agreement between USC Athletics and Coach Dawn Staley as presented and posted to the Board portal. Ms. Moody so moved, and 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.

K. Confidential Gift Agreement with University Libraries

Mr. Parham presented a confidential gift to University Libraries, along with a naming opportunity for the Charles W. Joyner reading room in the South Carolinian Library. The confidential agreement was posted to the Board portal.

Chair Westbrook called for a motion to approve the confidential gift agreement with University Libraries as presented and posted to the Board portal. Mr. Lister so moved, and Dr. Smith 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.

III. Approval of Department of Energy Resolution for Exclusion of Certain Trustees and Officers – Office of Research

Mr. Parham presented the U.S. Department of Energy's resolution for the exclusion of certain Trustees and University officials from a security clearance process.

Chair Westbrook called for a motion to approve the Department of Energy

resolution as presented and posted to the Board portal. Mr. Mobley so moved, and 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.

IV. Board Bylaws and Policies Regarding Status of Trustees

Chair Westbrook called on Secretary Howell to introduce an item regarding Board Bylaws and policies. Secretary Howell stated he was providing an update on the previous discussion regarding Board policy, BTRU 2.03. He stated no changes were being made at the time, but he was seeking feedback. Mr. Parham discussed the actions of notice, removal, censure, and sanctions as they pertain to the Board policy. He followed up to a request from the previous Committee meeting to provide a clearer answer regarding what could cause public censure or sanction, outlining various criteria as cited in USC head coach contracts. Following a question from Chair Westbrook, Mr. Parham confirmed the Board chairman would be responsible for providing notice for a public vote to potentially censure a Board member, after the potential charges were voted on by the Board.

Mr. Williams suggested the criteria for potential censure or sanction be even more specific; Mr. Parham agreed and reiterated this is not a final draft. Chair Westbrook asked that the revised language be circulated to the committee for further reflection. Chair Westbrook stated the update was received as information.

V. Forecasted Calendar for Continuing Education for Trustees

Chair Westbrook asked Secretary Howell to present the calendar for continuing education. Secretary Howell reviewed completed continuing education since June 2020 and upcoming continuing education opportunities, including a governance and intercollegiate athletics presentation at the full Board meeting that day. Secretary Howell stated the Board

would receive diversity training at a later date and asked Trustees to reply to an email from BRBS World LLC regarding this training.

Chair Westbrook stated the update was received as information.

VI. Other Matters

Chair Westbrook asked Committee Chairs to take note of upcoming communication from Board liaisons regarding ways to streamline committee meetings. He then called for any other matters to come before the Committee. There were none.

VII. Adjournment

Chair Westbrook declared the meeting adjourned at 12:45 p.m.

Respectfully submitted,

Cameron Howell
Secretary