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University of South Carolina
BOARD OF TRUSTEES

Governance Committee

In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
March 18, 2024

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 10:02 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:

Brian C. Harlan
Henry L. Jolly Jr.
Richard A. Jones Jr.
Emma W. Morris
John C. von Lehe Jr. (online)
Charles H. Williams (online)

Others in attendance:

Wayne Outten, USC Columbia Faculty Senate Chair
Emmie Thompson, USC Columbia Student Government President
Robin Roberts, Advisor to the Advancement, Engagement and Communications Committee
(online)
David Seaton, Advisor to the Governance Committee (online)
Peter Eckel, Governance Consultant (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:

Sebastian Godun, the *Daily Gamecock*

Jessica Holdman, *SC Daily Gazette*

Alexa Jurado, the *State*

Emmy Ribero, 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 to discuss proposed contracts with Huron Consulting Services, LLC, and a Master 403(b) Plan Agreement; for personnel matters related to the evaluation of the Office of the Board of Trustees and the Office of the General Counsel; and for receipt of legal advice related to employment law and associated policies.

Dr. Smith made the motion to enter Executive Session, and Ms. Moody seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Newton invited the following to remain: Trustees, Dr. Outten, Ms. Thompson, Mr. Roberts, Mr. Seaton, President Amiridis, Secretary Howell, Ms. Agardy, Dr. Arnett, Ms. Bradley, Mr. Byars, Ms. Dunleavy, Dr. Eckel, Dr. Fritz, Mr. Parham, Mr. Sobieralski, Mr. Walton, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Contracts and Agreements

General Counsel Terry Parham presented the following contracts for approval.

A. Huron Consulting Services, LLC Agreement – USC Office of Research

Dr. Smith made a motion to approve the Huron Consulting Services, LLC agreement with the USC Office of Research as presented. Mr. Mobley seconded the motion. A vote was taken, and the motion was approved.

The agreement was approved and was included on the Committee’s written consent agenda for consideration by the full Board.

B. USC Master 403(b) Plan and Resolution

Dr. Smith made a motion to approve the USC Master 403(b) plan and resolution with the Office of Human Resources as presented. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

The agreement was approved and was included on the Committee’s written consent agenda for consideration by the full Board.

III. Report on Contracts and Agreements

The standard report on Contracts and Agreements was received as information.

IV. Assessment of 2024 Board of Trustees Retreat

Secretary Howell reviewed the assessment results from the January 2024 Board retreat. Secretary Howell suggested the Committee work on alternate meeting formats, efficient and guided discussions, and items for the executive team to consider regarding the master plan.

Chair Newton received feedback regarding the length of the assessment and suggested it be shortened in the future.

The update was received as information.

V. Recommendations to Approve Institutional Strategic Plans

The USC Aiken and USC Upstate institutional strategic plans were approved by the University System Committee earlier in the day.

A. USC Aiken

B. USC Upstate

Dr. Smith made a motion to approve the USC Aiken and USC Upstate institutional strategic plans as presented. Mr. Adams seconded the motion. A vote was taken, and the motion was approved.

The plans were approved and included on the Committee's written consent agenda for consideration by the full Board.

VI. Committee Matrix

The updated Committee matrix was received as information.

VII. Other Matters

Chair Newton called for any other matters to come before the Committee. There were none.

VIII. Adjournment

Chair Newton declared the meeting adjourned at 11:52 a.m.

Respectfully submitted,

Cameron Howell
Secretary