

University of South Carolina
BOARD OF TRUSTEES

Audit, Compliance and Risk Committee

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

June 19, 2024

OPEN SESSION

I. Call to Order

Chair Smith called the meeting to order at 10:48 a.m. Secretary Howell confirmed Trustees attending in person and by Microsoft Teams audio and video conference.

Committee Members in attendance:

C. Dorn Smith III, Chair
Brian C. Harlan
Richard A. Jones Jr.
Hubert F. Mobley
E. Scott Moise
Leah B. Moody
Charles H. Williams
Rose Buyck Newton, *Board Vice Chair*
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

C. Dan Adams
Alex English
C. Edward Floyd (online)
Henry L. Jolly Jr.
Emma W. Morris
Reid T. Sherard
John C. von Lehe Jr. (online)

Others in attendance:

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

David Cloninger, the *Post & Courier*
Ian Grenier, the *Post & Courier*
Jessica Holdman, the *SC Gazette*
Alexa Jurado, the *State*

Notice:

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 to the Committee; and a quorum was present to conduct business.

MOTION FOR EXECUTIVE SESSION

Chair Smith stated there was a need for an Executive Session for discussion of personnel matters related to the evaluation of the Chief Audit Executive, and for discussion of the President's compensation.

Ms. Moody made a motion to enter Executive Session. Mr. Williams seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Smith invited the following to remain: Trustees, Mr. Byars, Dr. Outten, Mr. Roberts, Mr. Seaton, Secretary Howell, President Amiridis, Ms. Agardy, Mr. Caskey, Ms. Dunleavy, Dr. Eckel, Mr. Parham, and Mr. Warr.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Internal Audit

Chief Audit Executive Pam Dunleavy presented the following educational session and internal audits.

- A. Anatomy of an Internal Audit – Education Session Part 3
- B. Risk Assessment and 6-Month Audit Plan
- C. 2023-24 Audit Plan Status

D. Audit Reports

1. Mental Health Access & Awareness – Comprehensive Universities
2. Tracking Report

Mr. Mobley made a motion to approve the Audit & Advisory Services 6-month audit plan as presented. Mr. Harlan seconded the motion. A vote was taken, and the motion was approved.

The other audits reports were received as information.

III. Risk and Compliance Report

The following risk and compliance reports were received as information.

- A. Report on Other External Audits and Reviews
- B. Conflict of Interest Reports

IV. Approval of USC Upstate Voluntary Separation Plan

Mr. Harlan made a motion to approve the USC Upstate voluntary separation plan as presented by Ms. Agardy. Ms. Moise seconded the motion. A vote was taken, and the motion was approved.

V. Audit, Compliance and Risk Committee

- Committee Matrix Review

Chair Smith called for questions regarding the Committee matrix. There were none.

VI. Other Matters

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

VIII. Adjournment

Chair Smith declared the meeting adjourned at 11:43 a.m.

Respectfully submitted,

Cameron Howell
Secretary