

University of South Carolina
BOARD OF TRUSTEES

Board of Trustees – Called
In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
August 23, 2024

OPEN SESSION

I. Call to Order

Chair Westbrook called the meeting to order at 1:33 p.m. Secretary Howell confirmed Trustees attending in person and by Microsoft Teams audio and video conference.

Board Members in attendance:

Thad H. Westbrook, *Board Chair*
Rose Buyck Newton, *Board Vice Chair*
C. Dan Adams (online)
W. Michael Bond
Alex English
C. Edward Floyd (online)
Brian C. Harlan
Henry L. Jolly Jr.
Richard A. Jones Jr.
Hubert F. Mobley
Leah B. Moody
Emma W. Morris
Reid T. Sherard
C. Dorn Smith III
John C. von Lehe Jr.
Ellen Weaver
Charles H. Williams

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 Communication 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:

Natalie Campbell, the *Daily Gamecock*

Ian Grenier, the *Post & Courier*

Jessican Holdman, *SC Daily Gazette*

Alexa Jurado, the *State*

Deric Rush, WISTV

Notice:

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 Board; and a quorum was present to conduct business.

II. Invocation

Mr. Daniel Hill, Regional Director with Campus Outreach Columbia, delivered the invocation.

MOTION FOR EXECUTIVE SESSION

Chair Westbrook stated there was a need for an Executive Session for receipt of legal advice regarding contracts and agreements on the public agenda for this meeting and for discussion of personnel matters related to candidates for the Board of Visitors.

Mr. Sherard made the motion to enter Executive Session. Ms. Morris seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Westbrook invited the following to remain: Trustees, Mr. Byars, Dr. Outten, Mr. Roberts, Mr. Seaton, President Amiridis, Secretary Howell, Chancellors, the President's Executive Council, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

III. Approval of Minutes

Eight sets of minutes were circulated for review prior to the meeting.

- A. Board of Trustees – December 19, 2023
- B. Board of Trustees – March 18, 2024
- C. Finance and Infrastructure – March 18, 2024
- D. Governance Committee – March 18, 2024
- E. Health and Medical Affairs Committee – March 18, 2024
- F. Health and Medical Affairs Committee – April 19, 2024
- G. University System Committee – March 18, 2024
- H. University System Committee – April 19, 2024

Mr. Sherard made a motion to approve the minutes as circulated. Mr. Williams seconded the motion. A vote was taken, and the motion was approved.

IV. Approval of Consent Agendas

Two Committee consent agendas were circulated for review prior to the meeting.

- A. Academic Excellence and Student Experience – August 23, 2024
- B. Finance and Infrastructure – August 23, 2024

Mr. von Lehe made a motion to approve the consent agendas. Dr. Jolly seconded the motion. A vote was taken, and the motion was approved.

V. Approval of Contracts and Agreements

General Counsel Terry Parham presented contract and agreements for approval.

- A. USC Columbia Athletics: Employment Agreement for Senior Deputy Director Jeff Crane

Mr. Sherard made a motion to approve the employment agreement for Senior Deputy Director of Athletics Jeff Crane as presented. Dr. Jolly seconded the motion. A vote was taken, and the motion was approved.

- B. Dept. of Information Technology: License Agreement with Blackboard, LLC

Mr. Sherard made a motion to approve the license agreement with Blackboard, LLC as presented. Dr. Jolly seconded the motion. A vote was taken, and the motion was approved.

- C. Dept. of Information Technology: License Agreement with SHI International Corp/Adobe Inc.

Mr. von Lehe made a motion to approve the SHI International/Adobe license agreement as presented. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

VI. Approval of Candidates for the Board of Visitors

The following slate of candidates for the Board of Visitors was presented for approval.

New nominees for a three-year term (September 1, 2024 - August 31, 2027)

Clint Leach, of Columbia, SC nominated by President Amiridis to serve as a Presidential Appointee.

Jon Robinson, of Columbia, SC nominated by President Amiridis to serve as a Presidential Appointee.

The following current Board of Visitors members were nominated to serve for a second, three-year term. (September 1, 2024 – August 31, 2027)

Mason Harpe of Columbia, S.C. nominated by President Amiridis to serve as a Presidential Appointee.

Kevin Hunter of Irmo, S.C. nominated by Thad H. Westbrook to serve as the in-state member-at-large representative.

Chad Matthews of Aiken, S.C. nominated by Thad Westbrook to represent the 2nd Judicial Circuit.

Candace Shiver of Lexington, S.C. nominated by Thad H. Westbrook to represent the 11th Judicial Circuit.

Chad Wood of Ashville, N.C. nominated by Thad H. Westbrook to serve as the out-of-state member-at-large representative.

Mr. Sherard made a motion to approve the Board of Visitors slate of candidates as circulated. Dr. Jolly seconded the motion. A vote was taken, and the motion was approved.

VII. Executive Budget Request

Ms. Moody made a motion to approve the FY2025-26 executive budget request as circulated. Mr. von Lehe seconded the motion. A vote was taken, and the motion was approved.

VIII. June 26, 2024 Action by the S.C. Agency Head Salary Commission

A notice from the S.C. Agency Head Salary Commission regarding President Amiridis' salary was circulated for review prior to the meeting.

The notice was received as information.

IX. Clarification Regarding 2024-25 Compensation for the Chief Audit Executive

A notice regarding the Chief Audit Executive's salary was circulated prior to the meeting.

The notice was received as information.

X. Oath of Office/ Code of Conduct/ Statement of Commitment/ Draft Three Areas of Trustee Expectations

As policy dictates, the following documents were circulated to Trustees, signed, and returned to the Secretary.

- A. 2024-25 Oath of Office
- B. Code of Conduct
- C. Statement of Commitment
- D. Draft Three Areas of Trustee Expectations

XI. Continuing Education for Trustees: Asking Better Questions

Continuing education material was circulated prior to the meeting.

The material was received as information.

XII. President's Report

President Amiridis presented the President's report.

The report was received as information.

XIII. Election of Permanent Chair

As Board of Trustees Bylaws dictate, each August in even years the Board votes on leadership positions.

Chair Westbrook stated the floor was open for nominations for permanent Chair of the Board of Trustees.

Mr. Mobley nominated Mr. Westbrook. Dr. Smith seconded the motion and moved to close the election and elect Mr. Westbrook by acclamation. Mr. Mobley seconded the motion.

A vote was taken, and Mr. Westbrook was elected for a second two-year term as Chair of the Board of Trustees.

XIV. Election of Vice Chair

Chair Westbrook stated the floor was open for nominations for Vice Chair of the Board of Trustees.

Ms. Moody nominated Ms. Newton. Mr. Sherard seconded the motion and moved to close the election and elect Ms. Newton by acclamation. Dr. Jolly seconded the motion.

A vote was taken, and Ms. Newton was elected for a second two-year term as Vice Chair of the Board of Trustees.

XV. Committee Assignments for 2024-26

The following Committee assignments were circulated prior to the meeting.

A. Academic Excellence and Student Experience Committee

Alex English, Chair

C. Dan Adams

C. Edward Floyd

Henry L. Jolly Jr.

Richard A. Jones

Emma W. Morris

Reid T. Sherard

John C. von Lehe Jr.

Ellen Weaver

Thad H. Westbrook – Ex Officio

Rose Buyck Newton – Ex Officio

B. Advancement, Engagement and Communication Committee

C. Dan Adams

W. Michael Bond

Brian C. Harlan

Leah B. Moody

Reid T. Sherard

C. Dorn Smith III

Ellen Weaver

Charles H. Williams

Thad H. Westbrook – Ex Officio

Rose Buyck Newton – Ex Officio

C. Audit, Compliance and Risk Committee

W. Michael Bond
Richard A. Jones Jr
Leah B. Moody
C. Dorn Smith III
John C. von Lehe Jr.
Charles H. Williams
Thad H. Westbrook – Ex Officio
Rose Buyck Newton – Ex Officio

D. Finance and Infrastructure Committee

C. Dan Adams, Chair
W. Michael Bond
Alex English
C. Edward Floyd
Brian C. Harlan
Hubert F. Mobley
Reid T. Sherard
Charles H. Williams
Thad H. Westbrook – Ex Officio
Rose Buyck Newton – Ex Officio

E. Health and Medical Affairs Committee

Alex English
C. Edward Floyd
Henry L. Jolly Jr.
Richard A. Jones Jr.
Hubert F. Mobley
Emma W. Morris
D. Dorn Smith III
John C. von Lehe Jr.
Thad H. Westbrook – Ex Officio
Rose Buyck Newton – Ex Officio

F. University System Committee

Brian C. Harlan
Henry J. Jolly Jr.
Hubert F. Mobley
Leah B. Moody
Emma W. Morris
Ellen Weaver
Thad H. Westbrook – Ex Officio
Rose Buyck Newton – Ex Officio

G. Governance Committee

Rose Buyck Newton, Chair

C. Dan Adams – Chair of Finance and Infrastructure Committee

Alex English – Chair of the Academic Excellence and Student Experience Committee

TBD – Chair of the Advancement, Engagement and Communications Committee

TBD – Chair of Audit, Compliance and Risk Committee

TBD – Chair of the Health and Medical Affairs Committee

TBD – Chair of the University System Committee

Thad H. Westbrook, Chair of the Board of Trustees

The Committee assignments were received as information.

XVI. Meeting Schedule for 2025

The proposed meeting schedule for 2025 was circulated for review prior to the meeting.

The schedule was received as information.

MOTION FOR EXECUTIVE SESSION

Chair Westbrook stated there was a need for an Executive Session for receipt of legal advice regarding state statutes and matters covered by attorney-client privilege.

Mr. Sherard made the motion to enter Executive Session. Ms. Morris seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Westbrook invited the following to remain: Trustees, Mr. Byars, Dr. Outten, Mr. Roberts, Mr. Seaton, President Amiridis, Secretary Howell, Chancellors, Dr. Fitzpatrick, Mr. Shook, Mr. Wuchenich, the President's Executive Council, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

XVII. Other Matters

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

XVIII. Adjournment

Chair Westbrook declared the meeting adjourned at 3:44 p.m.

Respectfully submitted,

Cameron Howell
Secretary