

University of South Carolina
BOARD OF TRUSTEES

Governance Committee – Called
By Microsoft Teams
Hosted from Osborne 206B
June 7, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 1:00 p.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 (online)
Alex English (online)
Hubert F. Mobley (online)
E. Scott Moise (online)
Leah B. Moody (online)
C. Dorn Smith III (online)
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

C. Edward Floyd (online)
Brian C. Harlan (online)
Henry L. Jolly Jr. (online)
Richard A. Jones Jr. (online)
Emma W. Morris (online)
Reid T. Sherard (online)
John C. von Lehe Jr. (online)

Others in attendance:

Emmie Thompson, USC Columbia Student Government President (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
Terry Parham, General Counsel (online)

Media in attendance:

Lianna Hubbard, the *Post and Courier* (online Press)

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.

II. Potential Revisions to Board Bylaws and Policies

Chair Newton stated potential revisions to Board Bylaws and Policies were posted to the Board portal for the Committee's review in advance of this meeting.

Chair Newton called on Secretary Howell to review the current state of each prior to the Committee's consideration for approval.

A. Potential Line Edits to Board Bylaws and Policies

Secretary Howell stated the current version of edits to Board Bylaws and Policies incorporated feedback from Trustees. These would be reviewed collectively towards the end of this calendar year.

B. Board Policy BTRU 1.19 ("Protecting the Institution from External Influences")

C. Board Policy BTRU 2.01 ("Honorary Degree Recipients")

D. Board Policy BTRU 3.02 ("Fiduciary Duties of Trustees")

E. Proposed University Policy UNIV 7.01 ("Design Review Committee")

Secretary Howell facilitated a discussion regarding current draft revisions for the three existing policies and one new policy noted above.

III. Approval of Revisions to Board Policies

A. Board Policy BTRU 1.19 ("Protecting the Institution from External Influences")

Dr. Smith made a motion to approve revisions to Board policy BTRU 1.19 ("Protecting the Institution from External Influences") as presented and posted to the Board portal. Ms. Moïse seconded the motion. A vote was taken and the motion was approved unanimously.

Chair Newton stated Board policy BTRU 1.19 would be placed on the agenda of the next meeting of the full Board for a second approval.

B. Board Policy BTRU 2.01 ("Honorary Degree Recipients")

Ms. Moody and Mr. English requested Board policy BTRU 2.01 ("Honorary Degree Recipients") be clarified to stipulate that the Academic Excellence and Student Experience Committee Chair appoints members of the Honorary Degree Subcommittee. Mr. Adams made a motion to approve revisions to BTRU 2.01 with the stipulation that edits suggested

by Ms. Moody and Mr. English be incorporated. Mr. English seconded the motion. A vote was taken and the motion was approved unanimously.

Chair Newton stated Board policy BTRU 2.01 would be placed on the agenda of the next full Board meeting for a second approval.

C. Board Policy BTRU 3.02 (“Fiduciary Duties of Trustees”)

Mr. Mobley made a motion to approve revisions to Board policy BTRU 3.02 (“Fiduciary Duties of Trustees”) as presented and posted to the Board portal with the deletion of the verbiage regarding “open meetings law” since the language is duplicative. Mr. English seconded the motion. A vote was taken and the motion was approved unanimously.

Chair Newton stated Board policy BTRU 3.02 would be placed on the agenda of the next full Board meeting for a second approval.

D. University Policy UNIV 7.01 (“Design Review Committee”)

Dr. Smith made a motion to approve the new University policy UNIV 7.01 as presented and posted to the Board portal. Ms. Moïse seconded the motion. A vote was taken and the motion was approved unanimously.

Chair Newton stated University policy UNIV 7.01 would be placed on the agenda of the next full Board meeting for a second approval.

IV. Yearly Calendar for Board and Committee Meetings

Secretary Howell presented a proposed draft 2024 calendar that removes one of the two regularly scheduled annual meetings in June and the regularly scheduled annual meeting in November. Trustees concurred with the recommended changes.

V. Governance Assessments

A. 2023 Orientation for New Trustees

Secretary Howell presented survey results of 2023 orientation for new Trustees Jolly, Sherard, and Weaver.

Chair Newton stated the results were received as information.

B. Process and Practice for Board Self-Assessment

Secretary Howell thanked Trustees for completing the Association of Governing Board’s Self-assessment Tool. He stated results were posted to the Board portal. Board Chair

Westbrook asked Trustees to review the results and reach out with questions regarding the self-assessment so that opportunities for improvement may be identified or clarified.

Chair Newton stated the update was received as information.

C. Capacity of the Office of the General Counsel to Serve the Board of Trustees

D. Capacity of the Office of the Board of Trustees to Serve the Board of Trustees

Secretary Howell provided an update on the assessment of the Office of the General Counsel and the Office of the Board of Trustees to serve the Board of Trustees.

Secretary Howell reminded members that the Governance Committee delegated to the Advancement, Engagement and Communications Committee the work of creating and enacting an effective communication plan.

Chair Newton stated these updates were received as information.

VI. Governance Committee Work Plan

Chair Newton called attention to the Governance Committee work plan posted to the Board portal and stated the plan was received as information.

VII. Adjournment

Chair Newton declared the meeting adjourned at 2:55 p.m.

Respectfully submitted,

Cameron Howell
Secretary