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University of South Carolina
BOARD OF TRUSTEES

Governance Committee-Called

In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
September 15, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 2:10 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
Alex English
Hubert F. Mobley
E. Scott Moise
Leah B. Moody
C. Dorn Smith III
Thad H. Westbrook, *Board Chair*

Other Trustees in attendance:

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

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:

Riley Edenbeck, the *Daily Gamecock*

Li Hubbard, the *Post & Courier*

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 for receipt of legal advice regarding the State Ethics Act and regarding proposed contractual matters listed on the public agenda for this meeting.

Dr. Smith made the motion to enter Executive Session, and Mr. Adams 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, President Amiridis, Secretary Howell, the President's Executive Council, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Contracts and Lease Approvals

General Counsel Terry Parham presented the following contracts for approval:

- A. Articulation Agreement: USC College of Engineering and Computing and National Sun Yat-sen University

Dr. Smith made a motion to approve the articulation agreement between USC College of Engineering and Computing and National Sun Yat-sen University as presented and posted

to the Board portal. Ms. Moody seconded the motion. A vote was taken, and the motion was approved.

Chair Newton stated the agenda item would be included on the Committee's written consent agenda for consideration by the full Board.

B. Guaranteed Energy, Water and Wastewater Conservation Services Performance Contract: Siemens Industry, Inc.

Mr. Mobley made a motion to approve the guaranteed energy, water and wastewater conservation service performance contract with Siemens Industry, Inc. as presented and posted to the Board portal. Mr. Adams seconded the motion. A vote was taken, and the motion was approved.

Chair Newton stated the agenda item would be included on the Committee's written consent agenda for consideration by the full Board.

III. Report on Contracts and Agreements

Chair Newton stated the standard report on contracts and agreements was posted to the Board portal as required for this Committee's review according to Board policy BTRU 1.04.

The update was received as information.

IV. Potential Edits to Board Bylaws

Secretary Howell presented potential edits to Board Bylaws.

Chair Newton stated the update was received as information.

V. Governance Assessments

Secretary Howell reviewed results of the AGB self-assessment survey results.

Chair Newton stated the update was received as information.

VI. 2023 Governance Committee Work Plan

Chair Newton stated an updated Committee work plan was posted to the Board portal and called for questions. There were none.

VII. Adjournment

Chair Newton declared the meeting adjourned at 2:44 p.m.

Respectfully submitted,

Cameron Howell
Secretary