

University of South Carolina

BOARD OF TRUSTEES

Ad Hoc Advisory Committee on Governance

July 17, 2020

The Ad Hoc Advisory Committee on Governance of the University of South Carolina Board of Trustees met at 11:45 a.m. on Friday, July 17, 2020 by telephone conference, hosted from Room 206-B of the Osborne Administration Building.

Committee members participating by telephone were: Dr. C. Dorn Smith III, Chair; Mr. Hubert F. Mobley, Board Vice Chair; Ms. Leah B. Moody; Mr. Eugene P. Warr Jr.; Mr. Mack I. Whittle Jr.; Mr. John C. von Lehe Jr., Board Chair; and Board of Trustees Strategic Advisor David Seaton.

Other Trustees participating by telephone were: Mr. C. Dan Adams; Mr. Chuck Allen; Mr. Alex English; Mr. Richard A. Jones Jr.; Mr. Toney J. Lister; Ms. Rose Buyck Newton; Mr. Robin D. Roberts; and Mr. Thad H. Westbrook.

Also participating by telephone were USC Columbia Faculty Senate Chair Mark Cooper, USC Columbia Student Government President Issy Rushton, and Board of Trustees Governance Consultant Cameron Howell.

Others participating in person were: President Robert L. Caslen Jr.; Secretary J. Cantey Heath Jr.; Executive Communications Director Sally McKay; Director of Public Relations Jeff Stensland; and Board staff member Delphine Bigony.

Others participating by telephone were: President's Chief of Staff Mark Bieger; Chief Audit Executive Pamela Dunleavy; Director of Institutional Effectiveness and Accreditation Donald Miles; General Counsel Walter "Terry" H. Parham; Chief Operating Officer Jeff Perkins; Special Assistant to the

President James Smith; Executive Vice President for Academic Affairs and Provost William Tate; Vice President for Communications Larry Thomas; and Executive Vice President for Administration and Chief Financial Officer Ed Walton.

OPEN SESSION

I. Call to Order

Chair Smith called the meeting to order and welcomed everyone. Secretary Heath confirmed participants on the telephone. Mr. Stensland introduced Mr. Nick Sullivan with the *Daily Gamecock*.

Chair Smith said notice of the meeting and agenda had been posted and 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 said there was a need to enter Executive Session to receive legal advice regarding a matter protected by attorney-client privilege. He called for a motion to enter Executive Session. Mr. Warr so moved, and Mr. Whittle seconded the motion. The vote was taken, and the motion carried.

The following were invited to remain: Trustees, President Caslen, Secretary Heath, Dr. Cooper, Ms. Dunleavy, Dr. Howell, Mr. Miles, Ms. Rushton, Mr. Seaton, members of the President's Cabinet, and Ms. Bigony.

Return to Open Session

II. Action Items

Chair Smith called on Mr. Parham to present the proposed Bylaws revisions and new policies.

A. Approval of Board of Trustees Bylaws Revision Re: Presidential Candidate Search Committee

Mr. Parham presented a proposed amendment to the Bylaws of the Board relative to Article IV entitled Responsibilities of the Board, which strikes the description of the Presidential Candidate Search Committee process. Specifically, it strikes the composition of the committee and adds, “The Board will create a Presidential Candidate Search Committee to conduct a search for the next president of the University of South Carolina. The composition of the Presidential Candidate Search Committee and the conduct of the search shall be set forth in University Policy BTRU 3.01 Presidential Candidate Search Committee.”

Chair Smith called for a motion and second to approve the Board of Trustees Bylaws Revision re: Presidential Candidate Search Committee. Ms. Moody so moved. Mr. Whittle seconded the motion. The vote was taken, and the motion was approved.

B. Approval of Board of Trustees Policy BTRU 3.01 (Presidential Candidate Search Committee)

Mr. Parham presented proposed Presidential Candidate Search Committee Policy BTRU 3.01, which describes the composition of the committee, the charge to be given to the committee, and general guidelines regarding the operations of the committee.

Chair Smith called for a motion and second to approve Board of Trustees Policy BTRU 3.01 (Presidential Candidate Search Committee) Mr. Whittle so moved. Mr. Warr seconded the motion. The vote was taken, and the motion was approved.

C. Approval of Board of Trustees Bylaws Revision Re: Fiduciary Duties

Mr. Parham presented a proposed amendment to Article III of the Bylaws entitled Individual Trustee Responsibilities. The Article states that each member of the Board of Trustees shall honor his or her fiduciary responsibility to the University System and to the Board as a whole. The revision

would add, “As set forth in University Policy BTRU 3.02 Fiduciary Duties of Trustees.”

Chair Smith called for a motion and second to approve Board of Trustees Bylaws Revision re: Fiduciary Duties. Mr. Warr so moved. Ms. Moody seconded the motion. The vote was taken, and the motion was approved.

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

Mr. Parham presented proposed new Policy BTRU 3.02, which outlines the fiduciary duties of the Board of Trustees of the University.

Chair Smith called for a motion and second to approve Board of Trustees Policy BTRU 3.02 (Fiduciary Duties of Trustees). Ms. Moody so moved. Mr. Whittle seconded the motion. The vote was taken, and the motion was approved.

Chair Smith said these Policies and Bylaws revisions will be brought to the Executive and Governance Committee and the full Board for approval at the July 24, 2020 meetings. If they are approved at the Board level, they will be implemented at the August 14, 2020 Board meeting.

III. Status of Action Items for SACSCOC Monitoring Report

Dr. Howell said a Status of Action Items for SACSCOC Monitoring Report was provided on the Board Portal. The report is generated weekly and serves to track activity the University is undertaking to document appropriate work for each action item along with a timeline. Dr. Howell said a SACSCOC Monitoring Report Advisory Group is being formed, which includes several faculty leaders nominated by Dr. Cooper. The role of that group is to provide guidance and feedback.

IV. August 2020 – Late 2021 Work Plan for Governance Committee (Draft)

Dr. Howell said the draft work plan describes matters the Governance Committee may consider taking up throughout the 2020-2021 year. He said there were additional governance issues to be

considered after completion of the monitoring report.

V. Adjournment

As there were no other matters to come before the Committee, Chair Smith declared the meeting adjourned at 12:55 p.m.

Respectfully submitted,

J. Cantey Heath, Jr.
Secretary