

University of South Carolina

BOARD OF TRUSTEES

Ad Hoc Advisory Committee on Governance – Called Meeting

June 12, 2020

The Ad Hoc Advisory Committee on Governance of the University of South Carolina Board of Trustees met at 2:00 p.m. on Friday, June 12, 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. Absent was Trustee William C. Hubbard.

Other Trustees participating by telephone were: Mr. C. Dan Adams; Mr. J. Edgerton Burroughs; Mr. Richard A. Jones, Jr.; Mr. Toney J. Lister; Mr. Miles Loadholt; Ms. Rose Buyck Newton; Ms. Molly Spearman; and Mr. Thad H. Westbrook. Absent were: Mr. A. King Dixon II; Mr. Robert F. Dozier, Jr.; Dr. C. Edward Floyd; Ms. Molly Spearman; and Mr. Charles H. Williams.

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.; Director of Public Relations Jeff Stensland; and Board staff member Delphine Bigony.

Others participating by telephone were: President's Chief of Staff Mark Bieger; Presidential Fellow Dr. Susan Bon; USC Columbia Faculty Senate Chair Mark Cooper; Chief Audit Executive Pamela Dunleavy; Interim Executive Vice President for Academic Affairs and Provost Tayloe Harding; USC Aiken

Chancellor Sandra Jordan; Director of Institutional Effectiveness and Accreditation Donald Miles; General Counsel Walter “Terry” H. Parham; and Athletics Director Ray Tanner.

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 members of the media: Mr. Lucas Daprile with *The State* Newspaper, Mr. Nick Sullivan with the *Daily Gamecock*, and Mr. Andy Shain with *The Post and Courier*.

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 proposed contractual matter related to the Scope of Work documents appropriate for discussion in Executive Session. He called for a motion to enter into Executive Session; Mr. Whittle so moved, and Ms. Moody 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, Chancellor Jordan, Mr. Miles, Ms. Rushton, Mr. Seaton, members of the President’s Cabinet, and Ms. Bigony.

Return to Open Session

II. Discussion Topic – Governance Assessment and Revisions

Chair Smith called on Dr. Howell for an overview of the Governance Assessment and Revisions. Dr. Howell referenced a list of resources that shaped the Ad Hoc Advisory Committee on Governance’s work in reorganizing the Board’s committee structure at its May 27 workshop, and noted those resources are available for review on the board portal. The Board’s existing committee structure

includes seven committees and three ad hoc committees. At the workshop, the Committee considered various functions of the Board that may be mandated by law, mission statements, and the like. The Committee's goal was to develop a structure that would be logical and efficient and would promote the excellence that the Board and University stakeholders expect. The Committee believes the following committee structure meets that goal.

- Academic Excellence and Student Experience
- Advancement, Engagement and Communications
- Audit, Compliance and Risk
- Finance and Infrastructure
- Governance
- Health and Medical Affairs
- University System

Dr. Howell said the responsibilities of the three ad hoc committees have been absorbed by the proposed committee structure. Chair Smith said the Committee members considered the functions of the board as they worked to achieve a balance and ensure each new committee was one of significance. The Committee determined that the Governance Committee would be comprised of the chairs of each standing committee and be chaired by the vice chair of the Board. The vice chairman and chairman would be ex officio members of each committee, and the permanent chairman would not serve as chair of a committee. Chair Smith said, as discussed with each Board member individually, new committee charters and Bylaws revisions necessary to effectuate the new committee structure on August 14 were developed. He asked that the Committee move forward with a recommendation for approval of the new committee structure.

President Caslen said the Committee had determined that intercollegiate athletics would be part of Academic Excellence and Student Experience and asked about including intercollegiate athletics in the committee name. He said without listing intercollegiate athletics specifically, the perception would be that intercollegiate athletics is missing. Ms. Moody said the Committee felt since athletes are students, it would not be necessary to single out athletics. Dr. Smith agreed with Ms. Moody and noted future consideration can be given to revising the name, if needed.

Dr. Howell provided an overview of the individual committees' responsibilities and the rationale used to frame those decisions. He noted that the topics formerly assigned to Intercollegiate Athletics would migrate to appropriate committees regarding buildings, finance, and student life. Mr. Parham added that under the list of functions the new Academic Excellence and Student Experience Committee will perform there is a specifically listed item providing that that committee shall be, "kept informed of and consider all matters uniquely affecting the intercollegiate student athlete experience." Mr. Parham said there was an item recommended by the AGB, the President, Chair Smith, and this Ad Hoc Advisory Committee on Governance that deals with the appointment of non-board members to the various committees of the University. In addressing that recommendation, the proposed Bylaws have provisions which state that standing committees and any ad hoc or special committees created by standing committees can appointment non-board members who have specific subject matter expertise related to that committee or standing committee. He said the full Board will approve the appointments to the various committees.

Chair Smith reviewed the timeline for approval of the Bylaws and new committee charters leading up to effectuating the Bylaws and new committee structure at the August 14 reorganization meeting.

III. Action Items

A. Approval of Revisions to Board of Trustees Board Bylaws

Chair Smith called for a motion and second to approve revisions to the Board of

Trustees Board Bylaws as discussed. Ms. Moody made the motion and Mr. Whittle seconded. Mr. Parham

clarified that the set of Bylaw revisions include the modifications that Ms. Newton has proposed to the Bylaws related to the Audit, Compliance and Risk Committee and the additional change to provide that any charter revisions recommended by the standing committee will go not only to the Governance Committee but to the full Board for approval. Chair Smith said that is correct. The vote was taken, and the motion carried.

B. Approval of Proposed Board of Trustees Committee Charters

Chair Smith called for a motion and second to approve the proposed Board of Trustees Committee Charters as discussed. Mr. Warr made the motion and Ms. Moody seconded. The vote was taken, and the motion carried.

C. Approval of Governance Consultant's Scope of Work Agreement

Chair Smith called for a motion and second to approve the Governance Consultant's Scope of Work Agreement. Mr. Whittle made the motion and Mr. Warr seconded. The vote was taken, and the motion carried.

IV. Adjournment

There being no other matters to come before the Committee, Chair Smith declared the meeting adjourned at 2:55 p.m.

Respectfully submitted,

J. Cantey Heath, Jr.
Secretary