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University of South Carolina
BOARD OF TRUSTEES

Governance Committee – Called

By Microsoft Teams
Hosted from Osborne Administration, Suite 206
December 11, 2023

OPEN SESSION

I. Call to Order

Chair Newton called the meeting to order at 4:03 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
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* (online)

Committee Members absent:

C. Dan Adams

Other Trustees in attendance:

Brian C. Harlan (online)
Henry L. Jolly Jr. (online)
Richard A. Jones Jr. (online)
Reid T. Sherard (online)

Others in attendance:

Emmie Thompson, USC Columbia Student Government President (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:

None

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 state statute.

Ms. Moody made the motion to enter Executive Session, and Ms. Moïse seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Newton invited the following to remain: Trustees, Ms. Thompson, President Amiridis, Secretary Howell, and Board support staff.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

II. Potential Edits to Bylaws

Secretary Howell facilitated discussion and presented potential edits to the following sections of Bylaws:

- A. Article VI, Section 2, page 11
- B. Article VI, Section 6, page 13
- C. Article XI, Section F, page 30
- D. Article XI, Item S, page 32
- E. Article XIII, Item E, page 39
- F. Article VII, Section 1, Item I, page 15
- G. Article VII, Section 1, page 15
- H. Article VIII, Section 5, Item F, page 21

Trustees discussed the potential edits to Bylaws with agreement the edits would be presented for action during the December 19, 2023 meeting of the Governance Committee and full Board.

III. Adjournment

Chair Newton declared the meeting adjourned at 5:02 p.m.

Respectfully submitted,

Cameron Howell
Secretary