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University of South Carolina
BOARD OF TRUSTEES

Called Governance Committee Meeting

August 27, 2020

The Governance Committee of the University of South Carolina Board of Trustees met in a called meeting at 1:00 p.m. on Thursday, August 27, 2020, by Microsoft Teams, hosted from Room 206-B in the Osborne Administration Building.

Committee members participating by Microsoft Teams were: Mr. Thad H. Westbrook, Chairman; Dr. Dorn C. Smith III, Board Chairman; Mr. C. Dan Adams; Dr. C. Edward Floyd; Mr. Toney J. Lister; Ms. Leah B. Moody; Mr. Hubert F. Mobley; Ms. Rose Buyck Newton; Mr. Eugene P. Warr Jr.; and Mr. Mack I. Whittle, Jr.

Other Board members participating by Microsoft Teams were: Mr. Chuck Allen; Mr. J. Egerton Burroughs; Mr. Alex English; Mr. Richard A. Jones Jr.; Mr. Robin D. Roberts; and Mr. John C. von Lehe Jr.

Also participating by Microsoft Teams were: USC Columbia Faculty Senate Chairman Mark Cooper and Board of Trustees Governance Consultant Cameron Howell.

Participating in person were Trustee Miles Loadholt; President Robert L. Caslen Jr; Secretary J. Cantey Heath Jr; Presidential Faculty Fellow and Executive Assistant to the President Susan Bon; Board staff member Delphine Bigony; IT Desktop Support Manager Luke Lepper, Director of Public Relations Jeff Stensland; and Public Relations Strategist Dana Woodward.

Others participating by Microsoft Teams were: Vice President for Human Resources Caroline Agardy; Legislative Liaison Steve Beckham; Executive Director for Strategic Initiatives Jack Claypoole; USC Upstate Chancellor J. Derham Cole Jr.; Chief Audit Executive Pamela Dunleavy; Chancellor, Palmetto College Chancellor Susan Elkins; USC Aiken Chancellor Sandra Jordan; Vice President for Research Dr. Prakash Nagarkatti; USC Beaufort Chancellor Al Panu; General Counsel Walter “Terry” H. Parham; Chief Operating Officer Jeff Perkins; Special Assistant to the President James Smith; and Athletics Director Ray Tanner.

OPEN SESSION

I. Call to Order

Chair Westbrook called the meeting to order and welcomed everyone. Secretary Heath confirmed participants by Microsoft Teams. Ms. Woodward introduced Mr. Lucas Daprile with *The State*.

Chair Westbrook said notice of the meeting has 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 Westbrook called for a motion to enter Executive Session to receive legal advice regarding a contractual matter protected by the attorney-client privilege. Mr. Loadholt so moved, and Ms. Newton seconded the motion. The vote was taken, and the motion carried.

The following were invited to remain: Trustees, President Caslen, Secretary Heath, members of the President’s Cabinet, Dr. Cooper, Dr. Howell, Ms. Dunleavy; and Dr. Jordan.

EXECUTIVE SESSION

Executive Session Removed

Return to Open Session

II. Status of Draft Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) Monitoring Report

Dr. Smith said the draft SACSCOC Monitoring Report was in its final stage of preparation. He cautioned that the draft report is confidential and should remain so until it has been submitted to SACSCOC on behalf of the Board on September 2, 2020. He called on Dr. Howell to provide an overview of the draft monitoring report. Dr. Howell said the draft monitoring report has been through a number of iterations and will be reviewed and discussed by the SACSCOC Monitoring Report Advisory Group on August 28 and again on September 1, after which it will be mailed to SACSCOC on September 2. He noted that a confidential draft of the monitoring report was emailed to Trustees on August 24 and he encouraged Trustees to submit feedback they wish to be considered to himself, Dr. Smith, or Chair Westbrook by noon on August 28.

III. Review of Schedule for Board and Committee Meetings for the Remainder of 2020 and for 2021

Dr. Howell presented the 3rd and 4th quarter schedules for 2020 and for 2021. He said should the Governance Committee and Board decide to revise the manner in which Board meetings are scheduled, the 2021 schedule could be adjusted accordingly.

IV. Review of Draft Work Plan for Governance Committee for Remainder of 2020 and for 2021

Dr. Howell reviewed the draft Work Plan, which outlines for the remainder of 2020 and for 2021 items that the Ad Hoc Advisory Committee on Governance did not have an opportunity to address or that the committee deferred. Dr. Howell encouraged Trustees to submit to Chair Westbrook any feedback they wish to be considered regarding priorities of the draft Work Plan.

V. Review of Draft Plan for Continuing Education for Trustees for Remainder of 2020 and for 2021

Dr. Howell said Trustee continuing education is addressed within the SACSCOC monitoring report. The draft Continuing Education Plan for Trustees forecasts opportunities for the remainder of 2020 and throughout 2021 to coincide with the scheduled full Board meetings. Continuing Education will be a focus of the Board Retreat in January 2021. Dr. Howell reviewed a list of potential facilitators.

VI. Review of Draft Orientation Plan for New Trustees for October 2020

Dr. Howell said though the current Orientation Plan is very strong, there have been a few elements added which include a pre-orientation review of AGB material, an on-site orientation session with SACSCOC Liaison Donald Miles, a new assessment opportunity, and a protocol by which new trustees will be assigned a Trustee Mentor for their first year's term of service. It is anticipated that an orientation session will be conducted in October following Board elections by the General Assembly on September 23, 2020.

VII. Discussion Re: Solicited Recommendations regarding Board Policy BTRU 3.01 ("Presidential Candidate Search Committee")

Chair Westbrook called on Dr. Smith to discuss his August 18 email soliciting feedback from constituents regarding BTRU 3.01 ("Presidential Candidate Search Committee"). Dr. Smith said following the Board's approval of BTRU 3.01 on July 24, 2020, Trustees were made aware of comments and objections regarding the policy, specifically in regard to the composition of the Presidential Candidate Search Committee in comparison to the previous composition of the Search Committee as outlined in the Board Bylaws. He said feedback and recommendations are due from interested parties by September 30. Feedback and recommendations will be reviewed and considered

by the Governance Committee on or before the Committee's October 9, 2020 meeting and will be advanced to the full Board for discussion at the Board's December 15, 2020 meeting.

VIII. Adjournment

President Caslen briefed the Board on the University's decision to close three additional sorority houses due to a Coronavirus outbreak and discussed the increased testing protocols and steps being taken to mitigate the spread of the Coronavirus. He also spoke to the healthcare services being provided to students who are in isolation and students who are quarantined.

There being no other matters on the called meeting agenda, Chair Westbrook adjourned the meeting at 2:00 p.m.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "J. Cantey Heath, Jr.", written in a cursive style.

J. Cantey Heath, Jr.
Secretary