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University of South Carolina

BOARD OF TRUSTEES

Governance Committee

October 9, 2020

The Governance Committee of the University of South Carolina Board of Trustees met at 11:00 a.m. on Friday, October 9, 2020, in the Pastides Alumni Center Ballroom and via Microsoft Teams video conference.

Committee Members present were Mr. Thad H. Westbrook, Chair; Mr. Miles Loadholt; Mr. Hubert F. Mobley; Ms. Leah B. Moody; Ms. Rose Buyck Newton; Mr. Eugene P. Warr Jr.; Mr. Mack I. Whittle Jr.; and Dr. C. Dorn Smith III, Board Chair. Participating by Microsoft Teams video conference were Mr. C. Dan Adams; Dr. C. Edward Floyd; and Mr. Toney J. Lister.

Other Board members present were Mr. J. Egerton Burroughs; Mr. Brian C. Harlan; Mr. Richard A. Jones Jr.; Ms. Emma W. Morris; and Mr. Charles H. Williams. Joining by Microsoft Teams video conference were Mr. Alex English; Mr. Robin D. Roberts; Ms. Molly M. Spearman; and Mr. John C. von Lehe Jr.

Also present were USC Columbia Faculty Senate Chair Dr. Mark Cooper. USC Columbia Student Government President Ms. Izzy Rushton joined by Microsoft Teams video conference.

Others in attendance were President Robert L. Caslen Jr.; Secretary J. Cantey Heath

Jr.; Vice President for Human Resources Ms. Caroline Agardy; Executive Director Institutional Research, Assessment, and Analytics Ms. Sabrina Andrews; President's Chief of Staff Mr. Mark D. Bieger; Presidential Faculty Fellow Dr. Susan Bon; President and CEO University Foundations Mr. Jason Caskey; Director of Strategic Planning Mr. Jack Claypoole; Interim Chancellor USC Upstate Dr. J. Derham Cole Jr.; Past President USC Alumni Association Mr. Robert Dozier; Chief Audit Executive Ms. Pamela Dunleavy; Chancellor Palmetto College Dr. Susan Elkins; Interim Chief Development Officer Mr. William Elliott; Associate Vice President of Finance and Budget Ms. Kelly Epting; Dean of College of Arts and Sciences Dr. Lacy Ford; Vice President of Information Technology and Chief Information Officer Mr. Doug Foster; Board of Trustee Governance Consultant Dr. Cameron Howell; Director Enterprise Risk Management and Insurance Mr. Brian Hann; Chief Executive Officer USC Alumni Association Mr. Wes Hickman; University Controller Ms. Mandy Kibler; Assistant to the President for System Affairs Mr. Eddie King; Executive Director Office of Economic Engagement Mr. Bill Kirkland; Executive Communications Director Ms. Sally McKay; Director of State Government Relations Mr. Derrick Meggie; General Counsel and Executive Director of Compliance Programs Mr. Terry Parham; Chief Operating Officer Mr. Jeffrey L. Perkins; Assistant Director Institutional Research and Analytics Mr. Jonathan Poon; Vice President for Student Affairs and Vice Provost Dr. Dennis Pruitt; Special Assistant to the President Mr. James Smith; University Treasurer Mr. Joe Sobieralski; Director of Public Relations Mr. Jeff Stensland; Director of Athletics Mr. Ray Tanner; Executive Vice President for Academic Affairs and Provost Dr. William F. Tate IV; Vice President for Communications Mr. Larry Thomas; Executive Vice President and Chief Financial Officer Mr. Ed Walton; Vice President for Diversity, Equity and Inclusion Mr. Julian R. Williams; Associate Vice

President and Chief of Police Mr. Chris Wuchenich; and Board of Trustees support staff.

OPEN SESSION

I. Call to Order

Chair Westbrook called the meeting to order, welcomed everyone, and asked Trustees in the room to introduce themselves. Secretary Heath confirmed Trustees Mr. Adams, Mr. English, Dr. Floyd, Mr. Lister, Mr. Roberts, Ms. Spearman, and Mr. von Lehe were in attendance via Microsoft Teams video conference.

Chair Westbrook 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. He asked Jeff Stensland to introduce members of the media. Mr. Stensland introduced Tyler Fedor with *The Daily Gamecock* attending via Microsoft Teams audio conference.

II. Approval of Contracts

Chair Westbrook called on Mr. Terry Parham to review the following contracts posted for review on the Board portal.

A. Prisma Health Agreement Update

Mr. Parham presented Addendum A to the Master Memorandum of Understanding (MOU) between Prisma Health Upstate and the University of South Carolina School of Medicine Greenville.

Chair Westbrook called for a motion to recommend full Board approval of Addendum A, Master MOU for Cooperation of Services between Prisma Health Upstate and the USC School of Medicine Greenville in the amount of \$10,295,771 as presented and posted on the Board portal for this meeting. Mr. Whittle made the motion and Ms. Moody seconded the motion. A vote was taken, and the motion carried.

B. Academic Partnership – USC Aiken Service Agreement

Mr. Parham presented the Academic Partnership Service Agreement with USC Aiken.

Chair Westbrook called for a motion to recommend full Board approval of the Academic Partnership LLC Service Agreement with USC Aiken effective August 1, 2020 valued at \$3,150,000 as presented and posted on the Board portal for this meeting. Mr. Mobley made the motion and Ms. Newton seconded the motion. A vote was taken, and the motion carried.

C. National University of Science and Technology Engineering Collaboration Agreement

Mr. Parham presented the National University of Science and Technology Collaboration Agreement with the College of Engineering and Computing.

Chair Westbrook called for a motion to recommend full Board approval of the academic collaboration agreement between the National University of Science and Technology and the USC School of Engineering and Computing valued at

\$15,800,000 as presented and posted on the Board portal for this meeting. Ms. Moody made the motion and Mr. Whittle seconded the motion. A vote was taken, and the motion carried.

D. Spring Hill Suites Marriott Contract

Mr. Parham presented the Spring Hill Suites Marriott Contract Addendum.

Chair Westbrook called for a motion to recommend full Board approval of the Spring Hill Suites Marriott Contract Addendum with University Housing effective October 1, 2020 through November 1, 2020 in the amount of \$300,659 as presented and posted on the Board portal for this meeting. Mr. Mobley made the motion and Mr. Whittle seconded the motion. A vote was taken, and the motion carried.

E. State Fleet Management Vehicle Lease Agreement – USC Systemwide

Mr. Parham presented the State Fleet Management Vehicle Lease Agreement with all campuses of the University of South Carolina.

In a response to an inquiry from Ms. Moody, Mr. Perkins clarified this was the primary lease agreement with the State.

Chair Westbrook called for a motion to recommend full Board approval of the State Fleet Management Vehicle Lease Agreement with all campuses of the University of South Carolina effective August 1, 2020 as presented and posted on the Board portal for this meeting. Ms. Moody made the motion and Ms. Newton seconded the motion. A vote was taken, and the motion carried.

III. Presentation of BOT Policies Revisions

Chair Westbrook called on Mr. Terry Parham for an update on Revisions to Board of Trustee Policies.

Mr. Parham advised the Board of Trustees adopted a series of official policies on a variety of topics included in the University Policy and Procedures manual codified using the BTRU designation. Some BTRU policies contain references to standing committees of the Board. By virtue of the Boards most recent action to amend its bylaws and significantly change the standing committees and structure of those committees, it was necessary to amend the existing BTRU policies and procedures to reference the correct committee.

Mr. Parham stated with the Chair's consent and direction, he drafted a single motion to update the BTRU policies and procedures. The motion reads as follows:

I move that the policies of the Board of Trustees ("BTRU") be amended to replace and update references to the standing committees.

Former Standing Committee:

Academic Affairs and Faculty Liaison Committee

Audit and Compliance Committee

Buildings and Grounds Committee

Executive and Governance Committee

Health Affairs Committee

Intercollegiate Athletics Committee

New Standing Committee:

Academic Excellence and Student Experience Committee

Audit, Compliance and Risk Committee

Finance and Infrastructure Committee

Governance Committee

Health and Medical Affairs Committee

The standing committee with jurisdiction over the matter in question as

Student and System Affairs Committee

determined by the Board of Trustees Bylaws

Academic Excellence and Student Experience Committee or University System Committee based on the matter in question as determined by the Board of Trustees Bylaws

Dr. Cooper stated the Columbia Faculty manual would also need updating and Mr. Parham advised he would follow up with Dr. Cooper.

Chair Westbrook called for a motion to recommend full Board approval of the BTRU policies and procedure revisions as presented by Mr. Parham. Mr. Warr made the motion and Mr. Mobley seconded the motion. A vote was taken, and the motion carried.

IV. Review of Committee Priorities for 2020-21

Chair Westbrook stated this was an important time for new members joining the Board. Significant changes were recently made to the Board structure and respective Board Committees. He called on Board Governance Consultant Dr. Cameron Howell for an overview of Governance Committee priorities for 2020-21.

Dr. Howell stated the workplan for the remainder of 2020 and 2021 was posted on the Board portal for this meeting. This document is a preliminary effort to develop a timeline for the Committee's work. The final two pages list the calendar and direct a timeline by which the items in the workplan should be addressed.

V. Review of Committee Charters and Matrices

Chair Westbrook stated the Governance Committee Workplan posted on the Board portal would be placed in a matrix following feedback from this meeting. He asked Dr. Howell to review the Committee charter and matrices.

Dr. Howell advised that initial charters are in place for each new Board of Trustee committee and have been shared with the Southern Association of Colleges and Schools (SACS). Matrices provide an excellent tool for monitoring the work of a committee and tracking completion. He emphasized committees may improve charters, mindful of bylaws and duties of other committees. He noted Board Chair Dr. Smith and Vice Chair Mr. Westbrook would like each committee to complete preliminary revisions to charters and have matrices in place by the January 2021 Board retreat. He encouraged Committee Chairs and members to engage with University Administration Leads and Co-Leads assigned to each respective committee for assistance and support with this task.

Dr. Howell commended University System Committee Chair Ms. Moody and Audit, Compliance and Risk Committee Chair Ms. Newton for the matrices their respective committees have completed. The Audit, Compliance and Risk Committee (formerly the Audit and Compliance Committee) has a strong record of revising its charter and using a matrix. For those reasons, he called on Audit, Compliance and Risk Committee Chair Ms. Rose Buyck Newton for advice regarding her committee's practices.

Ms. Newton advised previous Audit and Compliance Committee Chairs, Mr. Burroughs, and Dr. Smith, had provided an instrumental road map to her as a new Board member of this Committee. She stated the Committee would not have been able to complete

the matrix without this prior information and encouraged all committees to work through this process as it is an valuable tool to strengthen the work of the Board.

Chair Westbrook advised matrices ensure committees are covering all items within their scope.

VI. Streamlining Committee Meetings and Discussion

Chair Westbrook asked Dr. Howell to review streamlining committee efforts.

Dr. Howell stated goals were listed and posted on the portal for the Governance Committee and the Board to consider for streamlining committee meetings. These goals include 1) maximize the efficiency of the Board and its committees 2) put the expertise of Trustees to their highest and best uses 3) trim extraneous items from the agendas of the Board and its committees 4) enable Trustees to read reports before meetings and 5) leverage reports (read beforehand) so that Trustees can initiate meaningful discussion and analysis at the outset of meetings.

Board Chair Dr. Smith and Vice Chair Mr. Westbrook have asked the Governance Committee and the Board members questions to consider in accomplishing these goals. These questions included 1) What agenda items can be trimmed in favor of providing a report for Trustees to read on the Board portal? 2) Can Trustees read information before meetings, so that committees do not expend time and energy listening to reports? 3) How do committees want to expend time and energy? and 4) Does any valuable, important, positive information merit promotion by the University outside of committee meetings?

Mr. Westbrook stated each member received reading and other materials prior to the meeting that should be helpful. Mr. Mobley stated the Board would be better served if information would be reviewed prior to the meeting. He encouraged all members to commit to this effort. He expressed that use of the consent agenda had been very helpful.

Mr. Westbrook expressed the goal was that some slides and presentations would be placed on the Board portal with an expectation that members would review the material prior to meetings. The presentations would be brief at meetings with knowledge that Board members had previously reviewed the material and prepared comments in advance of meetings.

VII. Review of Enhanced Orientation for New Trustee(s)

Dr. Howell advised there were slight improvements suggested for new Board of Trustee orientations and thanked Secretary Heath for implementing these improvements. He welcomed Trustees Harlan and Morris and stated their orientation was scheduled for October 21, 2020. Trustees were asked to read the AGB's *Higher Education Governing Boards: An Introductory Guide for Members of College, University, and System Boards* in addition to completing the AGB's online 10 step New Board Orientation prior to the face to face meetings scheduled for October 21st. In addition, each new Trustee will be paired with a Trustee mentor who would reach out before Board meetings and be available for guidance. The last improvement included adding a survey for new member feedback upon completion of the campus visit. Mr. Westbrook encouraged Mr. Harlan and Ms. Morris to provide feedback. He stated some items covered in the orientation may be brought into a full Board education session.

VIII. Review of Recommendations Received Regarding Board Policy BTRU 3.01

Dr. Howell advised earlier this year the Ad Hoc Advisory Committee on Governance brought to the full Board recommended changes to bylaws that resulted in a new free-standing policy regarding the Presidential Candidate Search Committee (BTRU 3.01). Since that time, the policy has evolved and been approved by the Board. Board Chair Dr. Smith solicited feedback from Board members in the form of a one-page memo recommending improvements. There were ten responses which were posted on the Board portal for this meeting. Mr. Westbrook stated this topic will be revisited at the December Governance Committee meeting. Dr. Cooper stated the Faculty Senate Steering Committee had many positive comments about the new Board policy.

IX. January 2021 Retreat of the Board of Trustees Discussion

Mr. Westbrook called on Dr. Howell to discuss the January 2021 Board Retreat.

Dr. Howell stated that Mr. Westbrook has targeted three topics in the Governance Committee workplan as worthy of discussion at the Board retreat. These topics include 1) shared governance 2) communication protocols for trustees and 3) leadership development and succession planning within the Board. He advised that Board Chair Dr. Smith and Vice Chair Mr. Westbrook were in discussions with two esteemed scholars and practitioners in the field of Higher Education and Governance for possible assistance with these complex topics. Mr. Westbrook inquired if Trustees had other topics they would like considered.

Ms. Moody noted the presentation on risk management and expressed a deeper dive into IT security and infrastructure. Mr. Burroughs stated he hoped to further study the need for diversity of skillsets on the Board.

Mr. Westbrook thanked Dr. Howell for the updates on agenda items four through nine and stated these items were received as information.

X. Strategic Plan Update

Mr. Westbrook called on President Caslen for a Strategic Plan update.

President Caslen reviewed the Vision and Mission Statement of the Strategic Plan. The plan focused on eight priorities including world class students; world class faculty; Association of American Universities (AAU) eligibility in research; a diverse, equitable and inclusive campus climate; University System; partnerships to enhance economic development opportunities; infrastructure; and excellence. He covered the pathway plan for progress. Following Board of Trustees approval, USC executed an aggressive roll-out to both internal and external constituents with excellent feedback. He was pleased with the rapid assimilation among faculty, staff, and leadership. There was strong consensus on the Vision and Mission of the Strategic Plan. He advised resources assigned to programs are currently being assessed. A strategic plan is cyclical. Strong assessment is critical to drive changes and the plan must be aligned with the budget. As programs change, resources may change as well. President Caslen called on Provost Tate for a presentation of effective assessment and evaluation processes put in place to evaluate strategic plan progress.

Dr. Tate stated when he arrived three months ago, he met with the Institutional, Research, Assessment and Analytics Team which reports to the Provost. He stated his goal was to see real time analytics related to advancing the University on a mobile platform. The team advised they were currently using Tableau Data Visualization software which is widely used in Business Intelligence to create interactive graphs and charts in the form of dashboards and worksheets to gain business insight. One example of the way the team used this product was in the development of the University's COVID-19 dashboard on the website. He cautioned while this was an exciting tool, not all good things happening at the University toward advancing the strategic plan can be measured with this system. An example was Faculty recently approving a course aligned with teaching the Founding Documents of this country, discussed at the September meeting, to freshman beginning in the fall of next year. Dr. Tate stated he was extremely proud of this milestone and it would be important to present such information in real and important ways. He invited Ms. Sabrina Andrews and Mr. Jonathan Poon to present an overview and demo of the software.

Ms. Andrews and Mr. Poon explained Tableau was a best in class data visualization tool. Reporting is a presentation of data that describes what has happened. Moving to a strong business intelligence platform makes reporting more informative and actionable. They presented a demo of the software using historical data.

Mr. Whittle stated he was very impressed and inquired if the graphs for future years would compare budget to actual. President Calsen advised that Mr. Beiger was putting committees together for the eight priorities and they would address this within that effort.

He emphasized that each of these eight committees need to be aligned with the Board committees.

Ms. Moody inquired if the administrative leads and co-leads to Board Committees would advise on this process. President Caslen confirmed they would be the committees' subject matter experts. Mr. Jones inquired as to whether the analysis would be system-wide or just USC Columbia. President Caslen stated it would start with Columbia except for Strategic Plan number Priority Five.

Mr. Westbrook thanked President Caslen, Dr. Tate, Ms. Andrews and Mr. Poon for the update and advised the report was received as information.

MOTION FOR EXECUTIVE SESSION

Mr. Westbrook stated there was a need for legal advice appropriate for discussion in Executive Session. He called for a motion to enter Executive Session and noted there would be no action taken. 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, Mr. Parham, Ms. Agardy, Mr. Beiger, Dr. Bon, Ms. Dunleavy, Dr. Howell, Mr. Miles, Dr. Pruitt, Mr. Tanner, Dr. Tate, Mr. Thomas, Mr. Smith and Mr. Walton.

EXECUTIVE SESSION

— Executive Session Removed

RETURN TO OPEN SESSION

XI. Adjournment
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As there were no other matters to come before the Committee, Chair Westbrook
declared the meeting adjourned at 12:55 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