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University of South Carolina

BOARD OF TRUSTEES - Called

May 21, 2021

The University of South Carolina Board of Trustees met at 9:20 a.m. on Friday, May 21, 2021 in the Pastides Alumni Center Ballroom and via Microsoft Teams video and audio conference.

Members present were Dr. C. Dorn Smith III, Board Chair; Mr. C. Dan Adams; Mr. Brian C. Harlan; Mr. Richard A. Jones, Jr.; Mr. Hubert F. Mobley; Ms. Leah B. Moody; Ms. Rose Buyck Newton; and Mr. Charles H. Williams. Members participating by Microsoft Teams video and audio conference were Mr. Thad H. Westbrook, Board Vice Chair; Mr. Alex English; Dr. C. Edward Floyd; Mr. Toney J. Lister; Mr. Miles Loadholt; Ms. Emma W. Morris; Mr. Robin D. Roberts; Ms. Molly M. Spearman; Mr. John C. von Lehe Jr.; Mr. Eugene P. Warr Jr.; and Mr. Mack I. Whittle, Jr.

Also present were USC Columbia Student Government President Mr. Alex Harrell and Board of Trustees Strategic Advisor Mr. David Seaton. USC Columbia Faculty Senate Chair Dr. Mark Cooper participated by Microsoft Teams video conference.

Others in attendance were Secretary Cameron Howell; Vice President of Human Resources Caroline Agardy; General Counsel and Executive Director of Compliance Programs Terry Parham; Chief Operating Officer Jeff Perkins; Vice President for Student Affairs and Vice Provost Dennis Pruitt; University Treasurer and Assistant Vice President of Administrative Operations and Chief of Staff Joe Sobieralski; Assistant Vice President Media

and External Engagement Jeff Stensland; Vice President for Communications Larry Thomas; Executive Vice President for Administration and Finance Ed Walton; Board of Trustees support staff; and IT support staff Matt Warthen.

## **OPEN SESSION**

### **I. Call to Order**

Chair Smith called the meeting to order, welcomed everyone, and asked Trustees in the room to introduce themselves. Secretary Howell confirmed Trustees attending via Microsoft Teams video and audio conference.

Chair Smith called on Mr. Jeff Stensland to introduce members of the media. Mr. Stensland announced Jessica Holdman with the *Post and Courier*, Lucas Daprile with the *State*, Rich Owensby with WLTX, Jenna Kurzyna with WLTX, Jason Raven with WSPA, Holly Pogue with the *Daily Gamecock*, and Tyler Keefe with WIS were attending in person. He advised Tyler Fedor with the *Daily Gamecock* and Jeffrey Collins with the Associated Press were on the call-in line.

Chair Smith 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 Board; and a quorum was present to conduct business.

## **MOTION FOR EXECUTIVE SESSION**

Chair Smith advised there was a need for an Executive Session to discuss personnel matters regarding the selection of interim president and appointment of members to serve on the Presidential Candidate Search Committee. Mr. Jones made the motion to enter Executive Session and Mr. Mobley seconded the motion. A vote was taken, and the motion carried unanimously. Chair Smith invited the following to remain: voting Trustees, Secretary Howell,

Dr. Cooper, Mr. Harrell, Mr. Seaton, Ms. Agardy, Ms. Dunleavy, Mr. Grabowski, Mr. Lukill, Ms. Martens, Mr. Parham, Dr. Pruitt, Mr. Stensland, Mr. Thomas, Mr. Walton and Mr. Warthen.

Chair Smith stated there will be no action taken in Executive Session. He asked those not asked to remain in Executive Session, to please step out.

### **EXECUTIVE SESSION**

– Executive Session Removed –

### **RETURN TO OPEN SESSION**

#### II. Resignation of President Bob Caslen

Chair Smith called for a motion to confirm that Robert L. Caslen, Jr. submitted his resignation as President of the University of South Carolina to Board Chair C. Dorn Smith III, effective May 13, 2021, said resignation was received and accepted effective on that date; and to approve an agreement with Robert L. Caslen to serve as an advisor to assist the University with a seamless transition to the interim president. Under said agreement, Robert L. Caslen will provide information and assistance regarding such matters as the implementation of the university strategic plan; the ongoing monitoring of COVID-19 and a continuing plan to ensure a healthy campus environment for students, faculty, and staff; the University's effort to cultivate partnerships with the Department of Defense and other military organizations to enhance educational and research opportunities; and the University's actions regarding review of Title IX processes on campus. The agreement began on May 13, 2021 and will end on June 30, 2021. The agreement may be terminated by either party upon 15 days' notice. Mr. Jones so moved, and Mr. Mobley seconded the motion. A vote was taken, and the motion carried.

### III. Approval of Appointment of Interim President

Chair Smith called for a motion to approve the Governance Committee's recommendation to appoint Dr. Harris Pastides as Interim President as presented in Executive Session without objection, effective May 21, 2021. Mr. Williams so moved, and Ms. Newton seconded the motion. A vote was taken, and the motion carried. As Interim President, Dr. Pastides will receive the following: total compensation of \$750,000, which includes use of the President's House, use of one vehicle, membership in a dining club and country club for university-related purposes, and actual moving expenses associated with his move to and from the President's House. Further, Dr. Pastides' Memorandum of Understanding with the Board of Trustees dated December 18, 2018 will be amended to provide for a one-year extension (to July 31, 2025) of his resignation date from the University, with the understanding that—if he remains as Interim President as of May 22, 2022—his resignation date will be extended to July 31, 2026; and annual compensation of \$375,000 for his service as an unclassified administrator from the date his service as Interim President ends through his resignation date. Ms. Newton seconded the motion, and the motion carried.

### IV. Approval of Membership of Presidential Candidate Search Committee

Chair Smith stated the Governance Committee's slate of eight voting Trustees to serve on the Presidential Candidate Search Committee, with one of the voting Trustees serving as Chair of the Committee, was presented in Executive Session without objection. He called for a motion to recommend full Board approval of the Governance Committee's recommended slate of eight voting Trustees, with one of the voting Trustees serving as Committee Chair, along with those other persons proposed in Executive Session of the full Board meeting, to serve on the Presidential Candidate Search Committee. Mr. Harlan so moved, and Ms. Moody

seconded the motion. Chair Smith announced the proposed composition of the Presidential Candidate Search Committee as follows: Trustee and Vice Chair of the Board of Trustees Thad Westbrook as Chair of the Committee, USC Columbia Faculty Senate Chair Dr. Mark Cooper, Trustee Alex English, Trustee Brian Harlan, USC Columbia Student Government President Alex Harrell, Chair of the Palmetto College Faculty Senate Dr. Ernest Jenkins, Chair of the USC Upstate Faculty Senate Dr. Lisa Johnson, Trustee Leah Moody, Trustee Emma Morris, Chair of the USC Aiken Faculty Assembly Dr. Alexandra Roach, Board Chair C. Dorn Smith, Chair of the USC Beaufort Faculty Senate Dr. Jayne Violette, Trustee Gene Warr, and Trustee Mack Whittle. In addition, the following non-voting advisors will provide counsel to the Presidential Candidate Search Committee: alumnus James Bennett, Vice Chair of the USC Educational Foundation and First Citizens Bank Area Executive; Dr. Hossein Haj-Hairiri, USC Columbia Educational Foundation Distinguished Professor and Dean of the College of Engineering and Computing; alumna Lou Kennedy, owner of Nephron Pharmaceuticals Corporation; alumnus Robin Roberts, President of the USC Alumni Association; alumnus David Seaton, Chair of the 2008-2015 USC Carolina's Promise Capital Campaign, Retired Chairman and CEO of Fluor Daniel Corporation, and governance advisor to the USC Board of Trustees; and alumna Lauren Smith, Director of USC Columbia International Student Services, the Search Committee's advocate for USC System staff and administrators, and for matters pertaining to international enrollment.

Chair Smith called for discussion. Dr. Cooper stated he appreciated the Board's attention to the resolution from the Columbia Faculty Senate to restore confidence in the presidential search process, as well as the desire to move forward with a search within the guidelines of the current policy. He believes the Columbia faculty would very much appreciate

the opportunity to elect an additional member to the advisory team and some early assurance about transparency in the search process. He asked if the Chair of the Search Committee and Governance Committee would consider taking these matters under advisement in the very near future. Chair Smith advised he would ask Committee Chair Westbrook to consider those matters and follow up with Dr. Cooper within the next few weeks. Chair Smith called for further discussion. There was none; a vote was taken, and the motion carried. Chair Smith noted by policy, the Secretary of the University and of the Board of Trustees staffs the Presidential Candidate Search Committee.

Chair Smith called on Vice Chair Thad Westbrook, who will chair of the Presidential Candidate Search Committee, for some comments. Vice Chair Westbrook stated, “It is plainly the duty of the Presidential Candidate Search Committee to identify a diverse set of world-class candidates who are interested in serving as President of the University of South Carolina. USC Columbia and the USC System are in the strongest position of their respective histories. Furthermore, the University System is poised to fulfill a bold strategic plan, to expand its service to the state and its citizens, to educate more South Carolinians in person and online, and to do so at a price that is affordable for every South Carolina family. The USC System and its flagship university are beacons of excellence across the Southeast, the nation, and the globe. The Board of Trustees is proud of the University System’s excellent students, faculty, staff, research ventures, community engagement, athletics accomplishments, and support of the public good.”

Vice Chair Westbrook stated the composition of the Presidential Candidate Search Committee would be posted on the University’s public website, and the website will provide ready access to the Board’s policy regarding the presidential search. The public website will

serve as a means by which stakeholders and the public may submit comments, opinions, and nominations to the Search Committee through the comment function, which will be operational within the next few hours. The Search Committee will consider all messages received. More information regarding additional opportunities for stakeholders across the USC System and for the public to communicate suggestions, opinions, and recommendations to the Search Committee will be announced in due time. Stakeholders will be able to engage the Search Committee regardless of the time and their location around the world. Vice Chair Westbrook stated, “The University, the Board, and the Search Committee are committed to a search process that is fair and equitable. That process must yield a diverse pool of highly qualified candidates for the position of President of the University of South Carolina. This is our commitment, and we ask for the chance to demonstrate that commitment to stakeholders and to the public.”

Vice Chair Westbrook stated the Governance Committee has received many suggestions and recommendations regarding Board policy BTRU 3.01 and the composition of the Search Committee as defined by the policy. The Governance Committee had scheduled an assessment of policy BTRU 3.01 for August 20, 2021 as part of the comprehensive assessment of Board Bylaws and policies that the Committee began in January 2021; however, given the unexpected circumstances surrounding President Caslen’s resignation, the Governance Committee and the full Board determined it would be imprudent to conduct such an assessment at this juncture. The new BTRU 3.01 policy was considered carefully by the Board just last year; and the policy was scrutinized by USC’s accrediting agency, the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC), in September 2020 and by a SACSCOC visiting team, which included two university presidents, in October

2020. All advice and evaluations by external groups indicated the University's new policy regarding presidential searches is sound and detailed. The Board believes considering revisions to the policy at this time would postpone a presidential search that must begin expeditiously to accomplish its goals.

Vice Chair Westbrook stated the composition of the Presidential Candidate Search Committee reflects careful consideration to ensure the inclusion of a broad set of stakeholders. Through inclusion of non-voting advisors to the Search Committee, the Board has made allowances to include more voices that understand the USC Columbia faculty, faculty-level research and scholarship, administrative and staff concerns, opinions of alumni worldwide, real-estate and fiscal matters overseen by the University's various foundations, development and fundraising, community issues, governance, and enrollment of international students. The composition of the Presidential Candidate Search Committee is more diverse than any in the recent history of USC and compares favorably to the composition of other presidential search committees in the United States in recent months. Vice Chair Westbrook stated, "The Search Committee and the Board will conduct its work fairly and equitably. I believe that the composition of the Search Committee announced this morning reflects a commitment to diversity and inclusion in the selection process, designed to yield the best possible outcomes once this search is complete."

Chair Smith invited Interim President Harris Pastides to address the Board. Dr. Pastides thanked the Board of Trustees for the confidence placed in him and offered words of encouragement from students, faculty, alumni, and government officials. He stated "the University of South Carolina remains a beacon of educational excellence and a cornerstone of progress for our beloved Palmetto State and for the world," and he expressed optimism about



the University's long-term future. "With over 60 highly ranked academic programs, strong faculty, and unwavering enrollment, the University and our comprehensive universities represent our well-being, and we are working closer together than ever before." Dr. Pastides thanked President Caslen and the many others on the University team who kept the community, students, faculty, and staff safe during the COVID-19 pandemic. He stated his goal is to ensure stability while moving the University forward during the presidential candidate search.

V. Adjournment

Chair Smith declared the meeting adjourned at 10:00 a.m.

Respectfully submitted,

Cameron Howell  
Secretary