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University of South Carolina
BOARD OF TRUSTEES

Governance Committee

February 18, 2022

The Governance Committee of the University of South Carolina Board of Trustees met at 12:35 p.m. on Friday, February 18, 2022, in the Floyd Board Room, Pastides Alumni Center and by Microsoft Teams video conference.

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

Other Board members present were Mr. Alex English, Mr. Brian C. Harlan, Mr. Richard Jones Jr., Mr. Robin D. Roberts, and Mr. John C. von Lehe Jr. Ms. Emma W. Morris participated by Microsoft Teams.

Also present were USC Columbia Faculty Senate Chair Dr. Audrey Korsgaard, USC Columbia Student Government President Mr. Alex Harrell, and Special Advisor to the Board of Trustees Mr. David Seaton.

Others in attendance were Interim President Harris Pastides; Secretary Cameron Howell; Vice President of Human Resources Caroline Agardy; USC College of Nursing Dean Jeannette Andrews; Interim Vice President for Development Stacey Bradley; Director for Strategic Initiatives Jack Claypoole; Vice President for System Affairs Derham Cole; Interim Provost Stephen Cutler; Conflict of Interest Compliance Manager Frank DiSilvestro; Chief Audit Executive Pamela Dunleavy; Audit Manager Kim Dwiggins; Palmetto College

Chancellor Susan Elkins; Associate Vice President of Finance and Budget Kelly Epting; Interim Vice President for Research Julius Fridriksson; President's Chief of Staff Stacy Fritz; Vice President for Information Technology and Chief Information Officer Doug Foster; University Architect and Associate Vice President for Facilities Derek Gruner; College of Engineering and Computing Dean Hossein Haj-Hariri; USC Upstate Chancellor Bennie Harris; USC Aiken Chancellor Daniel Heimmermann; USC Controller Mandy Kibler; Executive Director of Economic Engagement Bill Kirkland; Associate Vice President and Chief Procurement Officer Venis Manigo; Director of Government Relations Derrick Meggie; Director Financial and Operational Audit Team Glenn Murray; USC Beaufort Chancellor Al Panu; General Counsel and Executive Director of Compliance Programs Terry Parham; Director of Government Relations Craig Parks; Chief Operating Officer Jeff Perkins; Vice President for Student Affairs and Vice Provost Dennis Pruitt; College of Arts and Sciences Dean Joel Samuels; University Treasurer, Associate Vice President and Chief of Staff for the Division of Administration and Finance Joe Sobieralski; Assistant Vice President, Media and External Engagement Jeff Stensland; Athletics Director Ray Tanner; Vice President for Communications Larry Thomas; Vice President for Enrollment Management Scott Verzyl; Executive Vice President and Chief Financial Officer Ed Walton; and Board of Trustees support staff Cary Graham.

OPEN SESSION

I. Call to Order

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

Chair Westbrook called on Mr. Stensland to introduce members of the media present for the meeting. Mr. Stensland announced Cory Diaz with USA Today Network, Caleb Bozard with the *Daily Gamecock*, Lauren Larsen with the *Daily Gamecock*, Jessica Holdman with the *Post and Courier*, Lucas Daprile with the *State*, Collyn Taylor with Gamecock Central, John Whittle with The Big Spur, Hale McGranahan with The Big Spur, Ben Portnoy with the *State*, and Dave Cloniger with the *Post and Courier*.

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.

MOTION FOR EXECUTIVE SESSION

Chair Westbrook stated there was a need for an Executive Session for the receipt of legal advice regarding contractual matters pertaining to a new Assistant Football Coach, amendments to 6 contracts, a new contract for the USC Upstate Head Softball Coach, and the receipt of legal advice regarding freedom of information request and confidentiality. Mr. Warr made the motion to enter Executive Session and Mr. Adams seconded the motion. A vote was taken, and the motion carried unanimously.

Chair Westbrook stated no action would be taken in Executive Session and invited the following to remain: Trustees, Interim President Pastides, Secretary Howell, Mr. Harrell, Dr. Korsgaard, Mr. Seaton, the President's Executive Council, Mr. Stensland, and Board of Trustees' support staff.

EXECUTIVE SESSION

— Executive Session Removed

RETURN TO OPEN SESSION

II. Contract and Lease Approvals

Chair Westbrook called on Mr. Parham to review contracts and leases for approval.

A. Elsevier License Agreement with University Libraries

Mr. Parham presented a three-year agreement between Elsevier and University Libraries.

Chair Westbrook called for a motion to approve the University Libraries agreement with Elsevier as presented and posted to the Board portal. Mr. Adams made the motion; Mr. Mobley seconded the motion. A vote was taken, and the motion carried. Chair Westbrook stated the item would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

B. AIP Publishing License Agreement with University Libraries

Mr. Parham presented a five-year agreement between AIP Publishing and University Libraries.

Chair Westbrook called for a motion to approve the University Libraries agreement with AIP Publishing as presented and posted to the Board portal. Ms. Newton made the motion; Mr. Loadholt seconded the motion. A vote was taken, and the motion was approved.

C. Embassy of Oman-Cultural Division Collaboration Agreement with Global Carolina

Mr. Parham presented a revenue-generating five-year agreement between the Embassy of Oman-Cultural Division and Global Carolina.

Chair Westbrook called for a motion to approve the agreement with the Embassy of Oman-Cultural Division as presented and posted to the Board portal. Mr. Warr made the motion; Ms. Newton seconded the motion. A vote was taken, and the motion carried. Chair Westbrook stated the item would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

D. EAB Marketing Agreement with USC Upstate Admissions

Mr. Parham presented a three-year agreement between EAB Marketing and USC Upstate Admissions.

Chair Westbrook called for a motion to approve the USC Upstate Admissions agreement with EAB Marketing as presented and posted to the Board portal. Mr. Mobley made the motion; Mr. Loadholt seconded the motion. A vote was taken, and the motion carried. Chair Westbrook stated the item would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

E. Nike USA Service Agreement with USC Upstate Athletics

Mr. Parham presented two agreements in conjunction: an agreement between Nike USA and USC Upstate Athletics, and an agreement between BSN Sports, LLC and USC Upstate Athletics.

Chair Westbrook called for a motion to approve the USC Upstate Athletics agreement with Nike USA and the USC Upstate Athletics agreement with BSN Sports, LLC, both as presented and posted to the Board portal. Mr. Adams made the motion; Mr. Whittle seconded the motion. A vote was taken, and the motion carried.

Chair Westbrook stated the item would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

F. BSN Sports, LLC Service Agreement with USC Upstate Athletics

This agenda item was presented and voted on in conjunction with the previous agenda item.

G. Sodexo Operations, LLC Service Agreement with USC Upstate Purchasing

Mr. Parham presented an agreement between Sodexo Operations, LLC and USC Upstate Purchasing.

Chair Westbrook called for a motion to approve the USC Upstate Purchasing agreement with Sodexo Operations, LLC as presented and posted to the Board portal. Mr. Adams made the motion; Mr. Whittle seconded the motion. A vote was taken, and the motion carried. Chair Westbrook stated the item would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

H. Weston SCIP1, LLC Lease Agreement with USC Facilities, Planning, Design and Construction

Mr. Parham presented a lease renewal agreement between Weston SCIP1, LLC and USC Facilities, Planning, Design, and Construction for warehouse space located in West Columbia.

Chair Westbrook called for a motion to approve the USC Facilities, Planning, Design, and Construction agreement with Weston SCIP1, LLC as presented and posted to the Board portal. Mr. Mobley made the motion; Ms. Newton seconded the motion. A vote was taken, and the motion was approved.

I. Tower of Main, LLC Lease Agreement with USC Facilities, Planning, Design and Construction

Mr. Parham presented a seven-year agreement between Tower of Main, LLC and USC Facilities, Planning, Design, and Construction.

Chair Westbrook called for a motion to approve the USC Facilities, Planning, Design, and Construction agreement with Tower of Main, LLC as presented and posted to the Board portal. Mr. Whittle made the motion; Mr. Adams seconded the motion. A vote was taken, and the motion was approved.

J. USC Athletics Employment Agreements

- Jody Wright Athletics Employment Agreement

Mr. Parham presented a two-year employment agreement between Jody Wright and USC Athletics.

Chair Westbrook called for a motion to approve the USC Athletics employment agreement with Jody Wright as presented and posted to the Board portal. Ms. Newton made the motion; Mr. Warr seconded the motion. A vote was taken, and the motion carried. Chair Westbrook stated the item would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

K. Athletics Contract Amendments – Assistant Football Coaches

Mr. Parham presented six contract amendments with USC Athletics.

Chair Westbrook called for a motion to approve the six contract amendments with USC Athletics as presented and posted to the Board portal. Mr. Warr made the motion; Mr. Loadholt seconded the motion. A vote was taken, and the motion was

approved. Chair Westbrook stated the following contract amendments were approved:

1. Montario Hardesty Athletics Contract Amendment
2. Pete Lembo Athletics Contract Amendment
3. Jimmy Lindsey Athletics Contract Amendment
4. Justin Stepp Athletics Contract Amendment
5. Clayton White Athletics Contract Amendment
6. Luke Day Athletics Contract Amendment

L. IMG Corporate Sponsorship Rights Agreement Amendment

Mr. Parham presented an agreement amendment between IMG Corporate and USC Athletics.

Chair Westbrook called for a motion to approve the USC Athletics agreement amendment with IMG Corporate as presented and posted to the Board portal. Ms. Newton made the motion; Mr. Loadholt seconded the motion. A vote was taken, and the motion carried. Chair Westbrook stated the item would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

M. Aramark Concessions Services Agreement Amendment

Mr. Parham presented an agreement amendment with Aramark.

Chair Westbrook called for a motion to approve the agreement with Aramark as presented and posted to the Board portal. Mr. Mobley made the motion; Mr. Adams seconded the motion. A vote was taken, and the motion carried. Chair Westbrook stated the item would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

N. USC Upstate Athletics Employment Agreements

Mr. Parham presented two employment agreements, both between USC Upstate Athletics and Chris Hawkins. Mr. Hawkins will be employed as both the Head Softball Coach and Associate Athletics Director.

Chair Westbrook called for a motion to approve the two USC Upstate Athletics employment agreements with Chris Hawkins as presented and posted to the Board portal. Mr. Adams made the motion; Mr. Whittle seconded the motion. A vote was taken, and the motion carried. Chair Westbrook stated the following employment agreements would be included in the Committee's written consent agenda for consideration by the full Board at its meeting later in the day.

1. USC Upstate Head Softball Coach Chris Hawkins
2. USC Upstate Associate Athletics Director Chris Hawkins

III. Receipt of Ad Hoc Committee on Infrastructure Recommendations

Chair Westbrook stated that the Ad Hoc Committee on Infrastructure submitted recommendations to the Committee. At the Governance Committee's next meeting, Chair Westbrook and Secretary Howell will bring practical applications of the recommendations in draft form. The Governance Committee will then consider how to apply those recommendations at Committee levels for quick adoption.

Chair Westbrook stated the update was received as information.

IV. Revisions to the Governance Committee Work Plan 2021-22

Chair Westbrook called on Secretary Howell to discuss revisions to the Governance work plan for 2021-22. Secretary Howell stated two related documents were posted to the Board portal for review.

Chair Westbrook stated the update was received as information.

VI. Other Matters

Chair Westbrook called for any other matters to come before the Committee. There were none.

VII. Adjournment

Chair Westbrook declared the meeting adjourned at 12:45 p.m.

Respectfully submitted,

Cameron Howell
Secretary