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University of South Carolina
BOARD OF TRUSTEES

Governance Committee

In Person, Floyd Boardroom, Pastides Alumni Center
and By Microsoft Teams
August 19, 2022

OPEN SESSION

I. Call to Order

Chair Westbrook called the meeting to order at 11:26 a.m. Secretary Howell confirmed Trustees attending in person and by Microsoft Teams audio and video conference.

Committee Members in attendance:

Thad H. Westbrook, Chair
C. Dan Adams
Hubert F. Mobley
Leah B. Moody (online)
Rose Buyck Newton
Mack I. Whittle Jr.
C. Dorn Smith III, *Board Chair*

Other Trustees in attendance:

J. Egerton Burroughs (online)
Alex English
C. Edward Floyd
Brian C. Harlan
Richard A. Jones Jr.
Toney J. Lister (online)
Miles Loadholt (online)
E. Scott Moise
Emma W. Morris
Molly M. Spearman
John C. von Lehe Jr.
Charles H. Williams

Others in attendance:

Audrey Korsgaard, USC Columbia Faculty Senate Chair
Reedy Newton, USC Columbia Student Government President
Robin D. Roberts, Special Advisor to the Advancement, Engagement and Communications Committee
David Seaton, Special Advisor to the Governance Committee

Administrators in attendance:

Michael Amiridis, President

Cameron Howell, University Secretary and Secretary of the Board of Trustees

Donna Arnett, Executive Vice President and Provost

Terry Parham, General Counsel

Ed Walton, Executive Vice President and Chief Financial Officer

Media in attendance:

Sydney Dunlap, the *Daily Gamecock*

Alexa Jurado, the *State*

Notice:

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 listed on the public agenda for the meeting, for discussion of matters related to information technology security, and for discussion of matters protected by attorney-client privilege.

Mr. Whittle made the motion to enter Executive Session, and Dr. Floyd seconded the motion. A vote was taken, and the motion carried unanimously.

EXECUTIVE SESSION

– Executive Session Removed

RETURN TO OPEN SESSION

Chair Westbrook suspended the meeting for lunch and the Committee reconvened at 12:45 p.m.

II. Contract and Lease Approvals

Mr. Parham presented contracts and leases for approval.

A. Dial-Bluff, LLC Lease Agreement

Mr. Parham presented a lease agreement with Dial-Bluff, LLC which was posted to the Board portal.

Mr. Whittle made a motion to approve the Dial-Bluff, LLC lease agreement as presented and posted to the Board portal. Dr. Floyd seconded the motion. A vote was taken, and the motion was approved.

Chair Westbrook stated this agenda item would be included in the Governance Committee's written consent agenda for consideration by the full Board.

B. Gift Agreement: Halliburton Energy Services, Inc.

Mr. Parham presented a gift agreement from Halliburton Energy Services, Inc. which was posted to the Board portal.

Ms. Newton made a motion to approve the Halliburton Energy Services, Inc. gift agreement as presented and posted to the Board portal. Mr. Whittle seconded the motion. A vote was taken, and the motion was approved.

Chair Westbrook stated this agenda item would be included in the Governance Committee's written consent agenda for consideration by the full Board.

Ms. Molly Spearman recused herself from the Boardroom for agenda items II.C and II.D.

C. Center for Teaching Quality Contract

Mr. Parham presented a USC College of Education Center for Teaching Quality contract which was posted to the Board portal.

Dr. Smith made a motion to approve the USC College of Education Center for Teaching Quality contract as presented and posted to the Board portal. Mr. Adams seconded the motion. A vote was taken, and the motion was approved.

Chair Westbrook stated this agenda item would be included in the Governance Committee's written consent agenda for consideration by the full Board.

D. SC Department of Education Office of Special Services Agreement

Mr. Parham presented a SC Department of Education Office of Special Services agreement for approval which was posted to the Board portal.

Mr. Whittle made a motion to approve the SC Department of Education Office of Special Services agreement as presented and posted to the Board portal. Mr. Mobley seconded the motion. A vote was taken, and the motion was approved.

Ms. Molly Spearman rejoined the Governance Committee meeting.

E. TouchNet Information System, Inc. Master Services Agreement

Mr. Parham presented a TouchNet Information System, Inc. master services agreement, which was posted to the Board portal.

Mr. Adams made a motion to approve the TouchNet Information System, Inc. master services agreement as presented and posted to the Board portal. Mr. Whittle seconded the motion. A vote was taken, and the motion was approved.

Chair Westbrook stated this agenda item would be included in the Governance Committee's written consent agenda for consideration by the full Board.

F. Prisma Health Graduate Student Work Experience Agreement

Mr. Parham presented a Prisma Health graduate student work experience agreement, which was posted to the Board portal.

Dr. Floyd made a motion to approve the Prisma Health graduate student work experience agreement as presented and posted to the Board portal. Ms. Newton seconded the motion. A vote was taken, and the motion was approved.

G. AudienceView Ticketing Corporation Agreement

Mr. Parham presented an AudienceView Ticketing Corporation agreement which was posted to the Board portal.

Mr. Adams made a motion to approve the AudienceView Ticketing Corporation agreement as presented and posted to the Board portal. Mr. Mobley seconded the motion. A vote was taken, and the motion was approved.

III. Potential Revisions to Board Policies and Bylaws

Chair Westbrook reviewed the status of potential revisions to Board policies and Bylaws and requested that Secretary Howell add this agenda item to the September called meeting of the Governance Committee for further discussion.

A. Compensation Committee Function of the Governance Committee
[GC 081922 OS III A]

B. Staggering Elections of Committee Chairs [GC 081922 OS III B]

IV. Approval of Revisions to Board Bylaws and Policies

Chair Westbrook asked that agenda items IV. A and IV. B be deferred to the September called meeting of the Governance Committee.

A. Compensation Committee Function of the Governance Committee

B. Staggering Elections of Committee Chairs

V. Feedback Regarding August 18 Tours of Facilities and Discussions with Faculty Researchers

Trustees provided feedback, which was positive, regarding the August 18, 2022 tour of facilities and discussions with faculty researchers.

Chair Westbrook stated the feedback was received as information.

VI. Progress Update: Governance Committee Work Plan 2022-23

Secretary Howell presented an update on the Governance Committee work plan for 2022-23, which was posted to the Board portal. [GC 081922 OS VI]

Chair Westbrook stated the update was received as information.

VII. Other Matters

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

VIII. Adjournment

Chair Westbrook declared the meeting adjourned at 1:30 p.m.

Respectfully submitted,

Cameron Howell
Secretary

- L. review admissions policies and practices;
- M. monitor assessment and evaluation of academic programs and student success; and
- N. monitor the University's fulfillment of its academic mission.

SECTION 2. ADVANCEMENT, ENGAGEMENT AND COMMUNICATIONS COMMITTEE.

The Advancement, Engagement and Communications Committee shall be kept informed of and consider:

- A. alumni relations and the activities of the University of South Carolina Alumni Association;
- B. University fundraising activities and the initiation of capital campaigns and campaign strategy with specific attention to the alignment between fundraising goals and the University's mission;
- C. economic development activities and opportunities;
- D. federal, state and local government relations strategies and activities;
- E. communications and public relations strategies and activities; and
- F. community engagement and outreach strategies and activities.

SECTION 3. AUDIT, COMPLIANCE AND RISK COMMITTEE.

The Audit, Compliance and Risk Committee shall:

- A. oversee the activities of the office of Audit and Advisory Services;
- B. review and monitor policies of the University, its departments, and related entities;
- C. receive and evaluate reports and recommendations of internal and external auditors;
- D. perform such studies of financial matters as the Finance and Infrastructure Committee or the Board may request;
- E. recommend policies to the appropriate standing committee and the Board that will better serve the needs of the University of South Carolina and the public;
- F. serve as the human resources ~~and compensation committee~~ of the Board, with the explicit limited charge of gathering and analyzing data to inform action by the Board, by its Committees, or by other University units; monitor adherence to state and federal law, and tax and accounting requirements, regarding compensation practices; authorize salary studies as it deems appropriate or as referred to it by the Board; make recommendations to the Governance Committee regarding the compensation of the President;
- G. make recommendations to the Board regarding the appointments and salaries of principal officials elected by the Board as well as University officers having the rank of Vice President or Chancellor or equivalent rank;
- H. review and make recommendations, as appropriate, regarding ethics disclosures by the president and University employees; and
- I. review and monitor the Enterprise Risk Management process, reports from the University risk manager, and actions taken to mitigate risks.

community, the state, and the nation; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered while the individual remains employed in the position for which he or she is to be recognized, and (ii) shall require approval by a two-thirds vote of the members present at the Board meeting at which the recommendation is made; or

4. in cases where it is desired to acknowledge conspicuous services of an individual (other than a past President, past Chancellor or past Campus Dean) to the University; provided, however, any motion for such special individual designation of a building, part of a building, outdoor space or facility (i) shall not be considered until one year after the death of the individual involved, and (ii) shall require approval by a three-fourths vote of the members present at the Board meeting at which the recommendation is made.

Buildings and other naming opportunities shall only bear the name of individuals or entities that exemplify attributes of integrity, character and leadership consistent with the highest values of the University. In the event the Committee determines that those attributes have been violated, it shall recommend to the Board that the individual's or entity's name be removed.

SECTION 5. GOVERNANCE COMMITTEE.

The Governance Committee shall:

- A. be charged with the consideration of all matters pertaining to the governance function of the Board;
- B. address issues related to Board member conduct and compliance with Board policies, institutional responsibilities and fiduciary duties; oversee the Board Conflicts of Interest Policy set forth in Article XVI of these Bylaws;
- C. function as the continuous strategic planning committee of the Board;
- D. oversee the annual evaluation of the President and make recommendations to the Board regarding the compensation of the President with appropriate input from the Audit, Compliance and Risk Committee;
- E. periodically review and recommend, as appropriate, amendments to the Bylaws of the Board and Board policies;
- F. periodically review and consider, as appropriate, modifications to the mission statements of all University System campuses; ~~and~~
- G. be charged with the consideration of matters pertaining to diversity, equity and inclusion on University System campuses, including but not limited to education, training, and efforts to enhance the diversity of faculty, staff and students; ~~;~~
- H. shall serve as the compensation committee of the Board, convening as deemed necessary by the Board Chair to provide expedited review and approval of contracts and compensation, when circumstances demand expedited review and approval, with all powers otherwise assigned to the Board of Trustees consistent with Board Bylaws, ~~or~~ University policies, or other guidance provided by the Board of Trustees; ~~and~~
- I. inform in a timely matter the Trustees who are not members of the Governance Committee of any matters necessitating expedited review and approval, through outreach from Committee Chairs to members of their respective Committees; and

J. provide briefings regarding its actions to expedite review and approval of contracts and compensation to the Board of Trustees at each ~~scheduled~~ regular or called meeting of the Board, when such meeting follows any action completed by the Governance Committee to expedite review and approval of contracts and compensation.

SECTION 6. HEALTH AND MEDICAL AFFAIRS COMMITTEE.

The Health and Medical Affairs Committee shall:

A. be charged with the consideration, formulation, review and approval of all matters affecting the activities or policies of the Schools of Medicine, the College of Pharmacy, the College of Nursing, the College of Social Work, and the Arnold School of Public Health on the Columbia campus, and the health sciences units on each University System campus, and shall be kept informed of all matters affecting these activities or policies in order that it may make recommendations and reports to the Board;

B. be responsible for overseeing the administration's efforts to coordinate and integrate the heretofore listed schools and colleges into an efficient health sciences academic enterprise, and for the presentation of the results of such efforts to the University community and the public at large.

All matters relating to the various schools and colleges heretofore mentioned but also pertaining to financial affairs, academic affairs, student affairs, or facilities affairs of these schools and colleges shall continue to be the primary responsibility of the respective standing committee with primary jurisdiction over such matters as expressly delegated by these Bylaws, with the Health and Medical Affairs Committee having concurrent but subordinate jurisdiction.

SECTION 7. UNIVERSITY SYSTEM COMMITTEE.

The University System Committee shall:

A. function as the University System committee of the Board and shall be charged with the consideration of issues of System-wide application not otherwise expressly delegated by these Bylaws to another standing committee of the Board, including such matters as System administrative services, governance and coordination, and student transfer programs;

B. maintain attention to the integrity and independent accreditation status of the Comprehensive Universities while promoting collaboration, cooperation and appreciation for the spectrum of programs and capacities that span the University System;

C. be kept informed of all matters affecting the efficient management and operation of the System;

D. be charged with the responsibility for reviewing the activities of Palmetto College, and the coordination of University System on-line programs;

E. monitor matters of strategic importance that span the University System when doing so does not replicate work of any Board committee charged with strategic planning; and

F. meet from time to time with the President and Chancellors on matters of concern or interest.

ARTICLE XIX

AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (fourteen or more votes) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been given at the regular meeting of the Board next preceding the meeting at which such amendment is voted upon and the proposal for amendment first shall have been referred to an appropriate committee of the Board in accordance with Article VII of these Bylaws.

Adopted by the Board of Trustees
at its meeting on June 24, 1992.

Amended by the Board of Trustees
at its meeting on February 19, 1993.

Amended by the Board of Trustees
at its meeting on October 19, 1995.

Amended by the Board of Trustees
at its meeting on August 10, 2001.

Amended by the Board of Trustees
at its meeting on April 20, 2007.

Amended by the Board of Trustees
at its meeting on February 4, 2011.

Amended by the Board of Trustees
at its meeting on December 13, 2011.

Amended by the Board of Trustees
at its meeting on April 17, 2013.

Amended by the Board of Trustees
at its meeting on April 21, 2017.

Amended by the Board of Trustees
at its meeting on June 22, 2018.

Amended by the Board of Trustees
at its meeting on August 17, 2018.

Amended by the Board of Trustees
at its meeting on October 19, 2018

Amended by the Board of Trustees
at its meeting on August 14, 2020

I hereby certify that this edition of the Bylaws of the Board of Trustees of the University of South Carolina reflects the Bylaws as approved and adopted by the Board on ~~August 14, 2020~~June 25, 2021.

J. Cantey Heath, Jr.

L. Cameron Howell IV

Secretary, Board of Trustees

University of South Carolina

F. Standing committees may recommend for approval by the Board the appointment of non-Board members with subject matter expertise to serve on such standing committee with full right to participate in committee discussion but without the right to vote.

G. No member of the Board, other than the permanent Chairman and Vice Chairman, may serve on more than three standing committees of the Board.

H. Each standing committee, other than the Governance Committee, shall consist of not less than five members nor more than eight members of the Board appointed by the permanent Chairman at or following the August Board meeting of each even year. At the first scheduled meeting following such appointment in August 2022, the members so appointed of the Audit, Compliance and Risk; Health and Medical Affairs; and University System Committees shall elect a Chairman of their respective Committees. The terms of those three Committee Chairmen shall be for two years from the date of election until the appointment of membership in standing committees by the permanent Chairman in 2024. Each of the Chairmen of those three Committees shall be eligible to serve one additional, consecutive term. At the first scheduled meeting following Committee appointments in August 2022, the members so appointed of the Academic Excellence and Student Experience; Advancement, Engagement and Communication; and Finance and Infrastructure Committees shall elect a Chairman of their respective Committees. The Chairmen of those three Committees shall serve terms of four years from the date of election until the appointment of membership in standing Committees by the permanent Chairman in August 2026. Each of the Chairmen of those three Committees shall be ineligible to serve an additional, consecutive term. Thereafter, the members so appointed of the Finance and Infrastructure; Academic Excellence and Student Experience; and Advancement, Engagement and Communication Committees shall elect a new Chair of their respective Committees; and the terms of those three, new Committee Chairmen shall be for two years from the date of election in 2026 until the appointment of membership in standing committees by the permanent Chairman in 2028. Each of the Chairmen of those three Committees then shall be eligible to serve one additional, consecutive term. ~~The members so appointed shall elect a Chairman of the Committee at the first scheduled meeting following such appointment. The term of the Committee Chairman shall be for two years from the date of election until the appointment of membership in standing committees by the permanent Chairman in the next even year. The Committee Chairman shall be eligible to succeed himself for not more than one additional, consecutive term.~~ In the event a vacancy occurs in the office of Committee Chairman, the remaining members of the Committee shall elect a new Committee Chairman to complete the term of the vacating Committee Chairman at the first meeting of the Committee following the occurrence of such vacancy. Such service in completing a term shall not limit the Board member so elected from serving two additional consecutive terms as Chairman as provided above.

I. The Governance Committee shall consist of the permanent Chairman, Vice Chairman, and the duly elected chairman of each standing committee of the Board. The Vice Chairman shall serve as the chairman of the Governance Committee of the Board.

SECTION 2. SPECIAL OR AD HOC COMMITTEES.

A. Special or ad hoc committees shall be appointed by the permanent Chairman of the Board with such powers and duties and period of service as the permanent Chairman may determine, provided that no special or ad hoc committee shall be created by the permanent Chairman to act upon any matter appropriate to be acted upon by a standing committee. The permanent Chairman may appoint non-Board members with subject matter expertise to serve on such special or ad hoc committees.

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**REVISED WORK PLAN
GOVERNANCE COMMITTEE
UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
2022-23**

The purpose of this revised draft work plan is to forecast the work of the Governance Committee of the University's Board of Trustees. This work plan lists items in operational and priority order. Some items may be completed simultaneously, without disrupting the logic of the plan.

A comprehensive, line-by-line assessment and revision of the Board's Bylaws and policies will require many months of work. (See the separate document, "PROPOSED SCHEDULE: REVIEW AND REVISION OF USC BOT BYLAWS AND POLICIES.") Other tasks may be completed with greater speed.

To be determined by the Governance Committee: the time and resources required to complete each task and the entirety of this plan. The last two pages of this document reflect Chair Thad Westbrook's timeline for the Committee's work, updated as of February 18, 2022.

The tasks outlined here are forecasted in the spirit of continual improvement and in fulfillment of the Board's desire to assess fully its governance practices and policies. Similarly, continuing the University's good-faith efforts to document positive change in its October 2020 monitoring report to SACSCOC, the University and Board want to demonstrate consistent attention to improving the Board's governance role through enactment of this work plan.

It may be prudent for the Governance Committee and the Board of Trustees to seek third-party feedback regarding progress in completing these and other governance revisions.

1. Conduct informal assessments of governance actions completed by the Ad Hoc Advisory Committee on Governance and Board of Trustees in 2020.

These actions and products include the following, at minimum:

- Oath of Office
- Code of Conduct and Oath
- BTRU 1.19 ("Protecting the Institution from External Influences")
- New Committee structure
- Committee charters
- Edits to Bylaws
- BTRU 3.01 ("Presidential Candidate Search Committee")
- BTRU 3.02 ("Fiduciary Duties of Trustees")
- ~~Annual assessment of the President~~

Commented [HC1]: Initial, informal assessment was presented to the Governance Committee on June 24, 2022.

2. Continue to enact revisions planned by the Ad Hoc Advisory Committee on Governance and Board of Trustees in 2020.

These revisions that require continued enactment include the following, at minimum:

- Plan for Trustee continuing education
- Plan for orientation of new Trustees

Commented [HC2]: Target: September 16, 2022

**REVISED WORK PLAN
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2022-23**

3. Continue bolstering new Board Committees.

These actions may include the following, at minimum:

- Revisions to initial Committee charters
- ~~Adoption of a work matrix by each Committee~~
- Adoption of plan for continuing education for each Committee
- Electing experts to advise Committees in non-Board, non-voting capacity (per revision to Bylaws)

Commented [HC3]: Target: September 16, 2022

4. ~~Assess policies and processes by which the President is evaluated annually; consider adding a module to Trustee training that addresses CEO evaluation.~~

Commented [HC4]: Additional work initiated in the meeting of the full Board on August 19, 2022.

5. Complete a comprehensive, line-by-line assessment and revision of Board bylaws and policies. (See the separate document, "PROPOSED SCHEDULE: REVIEW AND REVISION OF USC BOT BYLAWS AND POLICIES.")

Topics that may merit attention and revision include the following, at minimum:

- ~~Definition of a quorum~~
- Method for removing the Chair and/or Vice Chair of the Board
- Method for removing the Chair of a Committee
- Method for sanctioning a Trustee
- Efficiency of processes for approving contracts, salaries, and gifts
- Dollar thresholds for Committee and/or Board consideration of contracts, salaries, and gifts
- Removal of unnecessary exceptions to Bylaws and policy
- Provisions to permit Board notices by email
- Sunset provisions or provisions for regular reviews for Bylaws, policies, ad hoc Committees, etc.
- Required review schedule for Bylaws and policies
- Attention to use of gender of indefinite pronouns, per recommendation from the Association of Governing Boards ("AGB")

Topics that readers and interested parties have noted as meriting reconsideration:

- Use of "appropriately" in BTRU 1.19 ("Protecting the Institution from External Influences")
- Use of "stakeholders" in BTRU 3.01 ("Presidential Candidate Search Committee")
- Adequacy of mandate that Presidential Candidate Search Committee seek opinions from interested persons across the USC System regarding the job description for a new President, per BTRU 3.01 ("Presidential Candidate Search Committee")
- Composition of the Search Committee as mandated by BTRU 3.01 ("Presidential Candidate Search Committee"), as compared to past composition of Search Committee as mandated by Bylaws that have been revised

Commented [HC5]: Refreshed schedule forecasts completion by Spring 2023.

6. ~~Assess and discuss shared governance; consider adding a module to Trustee training that addresses shared governance.~~

Commented [HC6]: Target: October 13, 2022.

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**REVISED WORK PLAN
GOVERNANCE COMMITTEE
UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
2022-23**

7. **Assess and discuss the System responsibilities of the Board, President, and administration; consider revisions or clarifications to Bylaws, policies, job descriptions, and processes in order to increase System efficiency and cooperation.**

Commented [HC7]: Target: September 16, 2022.

8. **Assess Board and Committee meeting schedule, meeting duration, and meeting operations.**

Topics for consideration in this category may include the following, at minimum:

- Number of meetings
- Duration of meetings
- Schedule and focal topics for upcoming retreat(s)
- Meeting management and protocols
- Method for preparing Committee agendas
- Board visits to USC campuses
- Protocols for maximizing effectiveness of executive sessions
- Priorities for convening stakeholders for discussion with Trustees

Commented [HC8]: Target: October 14, 2022.

9. **Assess communication protocols for the Board and Trustees.**

Topics for consideration in this category may include the following, at minimum:

- Necessity for a Board policy regarding this general topic
- Protocols for discussion between/among Trustees, administrators, stakeholders, and the public
- Expectations regarding confidentiality
- Consequences for violating policy or expectations
- Social media standards

Commented [HC9]: Target: January 2023 Retreat

10. **Develop process and practice for Board self-assessment.**

Process and practice should include the following, at minimum:

- Annual development of strategic goals for the Board
- Assessment of Board effectiveness generally and against annual goals
- Assessment of the performance of the Chair, Vice Chair, and Committee chairs
- Assessment of individual Trustees
- Determination of process by which Board may provide the SC Legislature with Trustee assessments when Trustees are eligible for reelection.

Commented [HC10]: TBD with governance consultants

11. **Encourage Trustees' and administrators' participation in programs sponsored by AGB and groups such as the American Council of Trustees and Alumni and the State Higher Education Executive Officers Association.**

Participation in such programs can promote the continuing education of Trustees and administrators, while building institutional awareness of best practices.

Commented [HC11]: Addressed in part on April 14, 2022.

**REVISED WORK PLAN
GOVERNANCE COMMITTEE
UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES
2022-23**

12. Develop and enact a University communications plan that focuses on the work and successes of the Board of Trustees.

Tactics should be varied and individualized so as to reach the press, along with stakeholders such as alumni and the SC Legislature.

- Protocol/practice for communicating important work of the Board to the press before, during, and after meetings.
- Communication(s) to the legislature regarding the performance of a Trustee when that Trustee is up for reelection
- Communication(s) to the legislature regarding the Board's need(s) for expertise when a seat on the Board is open

13. Assess the capacity of the Office of the General Counsel to serve the Board of Trustees.

14. Assess the capacity of the Office of the Board of Trustees to serve the Board of Trustees.

15. Develop a plan for succession planning and leadership development within the Board.

Commented [HC12]: To be reset with Governance Committee assembled in August/September 2022.

PROPOSED CALENDAR FOR ACTION AND DISCUSSION

For assessment in April 2022:

- **Item 1:** Conduct informal assessments of governance actions completed by the Ad Hoc Advisory Committee on Governance and Board of Trustees earlier in 2020.
- **Item 5:** Complete a comprehensive, line-by-line assessment and revision of Board bylaws and policies. (See the separate document, "PROPOSED SCHEDULE: REVIEW AND REVISION OF USC BOT BYLAWS AND POLICIES.")
- **Item 11:** Encourage Trustees' and administrators' participation in programs sponsored by AGB and groups such as the American Council of Trustees and Alumni and the State Higher Education Executive Officers Association (SHEEO).

For assessment in June 2022:

- **Item 5:** Complete a comprehensive, line-by-line assessment and revision of Board bylaws and policies. (See the separate document, "PROPOSED SCHEDULE: REVIEW AND REVISION OF USC BOT BYLAWS AND POLICIES.")
- **Item 10:** Develop process and practice for Board self-assessment.
- **Item 13:** Assess the capacity of the Office of the General Counsel to serve the Board of Trustees.

For assessment in August 2022:

- **Item 5:** Complete a comprehensive, line-by-line assessment and revision of Board bylaws and policies. (See the separate document, "PROPOSED SCHEDULE: REVIEW AND REVISION OF USC BOT BYLAWS AND POLICIES.")

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2022-23**

- Item 12: Develop and enact a University communications plan that focuses on the work and successes of the Board of Trustees.

For review in December 2022:

- Item 5: Complete a comprehensive, line-by-line assessment and revision of Board bylaws and policies. (See the separate document, "PROPOSED SCHEDULE: REVIEW AND REVISION OF USC BOT BYLAWS AND POLICIES.")
- Item 14: Assess the capacity of the Office of the Board of Trustees to serve the Board of Trustees.

Defer to the University System Committee:

- Item 7: Assess and discuss the System responsibilities of the Board, President, and administration; consider revisions or clarifications to Bylaws, policies, job descriptions, and processes in order to increase System efficiency and cooperation.

Commented [HC13]: To be reset with Governance Committee assembled in August/September 2022.