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University of South Carolina
BOARD OF TRUSTEES

Called Meeting

January 9, 2019

The University of South Carolina Board of Trustees convened in a called meeting at 10:00 a.m. on Wednesday, January 9, 2019, by telephone conference hosted from Room 206-B of the Osborne Administration Building.

Members participating were: Mr. John C. von Lehe Jr., Chairman; Mr. Hubert F. Mobley, Vice Chairman; Mr. A.C. "Bubba" Fennell III; Dr. C. Edward Floyd; Mr. William C. Hubbard; Mr. Toney J. Lister; Mr. Miles Loadholt; Ms. Leah B. Moody; Ms. Rose Buyck Newton; Dr. C. Dorn Smith III; Mr. Eugene P. Warr Jr.; Mr. Thad H. Westbrook; Mr. Mack I. Whittle Jr.; and Mr. Richard A. Jones Jr., who attended in person.

Absent were Mr. C. Dan Adams; Mr. Chuck Allen; Mr. J. Egerton Burroughs; Mr. Robert F. Dozier Jr.; Ms. Molly M. Spearman; and Mr. Charles H. Williams.

USC Columbia Faculty Senate Chairman Marco Valtorta attended the meeting in person and USC Student Government President Taylor Wright participated by telephone.

Others in attendance for the meeting were: Secretary J. Cantey Heath Jr.; General Counsel Walter "Terry" H. Parham; Chief Operating Officer Ed Walton; Athletics Director Ray Tanner; Chief Communications Officer Wes Hickman; and Board of Trustees staff member Debra Allen. Chief Audit Executive Pam Doran participated by telephone.

I. Call to Order

Chairman von Lehe called the meeting to order and stated notice of the meeting had been posted and the press notified as required by the Freedom of Information Act; the agenda and supporting materials had been circulated; and a quorum was present to conduct business.

Mr. Hickman said members of the news media would join the meeting following the executive session, at which time he would introduce those in attendance.

Motion for Executive Session

Chairman von Lehe called for a motion to enter Executive Session for proposed contractual matters regarding Athletics employment agreements. Mr. Jones so moved, and Mr. Fennell seconded the motion. The vote was taken and the motion passed.

Chairman von Lehe invited Secretary Heath, Dr. Valtorta, Mr. Wright, Mr. Parham, Mr. Tanner, Mr. Walton, Ms. Doran and Mr. Hickman to remain.

Executive Session

Return to Open Session

Chairman von Lehe called on Mr. Hickman who introduced the following news media representatives: Ben Breiner and Josh Kendall with *The State*, Collyn Taylor with Gamecock Central, Phil Kornblut and Will Palaszczuk with S.C. Radio Network, David Cloninger of the Charleston *Post & Courier*, Caroline Hecker with WIS-TV, and John Whittle with The Big Spur.

II. Contractual Matters: Athletics Employment Agreements

Chairman von Lehe called on Mr. Parham to present the details of the proposed Athletics employment agreements.

A. Thomas L. Brown, Jr.

Mr. Parham said the proposed employment agreement for Thomas L. Brown, Jr. is for one year, ending May 31, 2020, with an annual base salary of \$300,000. The contract also includes incentive provisions found in all assistant football coaching contracts at the University. These include incentives based on whether the University is successful in the SEC East, the SEC championship game, and the level of the bowl game in which the football team participates.

The buyout provisions in the contract are identical to those found in similar contracts, Mr. Parham said. If the University terminates without cause, the University will pay his base salary for the remaining term of the contract, subject to Coach Brown's mitigation obligation to look for another job; and if he finds another job, the amount paid by the University is reduced dollar for dollar. Finally, if Coach Brown terminates the contract, he will owe the University \$40,000. [Exhibit A – Brown Contract Summary]

Chairman von Lehe called for a motion to approve the employment agreement for Coach Brown as described in materials posted on the Board Portal and presented by Mr. Parham. Mr. Whittle so moved, and Mr. Loadholt seconded the motion. The vote was taken, and the motion was approved.

B. Eric Wolford, Amendment

Mr. Parham said a proposed amendment to Assistant Football Coach Eric Wolford's contract contains three changes. First, a two-year extension to the contract would take it through December 31, 2021; second, a \$100,000 increase in total compensation to be paid by outside sources, which leaves his base salary at \$400,000 and his outside compensation guaranteed would be \$300,000; and third, the buyout provisions would reflect the new, two-year additional term on the contract. [Exhibit B – Wolford Contract Summary]

Chairman von Lehe called for a motion to approve the amendment to the Coach Wolford's employment agreement as described in materials posted on the Board Portal and presented by Mr. Parham. Mr. Lister so moved, and Ms. Moody seconded the motion. The vote was taken, and the motion was approved.

III. Adjournment

There being no other matters on the agenda, Chairman von Lehe adjourned the meeting at 10:25 a.m.

Respectfully submitted,

J. Cantey Heath, Jr.
Secretary