

The official minutes of the University of South Carolina Board of Trustees are maintained by the Secretary of the Board. Certified copies of minutes may be requested by contacting the Board of Trustees' Office at trustees@sc.edu. Electronic or other copies of original minutes are not official Board of Trustees' documents.

University of South Carolina

BOARD OF TRUSTEES - Called

February 19, 2021

The University of South Carolina Board of Trustees met at 12:50 p.m. on Friday, February 19, 2021, in the Pastides Alumni Center Ballroom and via Microsoft Teams video conference.

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

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

Others in attendance were President Robert L. Caslen Jr.; Secretary J. Cantey Heath Jr.; Assistant Secretary Cameron Howell; Vice President of Human Resources Caroline Agardy; Executive Director Office of Research, Assessment, and Analytics Sabrina Andrews; President's Chief of Staff Mark Bieger; Budget and Human Resources Manager On Your Time

Initiatives Jean Brklich; Executive Director of Strategic Planning Jack Claypoole; Interim Chancellor USC Upstate Derham Cole; Vice President of Development Monica Delisa; Chief Audit Executive Pamela Dunleavy; Chancellor Palmetto College Susan Elkins; Associate Vice President of Finance and Budget Kelly Epting; Vice President of Information Technology and Chief Information Officer Doug Foster; Chief Executive Officer USC Alumni Association Wes Hickman; Assistant to the President for System Affairs Eddie King; Executive Director Office of Economic Engagement Bill Kirkland; Interim Director Academic Programs Trena Houpp; Chancellor USC Aiken Sandra Jordan; Darla Moore School of Business Professor Audrey Korsgaard; Senior Director of Strategic Partnership for Military and Government Programs Todd McCaffrey; Senior Associate Provost for Social Innovation and eLearning Diana Hill-Mitchell; General Counsel and Executive Director of Compliance Programs Terry Parham; Chief Operating Officer Jeff Perkins; Assistant Director of Institutional Research and Analytics Jonathan Poon; Vice President for Student Affairs and Vice Provost Dennis Pruitt; Interim Executive Communications Director Amy Rogers; College of Arts and Sciences Interim Dean Joel Samuels; University Treasurer and Assistant Vice President of Administrative Operations and Chief of Staff Joe Sobieralski; Assistant Vice President Media and External Engagement Jeff Stensland; Director of Athletics Ray Tanner; Executive Vice President for Academic Affairs, Provost Bill Tate and Board of Trustees staff.

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 Heath confirmed Trustees in attendance via Microsoft Teams video conference.

Chair Smith called on Mr. Jeff Stensland to introduce members of the media. Mr. Stensland announced David Cloninger with *The Post and Courier*, Lucas Daprile with *The State*, and Christine Bartruff with *The Daily Gamecock* were attending in person. He advised Collyn Taylor with Gamecock Central, John del Bianco with BigSpur.com, Greg Hadley with *The State* and Jessica Holdman with *The Post and Courier* were on the conference call.

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.

Chair Smith invited Father Paul Sterne, Chaplin of C.S. Lewis Student Center, to deliver the invocation.

Chair Smith announced as of last week, members of the Board, along with Vice President Williams, Secretary Heath, and Assistant Secretary Howell, met to discuss procuring the services of diversity educators of the highest quality to provide diversity training for the Board. This work will continue. Today's diversity education agenda item was postponed due to a death in Vice President Williams' family. The Board offered its sincere condolences to Mr. Williams.

MOTION FOR EXECUTIVE SESSION

Chair Smith advised there was a need for an Executive Session to discuss personnel matters related to Honorary Degree Nominations and the receipt of legal advice regarding Athletics contractual matters. Dr. Floyd made the motion to enter Executive Session and Mr. Jones seconded the motion. A vote was taken, and the motion carried unanimously. Chair Smith invited the following to remain: Trustees, President Caslen, Secretary Heath, Assistant Secretary Howell, Dr. Cooper, Ms. Rushton, Mr. Seaton, members of the President's Executive Council, Chancellors, and Board of Trustees Staff.

EXECUTIVE SESSION

- Executive Session Removed

RETURN TO OPEN SESSION

II. Approval of Honorary Degree Nominations

Chair Smith stated the Subcommittee on Honorary Degrees, Academic Excellence and Student Experience Committee, and President Caslen approved seven Honorary Degree nominations which were posted on the Board portal.

Ms. Moody made a motion to approve the Honorary Degree nominations as posted on the Board portal. Mr. Mobley seconded the motion. A vote was taken, and the motion carried. Chair Smith advised these seven Honorary Degree nominations were approved and will “lay on the table.”

III. Approval of Minutes

Chair Smith advised ten sets of minutes were listed on the agenda and posted on the Board portal. There being no additions, deletions, or corrections to the minutes they were approved as distributed.

IV. Approval of Consent Agendas

Chair Smith advised three Committees submitted consent agendas that were listed on the Board agenda and posted on the Board portal. Each Committee recommends full Board approval of items listed on the respective agendas. Chair Smith made a single motion to approve the three Committees’ respective consent agendas as posted on the Board portal without objection. The Committees’ Consent agendas were approved and the detail reports are as follows:

Academic Excellence and Student Experience Committee
(The Honorable C. Dan Adams, Chair)

Written Report for Consent Agenda
February 19, 2021

The Academic Excellence and Student Experience Committee met on February 19, 2021 and recommends full Board approval of all items in this report, all of which have received the appropriate academic and administrative approvals.

- I. USC Columbia
 - A. Tenure and Promotions
 - 1. Hire with Tenure
 - 2. Transfer with Tenure
 - B. New Programs
 - 1. Graduate Certificate in Maternal and Child Health
 - 2. Graduate Certificate in Cybersecurity Management
 - 3. Graduate Certificate in Strategic Innovation
 - C. Program Modification
 - BS Geological Sciences
 - D. Program Termination
 - BS Geophysics
 - E. Institute Termination
 - Confucius Institute
- II. USC Aiken
 - A. New Programs
 - 1. BS Mechanical Engineering
 - 2. BA Spanish
 - 3. BA Theater

B. Faculty Manual Changes
— Record of Violations

This concludes the Academic Excellence and Student Experience Committee report.

Audit, Compliance and Risk Committee

(The Honorable Rose Buyck Newton, Chair)

Written Report for Consent Agenda

February 19, 2021

The Audit, Compliance and Risk Committee met Friday, February 19, 2021 and recommends full Board approval of the following items in this report and as presented in full detail on the Board portal.

I. Retirement Incentive Plan

The retirement incentive plan allows agencies to purchase service credit on behalf of employees who are currently eligible to retire or the purchase of time necessary to make employees eligible to retire.

Details are posted on the Board Portal.

This concludes the written report of the Audit, Compliance and Risk Committee for full Board approval February 19, 2021.

Governance Committee

(The Honorable Thad H. Westbrook, Chair)

Written Report for Full Board Consent Agenda

February 19, 2021

The Governance Committee met Friday, February 19, 2021 and recommends full Board approval of the following items in this report and as posted on the Board portal.

I. Contact and Lease Approvals

A. Leases

1. CPF Properties, II LLC – USC Upstate: E. St. John Street Parking
2. CPF Properties, II LLC – USC Upstate: George D. Johnson Building 3rd Floor

B. Contracts

1. Prisma Health – Pharmacy Faculty Agreement
2. Affiliation Agreement – USC Alumni Association
3. Affiliation Agreement – SC Research Foundation

This concludes the written report of the Governance Committee.

V. Approval of Athletics Assistant Football Coaching Contract

Chair Smith called on Mr. Terry Parham to present an Athletics Assistant Football Coaching Contract for approval. Mr. Parham presented the Assistant Football Coaching Contract for running back Coach Montario Hardesty. The two-year contract ends December 31, 2022 and includes an annual salary of \$300,000. The incentive bonus provisions are the same as other recently Board approved assistant coaching contracts. If Coach Hardesty terminates his contract in the first year, he will owe the University \$100,000. If he terminates in the second year, he will owe the University \$50,000. Unlike other assistant coaching contracts recently approved by the Board, if Coach Hardesty leaves the University and joins another SEC school, his termination obligations to the University will double.

Mr. Roberts made a motion to approve Coach Montario Hardesty's contract as presented and posted on the Board portal. Ms. Newton seconded the motion. A vote was taken, and the motion approved.

VI. Approval of Board Bylaws and Policy Changes

Chair Smith advised the Governance Committee recommends Board approval of changes to Board bylaws and policies which were posted on the Board portal.

Mr. Williams made a motion to approve changes to Board bylaws and policies as posted on the Board portal. Mr. Harlan seconded the motion. A vote was taken, and the motion carried.

VII. Approval of Non-Board, Non-Voting Member of the Governance Committee

Chair Smith called on Chair of the Governance Committee Mr. Thad Westbrook to present a non-Board, non-voting member of the Governance Committee for approval.

Mr. Westbrook made a motion to approve Mr. David Seaton as a non-Board, non-

voting member of the Governance Committee. Mr. Burroughs seconded the motion. A vote was taken, and the motion carried.

VIII. Approval of Edits to the Audit, Compliance and Risk Committee Charter

Chair Smith advised the Audit, Compliance and Risk Committee recommends approval of edits to the Committee's charter which were posted on the Board portal.

Mr. Whittle recommended full Board approval of edits to the Audit, Compliance and Risk Committee's charter as posted on the Board portal. Mr. English seconded the motion. A vote was taken, and the motion carried.

IX. Chuck Allen Resolution

Chair Smith asked Trustee Emeritus Chuck Allen and President Caslen to join him at the lectern. Secretary Heath read a resolution recognizing Trustee Emeritus for his dedicated service to the University.

Trustee Emeritus Allen thanked the Board and stated he would be remiss if he did not express what a deep honor and privilege it was to serve on the Board for twelve years. He stated he fell in love with the University as a football recruit of the late Coach Jim Carlen while in high school and the opportunity to attend, play football and later serve as a member of the Board had a tremendous impact on his life. He expressed his gratitude to the University and thanked members of the Board for their service.

Chair Smith thanked Mr. Allen. Mr. Warr made a motion to adopt the resolution by acclamation. Mr. Adams seconded the motion. A vote was taken, and the motion carried.

X. Luke Rankin Certificate

Chair Smith asked Mr. Luke Rankin to join President Caslen and him at the lectern. Secretary Heath read a certificate of appreciation recognizing Mr. Rankin for his service as USC Columbia Student Government President representative on the Board.

Mr. Rankin thanked the Board and expressed his gratitude to members for welcoming him and always treating him as an equal. He acknowledged many challenges and successes witnessed during his tenure as USC Columbia Student Government President representative on the Board. He advised there will always be challenges and difficult decisions before the Board; however, he leaves confident the Board will continue to make the best decisions for the University, the state, and Gamecock students past, present, and future.

Chair Smith thanked Mr. Rankin and made a motion to adopt the Certificate of Appreciation by acclamation. The Board signified all in favor and the motion carried.

XI. Continuing Education for Trustees: Employee Standards of Ethical Conduct

Chair Smith called on President Caslen who informed the Board Chief Audit Executive Pamela Dunleavy led a considerable effort at his request to review ethics as outlined through University and Faculty Senate policy. The result was a consolidated Employee Standards for Ethical Conduct. This document, which was provided to the Board, outlines what is acceptable and appropriate behavior in accordance with University culture defined by values. President Calsen called on Ms. Dunleavy to present highlights of the Employee Standards for Ethical Conduct for Board continuing education.

Ms. Dunleavy stated the Employee Standards of Ethical Conduct is a code of conduct that communicates and documents behavioral rules and expectations, removing any confusion that might exist in terms of what is acceptable and what is not acceptable. She stated the University previously had all the policies outlined in the new document, however they were not in one place that could be easily communicated to employees. She also noted this was a system-wide standard to ensure the University was applying the same expectations across the system. The Committee that developed the standards had broad representation which brought unique perspectives that guided the documentation included and how

expectations were described. The standards have been socialized with the President, System Chancellors, various faculty committees, Staff Senate, President's Executive Council, and other leaders across the system with overwhelmingly positive response. Chair Smith thanked Ms. Dunleavy and stated this report was received as information.

XII. Report of the President

Chair Smith called on President Caslen for the President's report. President Caslen provided a highlight of the Strategic Plan which includes 8 strategic priorities, 25 goals, 71 objectives, 185 programs, and 260 metrics over a 5-year period – all requiring detailed collaboration. He called on Executive Director Office of Research, Assessment, and Analytics Sabrina Andrews for a live demonstration of the tableau dashboard under development which provides real time access to data used to measure progress toward strategic plan goals and objectives.

Ms. Andrews presented a live demonstration of the tableau platform in development being used to build an executive dashboard. The dashboard will highlight achievement toward metrics that measure success by goals in the Strategic Plan and provide unique ways to drill down into data analytics in a user-friendly environment.

President Caslen asked how Board members will access the dashboard. Ms. Andrews suggested an instruction manual be posted on the portal and members be given access to tableau. President Caslen stated he meets with two strategic planning groups every week which provides him with an update on all eight priorities every four weeks. He emphasized the importance of the executive dashboard which will provide immediate feedback and facilitate a shared understanding of what is working and what is not. He noted it was important to tie this information to the budget cycle.

Mr. Whittle asked if Trustees would be notified when the dashboard is available for Trustee access. Dr. Smith confirmed Trustees would receive notification. Vice Chair Westbrook noted the Governance Committee has discussed having a tutorial to train a small group of Trustees on how to use the dashboard. Ms. Moody asked Ms. Andrews if she would provide details from her live demonstration to Trustees. Ms. Andrews confirmed screenshots of the live demonstration would be provided to Trustees.

President Caslen provided an update on online programs. He advised the market demand for online programs is greater for undergraduates than the graduate level. Research data informs that approximately 50,000 former college students in the state of South Carolina that returned home without a degree are now involved in some other career path and it is unlikely these students will return to a resident program. He stated Dr. Tate was in the process of developing thirteen undergraduate online programs for USC Columbia. This represents a 433% growth in online bachelor's programs. The data also suggest online programs are very popular with local military. Market demand is especially high for online finance, management, and business degrees. President Caslen recognized Dr. Diana Hill-Mitchell as dedicated to developing online market strategies.

Mr. Whittle asked for revenue projections for the online programs based on market potential, noting the real measure of success will be revenue generation. President Caslen advised the online programs currently under development are being tailored to meet specific market demand, however full market potential is still untapped and further analysis is needed to fully answer Mr. Whittle's question. President Caslen called on Provost Tate, Dr. Hill-Mitchell, and Chancellor Elkins to discuss online program enrollment data. Mr. Whittle asked Dr. Elkins for the number of full-time equivalent students currently enrolled now. Dr. Elkins advised total online headcount for Palmetto College, which is a system-wide effort, was

approximately 3,500 students for the Spring semester. She would need further analysis to translate that number into full time equivalents. She stated it was important to note that she spoke from a system perspective as the Chancellor for Palmetto College whereas Provost Tate and Dr. Hill-Mitchell were specifically developing online programs for the USC Columbia market. The distinction is important as USC Columbia has offered several online graduate degrees over the years; however, today's focus refers to expansion of online undergraduate degrees through the USC Columbia campus. At the system level, Palmetto College was developed in partnership with USC Columbia, USC Aiken, USC Beaufort, and USC Upstate primarily offering online degree completion programs. The Palmetto College's focus has not been on full bachelor's degrees but concentrated on Junior and Senior year courses. The online platform was a tool Palmetto College has used to leverage accessibility to this market. Palmetto College started with seven programs and currently offers twenty-one. She advised the information provided to the Board is an update on efforts spearheaded by Dr. Tate to expand USC Columbia online undergraduate programs to mirror what Palmetto College has done system-wide with a different market. Dr. Elkins stated the answer to Mr. Whittle's original question will be guided by the Strategic Plan.

Dr. Tate advised Mr. Whittle that revenue generation was key as indicated by the Education Advisory Board (EAB) report. The first step in this process would be to determine the enrollment rate and understand the true cost of doing business. Dr. Tate stated the Administration would be better positioned to answer Mr. Whittle's direct question regarding enrollment goals to meet revenue projections in the future as these items are assessed. He stated the current planning stage is focused on making sure the faculty and administrative group building the programs can deliver. This can be challenging as the residential experience and the online experience must run simultaneously; however, the cost

and resources for each are different. He advised President Caslen has been very helpful in providing the resources necessary for this work. Dr. Tate informed the Board there will be collaboration across the system as this process continues.

Mr. Mobley emphasized that Mr. Whittle's questions were important and asked that a business plan be brought before the Board. Mr. Adams concurred with Mr. Mobley and asked President Caslen to include in the plan an analysis for the demand in business courses, as he foresees a need to address this particular market. President Caslen stated market opportunities are being identified and a business plan will follow. Mr. Whittle asked that a marketing plan be included.

President Caslen reviewed the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) Reaffirmation and Quality Enhancement Plan. He advised the Focused Report was completed and submitted. He stated a virtual site review with higher education administrators is scheduled in March. Included as one of the standards is a Quality Enhancement Plan (QEP) which focuses on engaging under-performing students to encourage success.

President Caslen informed the Board over 80 leaders from across the system met earlier in the month for a core culture and values retreat. Key speakers included Coach Shane Beamer and Provost Bill Tate. The retreat was a success and established a commonly agreed upon set of core values which will be refined and built upon as he focuses on University culture.

President Caslen introduced new Vice President for Development Monica Delisa. Ms. Delisa thanked President Caslen and the Board and reviewed short- and long-term focus areas the University's Development Office has prioritized.

President Caslen concluded his remarks with a status update of COVID-19 on campus.

Chair Smith thanked President Caslen and stated the report was received as information.

XIII. Other Matters

Chair Smith reminded Board members the deadline for filing 2020 Statement of Economic Interest in noon Tuesday, March 30th and called for any other matters to come before the committee.

XIV. Adjournment

Hearing none, Chair Smith declared the meeting adjourned at 2:35 p.m.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "J. Cantey Heath, Jr.", is positioned below the text "Respectfully submitted,".

J. Cantey Heath, Jr.
Secretary