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University of South Carolina

BOARD OF TRUSTEES

Called Meeting

March 6, 2020

The University of South Carolina Board of Trustees convened in a called meeting at 1:35 p.m. on Friday, March 6, 2020, by telephone conference hosted from Room 206-B of the Osborne Administration Building.

Members participating by telephone were Mr. John C. von Lehe Jr., Chair; Mr. Hubert F. Mobley, Vice Chair; Mr. C. Dan Adams; Mr. Chuck Allen; Mr. J. Egerton Burroughs; Mr. A. King Dixon II; Mr. William C. Hubbard; Mr. Richard A. Jones Jr.; Mr. Toney J. Lister; Mr. Miles Loadholt; Ms. Leah B. Moody; Ms. Rose Buyck Newton; Dr. C. Dorn Smith III; Ms. Molly M. Spearman; Mr. Eugene P. Warr Jr.; Mr. Thad H. Westbrook; and Mr. Mack I. Whittle Jr. Mr. Robert F. Dozier participated in person. Mr. Charles H. Williams was absent.

Also participating were Columbia Faculty Senate Chair Dr. Mark Cooper and USC Columbia Student Government President Mr. Luke Rankin. Special Advisor to the Board Mr. David Seaton participated by telephone.

Others participating were President Robert L. Caslen Jr.; Secretary J. Cantey Heath Jr.; Presidential Faculty Fellow Dr. Susan Bon; President and CEO University Foundations Mr. Jason Caskey; Chief Audit Executive Ms. Pam Dunleavy; University Architect Mr. Derek Gruner; Interim Vice President for Academic Affairs and Provost Dr. Tayloe Harding; Executive Communications Director Ms. Sally McKay; Vice Provost Dr. Allen Miller; General

Council Mr. Terry Parham; Chief Operating Officer Mr. Jeff Perkins; Vice President for Student Affairs Dr. Dennis Pruitt; Interim Chief Communications Officer Mr. Jeff Stensland; Special Assistant to the President Mr. James Smith; and Executive Vice President and Chief Financial Officer Mr. Ed Walton. Vice President for Human Resources Ms. Caroline Agardy participated by telephone.

Chair von Lehe invited Jeff Stensland to introduce the press. Mr. Stensland introduced Andy Shain with *The Post and Courier*, Lucas Daprile with *The State*, and Jack Bingham and Zahida Ashroff with *The Daily Gamecock* on the call.

OPEN SESSION

I. Call to Order

Chair von Lehe called the meeting to order and stated notice of the meeting had been posted and the press notified. The agenda and supporting materials had been circulated, and a quorum was present to conduct business.

MOTION FOR EXECUTIVE SESSION

Chair von Lehe stated there was a need for Executive Session to consider a contractual matter regarding property acquisition, personnel matters related to employment of the University Provost, and evaluations for Secretary Cantey Heath and Chief Audit Executive Pam Dunleavy.

Mr. Mobley made a motion to enter executive session and Mr. Allen seconded the motion. A vote was taken, and the motion carried. Chair von Lehe invited President Caslen, Secretary Heath, Dr. Cooper, Mr. Rankin, Mr. Seaton, Ms. Agardy, Dr. Bon, Mr. Caskey, Ms. Dunleavy, Dr. Harding, Mr. Parham, Dr. Pruitt, Mr. Smith, Mr. Stensland, and Mr. Walton to remain.

EXECUTIVE SESSION

–Executive Session Removed

RETURN TO OPEN SESSION

II. Employment – University Provost

Chair von Lehe called on Mr. Whittle. Mr. Whittle asked the President to provide an organizational chart of his direct reports and job descriptions.

Ms. Moody made a motion that William F. Tate IV be approved as the Executive Vice President for Academic Affairs and Provost, effective July 1, 2020, and that he receive annual compensation of \$465,000, including a \$15,000 USC Educational Foundation Distinguished Professor Stipend, as outlined in the offer letter provided in the Board agenda materials. Mr. Burroughs seconded the motion. A vote was taken, and the motion carried.

President Caslen thanked the Board for support of the selection of Dr. Tate.

III. Evaluation – Secretary of the Board of Trustees

Mr. Hubbard made a motion to approve a two percent salary increase for Board of Trustees Secretary Cantey Heath, effective the next pay period. Dr. Smith seconded the motion. A vote was taken, and the motion carried.

IV. Evaluation – Chief Audit Executive

Ms. Newton made a motion to approve a two percent salary increase for Chief Audit Executive Pam Dunleavy, effective the next pay period, along with a one-time payment of \$1,914. Dr. Smith seconded the motion. A vote was taken, and the motion carried.

Dr. Smith made a motion that the Secretary of the University and the Chief Audit Executive evaluation cycles be conducted simultaneously in the future. Ms. Moody seconded the motion. A vote was taken, and the motion carried.

V. Coronavirus Update

Chair von Lehe called on Dr. Dennis Pruitt for a coronavirus update.

Dr. Pruitt briefed the Board on the University's response to the coronavirus. He advised the situation was evolving rapidly. The University has developed a task force to ensure all guidelines issued by the Center for Disease Control (CDC) and the Department of Health and Environment Control (DHEC) are followed. The goals of the University's response plan include 1) develop and implement an operational plan that is an integral part of local and state response plans 2) stop, slow, or otherwise limit the spread of the virus through disease containment measures 3) limit and/or minimize the health, social and economic disruption resulting from an outbreak 4) reduce illness, death, and psychological impact and 5) sustain the infrastructure and other essential functions and services of the University.

While the first cases of COVID-19 in the U.S. were associated with international travel, local transmission has been documented and more community-associated cases should be expected. COVID-19 is a concern for college and university officials not only because of students, staff, faculty, and visitors traveling to and from COVID-19 affected areas, but also due to the potential for rapid transmission in a congregate setting within campus environments. Key strategies of the University's response to COVID-19 include the following:

- The Emergency Management Team was partially activated on February 22 to bring campus, local, regional, and national experts to assist in the University's response. The team, consisting of experts throughout the campus community, are reviewing the university's Emergency Preparedness Plan and adjusting based on the evolving situation and monitoring the CDC and World Health Organization (WHO) guidance.
- Study Abroad, Visiting Scholars programs and campus partners have met regularly

to ensure the health and safety of the students and scholars. Students have received multiple resources and communication tactics to assist and ensure their health and safety. Students located in the Level 3 Alert areas are being brought back to the US. Study Abroad Programs in areas of the Level 3 Alerts have been canceled through the summer. Faculty and staff travel to these areas has also been suspended.

- A Coronavirus Task Force has been appointed and the group is actively updating and enhancing the University's Pandemic Plan policies, procedures, and processes. The Task Force will assist in recommending institutional policies or advisories for employees and students who travel outside the U.S. This team is preparing the planning assumptions that will be used to inform internal procedures.
- Business and finance continuity plans are an integral part of emergency preparedness and disaster recovery. A Continuity of Operations Plan (COOP) was adopted and is being transmitted to campus leaders. The COOP will allow each area to assess their readiness and plan their response to the pandemic. The COOP will also outline strategies related to employee absences, alternate work sites etc.
- A log of all faculty, staff, students, parents, and community concerns are being recorded and tasks are being assigned for resolution.
- A training program has been completed to respond and educate the community on the outbreak and prevention strategies. The importance of personal emergency planning is also being emphasized. Sample check lists are posted on the website.
- Student Health Services' internal emergency response team was activated to update and test its emergency response plan and has established triage protocols, alternate health care delivery models, surge care plans, internal and external alert systems, and communication tactics to support students, faculty and staff. These plans are informed through experiences with the H1N1 outbreak on campus in 2009, and local and state health officials.
- Mitigation strategies have been updated to include recommendations of social distancing and criteria for quarantine and isolation.

- An emergency phone bank has been established and is ready to activate.
- Adequate supplies and equipment are on hand, and vendors have been identified to procure additional supplies as needed.
- MOUs and collaborative relationships are established with local ambulance and hospitals and public health officials.
- A COVID-19 event communication team is being established to deliver clear and factual data to the campus community. A landing webpage will provide facts and data to keep the campus informed.

Chair von Lehe called for questions of Dr. Pruitt. Mr. Allen inquired if student or faculty returning from a designated country to the University would be required to quarantine for fourteen days. Dr. Pruitt confirmed that is the case and enforcement relied on the honor system. Ms. Newton expressed appreciation for the information sent from the President as very thorough and commended everyone for the work taking place at the University.

VI. Proposed Property Acquisition

Chair von Lehe called on President Caslen to present a proposed property acquisition. Secretary Heath confirmed Trustees Burroughs and Smith recused themselves.

President Caslen advised the presentation was made earlier in the Building and Grounds Committee and a motion was approved in that committee to bring this agenda item to a vote of the full Board of Trustees. He asked if there were any questions or comments.

Hearing none, Chair von Lehe called for a motion to recommend the full Board request the USC Development Foundation (Foundation) purchase from Columbia Venture, LLC, on or before June 30, 2020, the 547 acres tract of land in Richland County, South Carolina (Property) for the sum of \$2,500,000, subject to the following commitments and

contingencies:

1. The University agrees to seek approval from the State of South Carolina to purchase the Property from the Foundation for the sum of \$2,500,000 plus the costs incurred by the Foundation in acquiring the Property, and
2. If approved and authorized by the State of South Carolina, the University agrees to purchase the Property from the Foundation within 24 months from the date the Foundation acquires title to the Property from Columbia Venture, LLC.

Chair von Lehe called for discussion. Mr. Lister asked who would be responsible for maintenance on the property should the State not allow the University to purchase the property from the University Development Foundation and the amount of annual maintenance. Mr. Walton advised the University would be responsible for maintenance going forward at an annual cost of \$220,000. Mr. Lister inquired of Mr. Parham if there were historical or pending legal issues regarding the property. Mr. Parham advised within three years of purchase of the property by Columbia Ventures LLC in 1999 FEMA changed the floodway determinations regarding the property. Columbia Ventures LLC challenged FEMA's findings in federal court. That challenge was unsuccessful. Columbia Ventures LLC filed suit against the contractor FEMA used to provide the model that determined the floodway. That challenge was also unsuccessful. Columbia Venture LLC also filed suit against Richland County. The challenges in all three case were based on Unconstitutional Taking and in each case the challenge was unsuccessful. Mr. Parham advised he had no knowledge of pending litigation at this time.

Chair von Lehe inquired of further discussion. Hearing none he called for the motion. Mr. Warr made the motion. There was no need for second as it came from a committee.

Chair von Lehe asked Secretary Heath for a roll call vote. Those in favor of the motion were Mr. von Lehe, Mr. Mobley, Mr. Adams, Mr. Dozier, Dr. Floyd, Mr. Hubbard, Ms. Moody, Ms. Newton, Ms. Spearman, Mr. Warr, and Mr. Westbrook. Those voting against the motion were Mr. Allen, Mr. Dixon, Mr. Jones, Mr. Lister, Mr. Loadholt. Mr. Whittle abstained.

Secretary Heath confirmed eleven in favor and five against the motion. Mr. Allen asked for a point of order. Mr. Parham advised that Board of Trustee bylaws provides all matters, other than election of University President, coming before the Board shall be determined by a majority vote of members present. The motion carried.

VII. Adjournment

There be no other matters for discussion, Chair von Lehe adjourned the meeting at 1:52 p.m.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "J. Cantey Heath, Jr.", written in a cursive style.

J. Cantey Heath, Jr.
Secretary