



November 5, 2019

Dear USC Community,

We are pleased to announce that today the USC Board of Trustees passed a series of significant and historic changes to its governance structure.

As you know well, USC has grown dramatically over the past few decades. That growth includes a larger student body, more faculty, a fast-growing staff, and operating one of the region's largest medical enterprises in Keck Medicine of USC. However, the Board of Trustees recognized that it has been organized in much the same way as it was thirty years ago. Just as USC has changed, so too must our Board. And, that is what we have done.

Over the past year, the Special Committee on Governance Reform diligently examined best practices at peer institutions and leading organizations across the globe. The committee engaged faculty, staff, student and alumni leaders to understand their priorities and vision. It also held frequent and thoughtful discussions with the full Board as well as with individual Trustees. All of these efforts were to develop recommendations that best position USC for maximum success in the coming decades. At the end of this extensive process, the committee submitted a series of significant changes to modernize the Board's structure and operations.

Today, USC Trustees voted to adopt the following:

- Reduce the overall size of the Board to 35 members within the next few years;
- Commit to a future Board composition that reflects the diversity of the USC community;
- Implement term and age limits for all current and future Trustees;
- Reduce the number of Board committees from eleven to nine;
- Restructure the Executive Committee membership to be comprised of the Board Chair, immediate past Board Chair, University President, and Committee Chairs;
- Strengthen requirements for Board membership;
- Establish new criteria and role requirements for future Life and Honorary Trustees;
- Publish all committee memberships to the USC website for community reference.

The Board embraces these meaningful changes. However, we also recognize that this is just the beginning and our work is never complete. We will constantly and consistently evaluate our structure, processes, and membership to ensure that the Board is fully engaged in best serving our students, patients, faculty, staff, alumni, and the broader community. We are also committed to USC being a leader in university governance especially as higher education continues to evolve.

Thank you to all the USC stakeholders who lent their time, expertise, and voices to this effort. A special thank you to the members of the Special Committee who worked so diligently and thoroughly these past 14 months. Finally, thank you to all Trustees, especially those who will be transitioning off the Board over the next few years, for always placing USC's long-term health and success first. We are forever grateful for their invaluable service and commitment to the Trojan Family.

The Board will keep you updated as we implement these changes and work together to support President Folt in her efforts. We also invite your continued input and feedback to [botchair@usc.edu](mailto:botchair@usc.edu).

Sincerely,

A handwritten signature in blue ink, appearing to read "Rick J. Caruso".

Rick J. Caruso  
Chair, USC Board of Trustees

A handwritten signature in blue ink, appearing to read "Carmen P. Nava".

Carmen Nava  
Chair, Special Committee on Governance Reform