

REVISED



USM Board of Regents
Committee on Organization and Compensation
September 12, 2019
Rms. 2100/2101/2102

UMGC – College Park Marriott Hotel and Conference Center

AGENDA FOR OPEN SESSION

8:30 a.m.

Call to Order

Regent Rauch

1. Proposed Merging of Policy on Affirmative Action and Equal Opportunity / Policy on Non-Discrimination on the Basis of Sexual Orientation / Policy on Acts of Violence and Extremism (action)
2. Committee on Governance and Compensation Charter (action)
3. Revisions to Board of Regents Bylaws (action)
4. Orientation and Development Program (discussion)
5. Board Agenda Guidelines: Consideration of Matters as Individual Items (discussion)
6. Guidelines for Public Comment During Board Meetings (discussion)
7. President and Chancellor Appointment Letters (discussion)
8. Board Self-Assessment (information)
9. Governance and Compensation Work Plan (information)
10. Frostburg State University: Proposed Salary Equity Plan (information)
11. Convene to Closed Session (action)



BOARD OF REGENTS
SUMMARY OF ITEM FOR ACTION,
INFORMATION, OR DISCUSSION

TOPIC: USM Policy Actions:

- Amendment - Policy on Affirmative Action and Equal Opportunity (VI-1.00)
- Rescission - Policy on Non-Discrimination on the Basis of Sexual Orientation and Gender Identity or Expression (VI-1.05)
- Rescission - Policy on Acts of Violence and Extremism (VI-1.10)

COMMITTEE: Organization and Compensation

DATE OF COMMITTEE MEETING: Thursday, September 12, 2019

SUMMARY: In consultation with the Office of the Attorney General, the USM staff proposes the amendment of the current Policy on Affirmative Action and Equal Opportunity (VI-1.00) to establish a general policy on nondiscrimination (to be newly-titled the Policy on Non-Discrimination and Equal Opportunity) consistent with the current legal framework, which no longer requires the statewide affirmative action plan. The proposed, amended non-discrimination policy prohibits discrimination against members of specific protected classes, which, if approved, would make the current USM Policy on Non-Discrimination on the Basis of Sexual Orientation and Gender Identity or Expression (VI-1.05) no longer necessary. Additionally, it was determined that USM's Policy on Acts of Violence and Extremism (VI-1.10) refers to conduct that would be addressed under institution policies applicable to student and employee conduct, as well as applicable federal and state laws, making that USM policy no longer necessary.

Ultimately, the proposed, amended policy is intended to substantively encompass the aforementioned separate policies within one general policy on non-discrimination and was developed with the expectation that student affairs codes and human resources policies also encompass acts of violence against persons or property.

The attached materials include:

1. Current Policy on Affirmative Action and Equal Opportunity - VI-1.00
 - a. Proposed Amendments to Policy on Affirmative Action and Equal Opportunity - redlined
 - b. Proposed Amendments to Policy on Affirmative Action and Equal Opportunity - clean
2. Current Policy on Non-Discrimination on the Basis of Sexual Orientation and Gender Identity or Expression - VI-1.05 (proposed rescission)
3. Current Policy on Acts of Violence and Extremism - VI-1.10 (proposed rescission)

The proposed amendments have been reviewed by USM's presidents, provosts, vice presidents for student affairs, human resources professionals, and members of the Inclusion and Diversity Council. Consideration was given to all comments and suggestions. Dr. Zakiya Lee, Assistant Vice Chancellor for Academic and Student Affairs, will present the proposed actions to the Committee.

ALTERNATIVE(S): Regents could accept or reject the proposed action(s) or request additional information.

FISCAL IMPACT: There is no fiscal impact associated with these policy actions.

CHANCELLOR'S RECOMMENDATION: That the Committee on Organization and Compensation recommend that the Board of Regents (1) amend the Policy on Affirmative Action and Equal Opportunity (VI-1.00) (renaming it the Policy on Non-Discrimination and Equal Opportunity), (2) rescind the Policy on Non-Discrimination on the Basis of Sexual Orientation and Gender Identity or Expression (VI-1.05), and (3) rescind the Policy on Acts of Violence and Extremism (VI-1.10).

COMMITTEE RECOMMENDATION:

DATE: September 12, 2019

BOARD ACTION:

DATE:

SUBMITTED BY: Joann A. Boughman

301-445-1992

jboughman@usmd.edu

132.0 VI-1.00-POLICY ON AFFIRMATIVE ACTION AND EQUAL OPPORTUNITY

(Approved by the Board of Regents on October 19, 1989)

The University of Maryland System is actively committed to providing equal educational and employment opportunity in all of its institutions and programs. All policies, programs, and activities of the University System are and shall be in conformity with all pertinent federal and State laws on non-discrimination regarding race, color, religion, age, national origin, sex, and handicap, including, but not limited to, Title VI of the Civil Rights Act of 1964 as amended, Title IX of the 1972 Education Amendments, and Section 504 of the Rehabilitation Act of 1973.

It is the goal of the University of Maryland System to assure that women and minorities are equitably represented among the student body, faculty, staff, and administration of the institutions constituting the System, so that the System reflects the diversity of the State's population.

The Board of Regents shares with the Maryland Higher Education Commission certain authorities and responsibilities with respect to ensuring equal educational and employment opportunity throughout the University of Maryland System. To assist the Board in carrying out these responsibilities, the following delegations of authority are made.

The Chancellor shall: (1) prepare, in System's name, any plans, reports, or data which the Commission may require the Board to submit in connection with the statewide desegregation and equal opportunity program mandated by State law; (2) be responsible for monitoring the progress made by the University of Maryland System under, and assuring compliance with, the goals, measures, and commitments made in the MHEC statewide desegregation and equal opportunity program; and (3) report quarterly to the Board regarding progress and compliance with the statewide desegregation and equal opportunity program.

The Presidents and Directors shall be responsible for implementing the statewide desegregation and equal opportunity program at their respective institutions. Each President shall designate an individual or office to which inquiries regarding compliance with federal, State, University System laws, policies, or plans with respect to desegregation and equal opportunity may be made.

Replaces Policies VI-21.00 and VI-28.00 of the former Board of Regents of the University of Maryland and Section 0 of Policy

XIII of the former Board of Trustees of the State Universities
and Colleges.

USM Bylaws, Policies and Procedures of the Board of Regents



VI-1.00 POLICY ON NON-DISCRIMINATION AND EQUAL OPPORTUNITY

(Approved by the Board of Regents on October 19, 1989, Amended (____))

I. PURPOSE

This policy affirms the commitment of the University System of Maryland (USM) to diversity, equality of opportunity, human dignity and to fostering a learning and working environment that is that is grounded in respect, civility, and inclusion. These principles require that the treatment of USM students, faculty, staff, and applicants for admission or employment, be based on individual abilities and qualifications and be free from illegal discrimination in any form.

II. PROHIBITION AGAINST DISCRIMINATION

All policies, programs, and activities of the USM are and shall be in conformity with all pertinent federal and State laws on non-discrimination regarding race, color, religion, age, national origin, sex, disability, sexual orientation, gender identity, gender expression, marital status, genetic information, veteran's status, and any other legally-protected characteristic.

This policy prohibits discrimination against students, faculty, staff, and applicants for admission or employment, on the basis of any legally-protected characteristic, in admissions, financial aid, educational services, housing, student programs and activities, recruitment, hiring, employment, appointment, promotion, tenure, demotion, transfer, layoff or termination, compensation, selection for training and professional development, and employee services. This policy also prohibits retaliation against any student, faculty, staff, or applicant for admission or employment who asserts a claim of discrimination under this policy or one who participates in an investigation of a complaint of discrimination.

III. IMPLEMENTATION

The Presidents shall be responsible for ensuring compliance at their respective institutions with all State and federal laws regarding non-discrimination and hiring preferences.

- Deleted:** AFFIRMATIVE ACTION
- Deleted:** of Maryland
- Deleted:** and
- Deleted:** and
- Deleted:** and
- Commented [BK2]:** We suggest that this policy incorporate and replace the current USM VI-1.10 Policy on Acts of Violence and Extremism, which appears to address hate crimes, because hate crimes are covered under this Policy as harassment based on protected characteristics.
- Deleted:** or
- Deleted:** harassment.
- Deleted:** is actively committed to providing equal educational and employment opportunity in all of its institutions and programs.
- Deleted:** AND HARASSMENT
- Commented [BK4]:** This policy incorporates the applicable provisions of the current USM VI-1.05 Policy of Non-Discrimination on the Basis of Sexual Orientation and Gender Identity or Expression. These protections are now part of federal and state statutory and case law, which define the terms and set forth the scope of protection.
- Deleted:** and handicap
- Deleted:** including, but not limited to, Title VI of the Civil Rights Act of 1964 as amended, Title IX of the 1972 Education Amendments, and Section 504 of the Rehabilitation Act of 1973....
- Deleted:** and harassment
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- Deleted:** rates of pay
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- Deleted:** or harassment
- Commented [BK8]:** This language was included in this policy pursuant to Md. Code, Education, §11-105(f) (State Desegregation Plan). It is our understanding that MHEC and the USM completed their obligations under the statute in 2005. While the language was necessary at the time the policy was adopted in 1989, it is no longer necessary.
- Deleted:** It is the goal of the University of Maryland System to assure that women and minorities are equitably represented among the student body, faculty, staff, and administration of the institutions constituting the System, §11
- Deleted:** and Directors
- Deleted:** implementing the statewide desegregation and equal opportunity program ensuring compliance
- Commented [BK9]:** There are federal and State hiring ... [2]

USM Bylaws, Policies and Procedures of the Board of Regents

Each President shall designate an individual or office to which inquiries may be made regarding compliance with federal and State laws and USM policies, with respect to equal opportunity,

Replaces VI-1.00-Policy on Affirmative Action and Equal Opportunity, VI-1.05 Policy of Non-Discrimination on the Basis of Sexual Orientation and Gender Identity or Expression, and VI-1.10 Policy on Acts of Violence and Extremism.

Deleted: University System laws,

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Deleted: Policies VI-21.00 and VI-28.00 of the former Board of Regents of the University of Maryland and Section O of Policy XIII of the former Board of Trustees of the State Universities and Colleges

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Page 1: [2] Commented [BK9] **Bainbridge, Katherine** **1/20/17 12:25:00 PM**

There are federal and State hiring preferences for individuals with disabilities.



USM Bylaws, Policies and Procedures of the Board of Regents



VI-1.00 – POLICY ON NON-DISCRIMINATION AND EQUAL OPPORTUNITY

(Approved by the Board of Regents on October 19, 1989, Amended (____))

I. PURPOSE

This policy affirms the commitment of the University System of Maryland (USM) to diversity, equality of opportunity, human dignity and to fostering a learning and working environment that is grounded in respect, civility, and inclusion. These principles require that the treatment of USM students, faculty, staff, and applicants for admission or employment, be based on individual abilities and qualifications and be free from illegal discrimination in any form.

II. PROHIBITION AGAINST DISCRIMINATION

All policies, programs, and activities of the USM are and shall be in conformity with all pertinent federal and State laws on non-discrimination regarding race, color, religion, age, national origin, sex, disability, sexual orientation, gender identity, gender expression, marital status, genetic information, veteran's status, and any other legally-protected characteristic.

This policy prohibits discrimination against students, faculty, staff, and applicants for admission or employment, on the basis of any legally-protected characteristic, in admissions, financial aid, educational services, housing, student programs and activities, recruitment, hiring, employment, appointment, promotion, tenure, demotion, transfer, layoff or termination, compensation, selection for training and professional development, and employee services. This policy also prohibits retaliation against any student, faculty, staff, or applicant for admission or employment who asserts a claim of discrimination under this policy or one who participates in an investigation of a complaint of discrimination.

III. IMPLEMENTATION

The Presidents shall be responsible for ensuring compliance at their respective institutions with all State and federal laws regarding non-discrimination and hiring preferences. Each President shall designate an individual or office to which inquiries may be made regarding compliance with federal and State laws and USM policies, with respect to equal opportunity.

Replaces VI-1.00-Policy on Affirmative Action and Equal Opportunity, VI-1.05 Policy of Non-Discrimination on the Basis of Sexual Orientation and Gender Identity or Expression, and VI-1.10 Policy on Acts of Violence and Extremism.

VI-1.05 POLICY OF NON-DISCRIMINATION ON THE BASIS OF SEXUAL ORIENTATION AND GENDER IDENTITY OR EXPRESSION

(Approved by the Board of Regents, July 11, 1997; amended, June 22, 2012)

PURPOSE

This policy affirms that the University System of Maryland's (USM) commitment to the most fundamental principles of academic freedom, equality of opportunity, and human dignity includes the protection of members of the USM community from discrimination based on sexual orientation and gender identity and expression. These principles require that the treatment of students, faculty, and staff of USM institutions, and applicants for admission and employment, be based on individual abilities and qualifications and be free from invidious discrimination.

I. DEFINITIONS

For the purposes of this policy, the following definitions apply:

- A. "Gender identity or Expression" is defined as a person's actual or perceived gender identity, self-image, appearance, behavior, or expression, regardless of whether that identity, self-image, appearance, behavior, or expression is different from that traditionally associated with the person's gender at birth.
- B. "Sexual Orientation" is defined as the identification, perception, or status of an individual as to homosexuality, heterosexuality, or bisexuality.

II. PROHIBITION AGAINST DISCRIMINATION BASED UPON SEXUAL ORIENTATION OR GENDER IDENTITY AND EXPRESSION

- A. This policy specifically prohibits discrimination against students, faculty, and staff on the basis of sexual orientation or gender identity and expression in academic admissions, financial aid, educational services, housing, student programs, and activities, recruitment, hiring, employment, appointment, promotion, tenure, demotion, transfer, layoff or termination, rates of pay, selection for training and professional development, and employee services.

- B. The USM reserves the right to comply with conditions on the application of this policy required by the terms of any bona fide employee benefit plan such as a retirement, pension, or insurance plan, and to enforce or comply with any Federal or State law, regulation, or guidelines, including conditions for the receipt of federal funding.

III. IMPLEMENTATION

- A. The protections of this policy shall be included in all appropriate USM and institution equal opportunity statements and related documents.
- B. The USM and each institution shall include the protections of this policy in its procedures to implement and enforce its equal opportunity and non-discrimination policies, including the identification of those officials responsible for receiving, investigating and resolving complaints of discrimination prohibited by this policy.

137.0 VI-1.10-POLICY ON ACTS OF VIOLENCE AND EXTREMISM

(Approved by the Board of Regents on January 11, 1990)

The essential nature of the University requires an atmosphere of tolerance and understanding of diverse groups, ideas, and opinions.

Acts of destruction or violence which are racially, ethnically, religiously, and/or otherwise motivated against the person or property of others and which infringe on the rights and freedom of others will not be tolerated at the University System's institutions or facilities.

Individuals committing such acts at any facility of the System are subject to campus judicial and personnel action, including suspension, expulsion or termination.

In addition, the Board of Regents encourages its institutions to pursue criminal prosecution of persons committing such acts under State and federal criminal laws.

Replacement for: BOR VI-36.00, and
BOT Resolution 1984-14



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Committee on Governance and Compensation Charter

COMMITTEE: Organization and Compensation

DATE OF MEETING: September 12, 2019

SUMMARY: The Association of Governing Board (AGB) review of the University System of Maryland Board of Regents produced several recommendations to strengthen the board's governance. Among them was the recommendation to establish a governance committee to ensure the Board operates according to sound governance practices. To implement this recommendation, the board proposed charging the Committee on Organization and Compensation—pending committee name change to the Committee on Governance and Compensation—with this responsibility in addition to the committee's existing responsibilities related to personnel and compensation. The attached charter reflects outlines the responsibilities of the new Governance and Compensation Committee

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Fiscal impact is minimal.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review and discuss the revised charter.

COMMITTEE ACTION: DATE: September 12, 2019

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwickerson@usmd.edu, 410-576-5734 or 301-445-1906

Committee on Governance & Compensation

PURPOSE

To assist the Board of Regents in fulfilling its responsibilities for the oversight of leadership of the University System of Maryland, specifically pertaining to optimal performance of the Board and personnel matters.

RESPONSIBILITIES

The Governance and Compensation Committee meets six times annually and, with the approval of the BOR, is granted the authority to ensure that the Board operates according to good governance principles and realizes its full potential as a high performing Board. The committee is charged with reviewing matters pertaining to the organization and leadership structure of the University System of Maryland, its constituent institutions and centers and the System Office, other personnel matters such as collective bargaining agreements, compensation for individuals under BOR Policy VII-10.0 and matters pertaining to the optimal operation of the BOR.

- A. Leads the Board in evaluating its performance, including developing guidelines for Board evaluations, administering biannual Board self-assessments, coordinating periodic comprehensive reviews of the Board, and assessment of Board committees.
- B. Reviews Board Bylaws as needed and recommends changes for Board approval.
- C. Reviews the program for new Regent orientation and ongoing Board development to ensure that Regents receive appropriate education and training, including Regent Mentor program and Regent Liaison Program.
- D. Reviews and monitors compliance related to Board composition and Regent attendance.
- E. Certifies the annual review of committee charters.
- F. Defines and implements USM's philosophy for executive compensation, including
 - Periodic benchmarking and aging of peer compensation data;
 - Conducting a comprehensive review of peer data every 3 – 5 years;
 - Utilizing data to inform compensation for new presidents and chancellors; and
 - Monitor trends in compensation and maintain compensation tally sheets.
- G. Develops and implements a framework for goal setting and annual and comprehensive executive performance review, including
 - Establishing/reviewing guidelines for comprehensive performance reviews of the USM Presidents and Chancellor
 - Approving annual goals for the Chancellor and USM Presidents,
 - Reviewing annual performance assessments of the USM Presidents and Vice Chancellors,
 - Conducting an annual review of the Chancellor,

- Conduct a comprehensive review of the Presidents every 3 – 5 years and review feedback,
 - Under special circumstances, request additional performance reviews of the Chancellor and USM presidents, as appropriate
- H. Recommends to the Board appointments and compensation for an Acting or Interim Chancellor or, on the recommendation of the Chancellor, Acting or Interim Presidents in the event of vacancies.
- I. Monitors trends and opportunities for succession planning and leadership development
- J. Maintains guidelines for Chancellor and Presidents Searches.
- K. Maintains an annual calendar for the Governance and Compensation Committee
- L. Maintains a schedule for USM policy review.
- M. Reviews contracts and appointment letters of highly-compensated personnel entered into by the USM and its institutions in accordance with Board of Regents Policy VII-10.0 Policy on Board of Regents Review of Certain Contracts and Employment Agreements.
- N. Reviews and recommends for board approval, as appropriate, collective bargaining agreements and related reporting on collective bargaining activity in the USM.

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BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Revisions to Board of Regents Bylaws

COMMITTEE: Organization and Compensation

DATE OF MEETING: September 12, 2019

SUMMARY: During the 2019 legislative session, the General Assembly passed legislation (Senate Bill 719/House Bill 533) to address Board of Regents' transparency and oversight matters. This legislative action, along with implementation of recommendations from the Association of Governing Boards' governance review, warranted revision to the Board of Regents Bylaws. The attached document redlines these revisions along with minor technical edits.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Fiscal impact includes costs associated with additional Regents on the board and the cost to institutions to live stream board meetings.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review and discuss the revisions to the Board of Regents Bylaws.

COMMITTEE ACTION: DATE: September 12, 2019

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwickerson@usmd.edu, 410-576-5734 or 301-445-1906



BYLAWS OF THE BOARD OF REGENTS
OF THE UNIVERSITY SYSTEM OF MARYLAND

(Adopted by the Board of Regents, April 5, 1989; Amended, September 27, 1990; Amended February 27, 1991; Amended June 9, 1995; Amended August 25, 1995; Amended December 1, 1995; Amended April 12, 1996; Amended April 4, 1997, Amended December 8, 2000, Amended August 23, 2002; Amended September 12, 2003; Amended December 12, 2003, Amended October 21, 2005, Amended September, 2008, Amended April 15, 2011, Amended December 7, 2012, Amended April 11, 2014, Amended June 10, 2016, Amended December 9, 2016, Amended February 22, 2019, Amended _____, 2019 to be effective July 1, 2019)

PREAMBLE

Pursuant to the powers vested in the Board of Regents of the University System of Maryland, as provided by law, the following is hereby adopted and declared as the bylaws of the Board of Regents of the University System of Maryland.

ARTICLE I
CORPORATE NAME, PURPOSE, AND POWERS

Section 1. The Board of Regents (hereafter "the Board") is the body established by statute and charged with responsibility for the governance and management of the University System of Maryland (hereafter "the University System") and all constituent institutions, centers, and institutes thereof.

Section 2. The University System of Maryland is a body corporate and politic, an instrumentality of the State, a public corporation, and an independent unit of State government.

Section 3. In addition to any other powers granted and duties imposed by Title 12 of the Education Article, Maryland Annotated Code, and subject to the provisions of Title 11 of that Article pertaining to the Maryland Higher Education Commission, and subject to any other restriction expressly imposed by law or by any trust agreement involving a pledge of property or money, the Board is responsible for the management of the University System and has all the powers, rights, and privileges that go with that responsibility, including the power to conduct or maintain any institutions, centers, schools, or departments in the University System at the locations the Board determines. As provided by statute, the Board may not be superseded in its authority by any other State agency or office in managing the affairs of the University System or of any constituent institutions and centers under the Board's jurisdiction. In addition, the Board has all the powers of

granted a Maryland corporation which are not expressly limited by law, as well as all powers conferred on it by the Act of Incorporation of the Maryland College of Agriculture, the Charter of the University of Maryland and the charter of any constituent institution.

Section 4. Subject to Article ~~VIII~~, Section 8 of these bylaws, the Board may make rules and regulations, and prescribe policies and procedures, for the management, maintenance, operation, and control of the University System.

Section 5. Except with respect to changing the name of any institution, establishing any new institution or branch or center or institute, merging, consolidating or closing any institution or center or institute, and selling or exchanging real property, the Board may delegate any part of its authority over the affairs of the constituent institutions and centers to the Chancellor or the Presidents, or to any advisory bodies the Board establishes pursuant to ~~statute~~Section 12-201 of the Education Article, Maryland Annotated Code. The Board may modify or rescind any such delegation of authority at any time in whole or in part.

ARTICLE II OFFICERS OF THE BOARD

Section 1. The officers of the Board shall be a Chairperson, a Vice Chairperson, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. Additional officers deemed necessary or essential to the operation of the University System may be established by the Board ~~of Regents~~ at any time.

Section 2. ~~Commencing in 2019, The~~ The officers of the Board shall be elected at the ~~annual~~ election meeting of the Board by the majority vote of the members of the Board participating in and eligible to vote at such election ~~the meeting~~. They shall hold offices ~~from the time of their election commencing January 1, -and continuing~~ until their successors are elected at the ~~next annual~~ next annual ~~election~~ meeting and take office on the January 1 following such election. ~~The person elected as Chairperson of the Board shall serve in that position subject to the advice and consent of the Senate; a Chairperson who has been confirmed by the Senate is not subject again to the advice and consent of the Senate during the period of continuous service as Chairperson.~~

Section 3. Vacancies in any office shall be filled by the Board by the majority vote of the ~~voting~~ members of the Board participating in and eligible to vote at the meeting at which such vote is held, and eligible to vote at such meeting. Officers elected to fill vacancies shall serve until their successors are elected at ~~the next annual~~ the next election meeting and take office on January 1 following such election.

ARTICLE III DUTIES OF OFFICERS

Section 1. Chairperson. The Chairperson is authorized to represent the Board before all public bodies, to preside at the meetings of the Board, to sign on behalf of the Board papers authorized by the Board or as required by law, and to perform such other duties as the Board may from time to time assign.

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Section 2. Vice Chairperson. At the request of or in the absence or disability of the Chairperson, the Vice Chairperson shall perform all of the duties of the Chairperson except as otherwise provided in Section 3 of this Article and, while so acting, shall have all of the powers and authority of the Chairperson. In addition, the Vice Chairperson shall perform such other duties as from time to time may be assigned by the Board.

Section 3. Secretary. The Secretary shall approve a record of the proceedings of all meetings of the Board and its committees. The official records of the Board shall be maintained in the Chancellor's Office, or at such other designation location as the Board may from time to time determine. At the request of or in the absence or disability of the Chairperson, The the Secretary is authorized to sign on behalf of the Board papers authorized by the Board or required by law. The Secretary shall perform such other duties as from time to time may be assigned by the Board or by the Board Chairperson.

Section 4. Assistant Secretary. The Assistant Secretary shall, in the absence of the Secretary, perform the duties of the Secretary, and such other duties as may be authorized assigned by the Board.

Section 5. Treasurer. The duties of the Treasurer shall be such as may be designated assigned by the Board.

Section 6. Assistant Treasurer. The Assistant Treasurer shall, in the absence of the Treasurer, perform the duties of the Treasurer, and such other duties as may be authorized assigned by the Board.

ARTICLE IV

THE CHIEF EXECUTIVE OFFICER OF THE UNIVERSITY SYSTEM OF MARYLAND AND CHIEF OF STAFF TO THE BOARD OF REGENTS

Section 1. After a thorough search, the Board of Regents shall appoint a qualified person as Chancellor of the University System of Maryland.

Section 2. The Chancellor is the Chief Executive Officer of the University System of Maryland and the Chief of Staff for the Board.

Section 3. The Chancellor serves at the pleasure of the Board and is entitled to the compensation established by the Board, subject to Section 7 below.

Section 4. The Chancellor shall advise the Board of Regents on System-wide policy; conduct System-wide planning; coordinate and arbitrate among the institutions and centers of the University System; assist the institutions in achieving performance goals in accordance with their adopted performance accountability plans; provide technical assistance to institutions and centers such as legal and financial services; perform the duties the Board of Regents assigns and that are required by Title 12 of the Education Article, Maryland Annotated Code; and see that the policies of the Board of Regents are carried out.

Section 5. The Chancellor, in carrying out the duties assigned, shall be the Chief Executive Officer of the System Office. Subject to the authority and applicable regulations and policies of the Board, the Chancellor shall appoint, promote, fix salaries, grant tenure, assign duties and terminate personnel in the System Office and other components not included in constituent institutions.

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Section 6. Upon written confirmation by a constituent institution that the president has been reviewed and is recommended for tenure as a member of the faculty in accordance with the institution's tenure review policies and procedures, the Chancellor may grant final tenure approval.

Section 7. Through June 30, 2021, the Board of Regents shall notify the Governor, the President of the Senate, and the Speaker of the House at least 30 days before the effective date of any contractual salary increase, negotiated severance, or any other financial bonus for the Chancellor.

ARTICLE V
CHIEF EXECUTIVE OFFICERS OF INSTITUTIONS

Section 1. In consultation with the Chancellor and after a thorough search, the Board of Regents shall appoint a qualified person as President of each constituent institution. Through June 30, 2021, the Board of Regents shall approve the membership of any search committee convened to recommend to the Board a qualified person as President of a constituent institution.

Section 2. The President of each constituent institution serves at the pleasure of the Board of Regents and is entitled to the compensation established by the Board.

Section 3. The President of each constituent institution shall serve as the Chief Executive Officer of the institution; is responsible and accountable to the Board of Regents for the discipline and successful conduct of the institution and supervision of each of its departments; and shall take every initiative in:

- A. Implementing policies of the Board and the constituent institutions, and
- B. Promoting the institution's development and efficiency.

Section 4. Subject to the authority and applicable regulations and policies of the Board, the President of each constituent institution shall:

- A. Develop a plan of institutional mission, goals, priorities, and a set of peer institutions in accordance with Subtitle 3 of Title 11 of the Education Article, Maryland Annotated Code;
- B. Have the authority to develop new academic programs and curtail or eliminate existing programs;
- C. Formulate operating and capital budget requests;
- D. Appoint, promote, fix salaries, grant tenure, assign duties, and terminate personnel;
- E. Have the authority to create any position within existing funds available to the University, to the extent the cost of the position, including the cost of any fringe benefits, is funded from existing funds;
- F. Establish admission standards;
- G. Set tuition and fees;
- H. Administer financial aid;
- I. Enter into contracts and cooperative agreements;

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J. Have the authority to accept gifts and grants and maintain and manage endowment income;

K. Have the authority to recommend change in the name or status of the institution;

L. Regulate and administer athletic and student activities;

M. In compliance with State, federal, and Board mandates and policies, oversee affirmative action and equal employment opportunities;

N. Establish organizations for the administration of campus alumni affairs;

O. Be responsible for all academic matters;

P. Have the authority to establish and appoint an institutional ~~Board~~ board to:

1. Provide advice to the President;
2. Assist in community relations;
3. Assist in institutional development; or
4. Provide any other assistance requested by the President;

Q. Establish traffic regulations for the campus;

R. Designate one or more representatives to participate as a party in collective bargaining on behalf of the institution in accordance with Title 3 of the State Personnel and Pensions Article, Maryland Annotated Code; and

S. Perform any other duties assigned by the Board.

ARTICLE VI COUNCILS

Section 1. The Board shall establish a Council of University System Presidents, a Council of University System Faculty, a Council of University System Staff, and a University System of Maryland Student Council.

Section 2. These Councils shall serve in an advisory capacity to the Chancellor and may, from time to time, make reports and recommendations to the Board.

Section 3. The Board may appoint advisory committees to advise it in exercising its authority. The Board may, by resolution approved by majority vote of the members of the Board who are participating and eligible to vote at any regular meeting, appoint advisory committees to advise it in exercising its authority, provided, however, that for each such committee the enabling resolution shall describe the committee's responsibility and shall specify a life for the committee. The life of the advisory committee shall not exceed one year, unless renewed for a specific period by subsequent resolution of the Board.

Section 4. The Council of University System Faculty (CUSF) shall designate a Faculty Advisor to the Board of Regents. The Faculty Advisor will serve a one-year term beginning with the annual meeting

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of the Board. The Faculty Advisor may attend and participate in ~~public-open~~ meetings of the Board and its committees and ~~Executive-Closed~~ sessions of the Board and its committees which are open to ~~all~~ the System Presidents, provided that the Regents may vote to exclude the ~~Faculty~~ Advisor from any ~~Executive-closed Session~~ session. At such meetings ~~as the Faculty Advisor attends~~, the Faculty Advisor will be afforded the same opportunity to participate in any discussion as is afforded Presidents. The Faculty Advisor may not attend those ~~Executive-Closed~~ sessions of the Board which are not open to ~~all~~ the System Presidents. The Faculty Advisor may not vote on any matter voted upon by the Regents.

Section 5. The Council of University System Staff (CUSS) shall designate a Staff Advisor to the Board of Regents. The Staff Advisor will serve a one-year term beginning with the annual meeting of the Board. The Staff Advisor may attend and participate in ~~public-open~~ meetings of the Board and its committees and ~~Executive-Closed~~ sessions of the Board and its committees which are open to ~~all~~ the System Presidents, provided that the Regents may vote to exclude the ~~Staff~~ Advisor from any ~~Executive-closed Session~~ session. At such meetings ~~as the Staff Advisor attends~~, the Staff Advisor will be afforded the same opportunity to participate in any discussion as is afforded Presidents. The Staff Advisor may not attend those ~~Executive-closed Sessions~~ sessions of the Board which are not open to ~~all~~ the System Presidents. The Staff Advisor may not vote on any matter voted upon by the Regents.

ARTICLE VII DUTIES AND RESPONSIBILITIES OF THE BOARD OF REGENTS

Section 1. The Board ~~of Regents of the University System of Maryland~~ shall approve and adopt a System-wide plan of higher education which shall provide through its various campuses and programs a continuum of educational services including undergraduate education, graduate education, professional programs, and research to achieve and sustain national eminence, with each component fulfilling a distinct and complementary mission, as provided by Titles 10 and 12 of the Education Article, Maryland Annotated Code.

Section 2. The Board shall review, approve and adopt individually, and on a System-wide basis, mission statements of each constituent institution to assure that:

- A. They are consistent with the Maryland Charter for Higher Education and the System-wide plan;
- B. They will promote the ~~effective and~~ efficient ~~and effective~~ use of each institution's and the System's resources; and the Board shall consolidate the statements into an adopted System-wide statement to be presented to the Maryland Higher Education Commission for approval.

Section 3. The Board shall review, approve, and adopt a performance accountability plan for each constituent institution in accordance with the provisions of Title 12 of the Education Article, Maryland Annotated Code; shall annually receive and review from the President of each constituent institution a written report on the attainment by the institution of the objectives in the performance accountability plan of the institution; shall submit the report to the Maryland Higher Education

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Commission; and shall hold each President accountable for meeting the objectives of the performance accountability plan.

Section 4. In consultation with the institutions and the Chancellor, the Board shall establish standards for funding based on differences in the size and mission of the constituent institutions; review, modify as necessary, and approve consolidated budget requests for appropriations for the University System of Maryland with respect to:

- A. The operating budget, and
- B. The capital budget; ~~and~~

~~and~~ submit these requests for appropriations organized by constituent institutions to the Commission, Governor, and General Assembly.

Section 5. ~~The Board of Regents shall review the annual financial disclosure statements filed in accordance with Section 5-607 of the General Provisions Article, Maryland Annotated Code, by the Chancellor and the Presidents.~~

Section 6. ~~The Board of Regents shall provide each member appointed to the Board, at the time of appointment and at reasonable intervals, with education and training on the Board's governance policies, fiduciary responsibilities, legal obligations, oversight of personnel policies, oversight of constituent institutions, and other responsibilities.~~

Section 7. ~~The Board of Regents shall approve the membership of any search committee convened to recommend to the Board a qualified person as president of a constituent institution to the Board of Regents.~~

Section 8. The Board shall perform and carry out as required all of the mandates and provisions as contained in ~~the Titles of~~ the Education Article, Maryland Annotated Code.

ARTICLE VIII STUDENT REGENTS

Section 1. There shall be two Student Regents who shall be students in good academic standing at an institution under the jurisdiction of the Board. Except for a student who is enrolled at the University of Maryland Global Campus, a Student Regent must be a full-time student.

Section 2. A new Student Regent shall be appointed July 1 of each year, and shall serve for a term of two years from such appointment. A student regent may be reappointed if the individual remains a student at any campus of the University System. Student Regents shall be appointed by the Governor, with the advice and consent of the Senate during the legislative session following appointment.

Section 3. Only one of the two Student Regents shall have the authority to vote. A Student Regent shall be a voting member of the Board for only one year of a two-year term. Generally, the first year of a Student Regent's two-year term shall be in a non-voting capacity, and the second year of the term shall be in a voting capacity. The Board, however, may deviate from this practice by vote of a majority of the members of the Board who are participating and eligible to vote at the meeting at

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which such vote is taken, provided that such action does not strip a qualified, voting Student Regent of the authority to vote.

Section 4. A Student Regent's appointment shall automatically terminate if the individual no longer meets the requirements of Section 1 of the Article VIII.

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ARTICLE ~~VIII~~X

BOARD MEETINGS

Section 1. Regular Meetings. The Board shall hold at least six regular meetings during each fiscal year ending June 30, at such time and place as the Board may determine. One of the regular meetings shall be held during the month of June ~~and shall be designated as the annual meeting, and shall be designated as the annual meeting,~~ at which time ~~officers of the Board shall be elected,~~ the Chancellor shall make an annual report, and the Chairperson shall present a schedule of the time and place of regular meetings for the ensuing year for approval by the ~~majority~~ vote of ~~a majority of the members of the Board of Regents who are participating in the annual meeting and eligible to vote at such meeting.~~ One of the regular meetings shall be held during the month of December and shall be designated as the election meeting, at which time officers of the Board shall be elected by vote of a majority of the members of the Board who are participating in the meeting and who are eligible to vote at such meeting. Except in an emergency, as determined by the Chairperson, the date of the annual meeting, the election meeting and other regular meetings may be changed only by majority vote of ~~all the~~ members of the Board who are participating in the meeting and who are eligible to vote at such meeting. In the event of an emergency, as determined by the Chairperson, the Chairperson shall designate a new date for the annual meeting, the election meeting, and other regular meetings.

Section 2. Location of Meetings. The Board shall hold its regular meetings at the constituent institutions within the System to the extent feasible and appropriate. The Chairperson, in consultation with the Chancellor, shall designate the location of each meeting of the Board for the coming fiscal year.

Section 3. Meeting Agenda. An agenda for the Annual Meeting and for regular meetings of the Board shall be prepared by the Chancellor in accordance with directions of the Board Chairperson and shall be sent by the Chancellor to each member of the Board at least seven days in advance of each meeting. Discussions and actions by the Board shall not, however, be limited to the items included on the agenda but may include any business not inconsistent with applicable law and the bylaws and within the duties and powers of the Board.

Section 4. Special Meetings. The Board shall hold special meetings upon the call of the Chairperson. The Chairperson may call a special meeting at his/her initiative or in response to the written request of ~~five-six voting~~ members of the Board at any time. Five days' notice of any special meeting shall be given to all Board members, except when the Chairperson determines that special circumstances warrant a shorter notice. At special meetings, only matters covered in the notice to members may be transacted.

Special meetings may be conducted by telephone or video conferencing, provided that all participating Regents deliberate collectively, each in the hearing of every other Regent and others in attendance at the meeting, provided that all legal requirements for such meeting are met, including those set forth in Sections 9 and 10 of this Article. Individual Regents may participate in a Board meeting through such means, and such participating Regents as are eligible to vote shall be

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counted for quorum purposes and their votes shall be counted when determining the actions of the Board.

Section 5. Quorum. A quorum for any meeting of the Board ~~of Regents~~ shall consist of a majority of voting members of the Board. No formal action may be taken by the Board without the approval of a majority of the ~~voting~~ members of the Board who are participating in the meeting and who are eligible to vote at such meeting. Regents may monitor Board meetings by telephone but may not be counted for quorum purposes and they shall not vote on actions of the Board, except as otherwise provided in Section 4 of this Article.

Section 6. Addressing the Board. ~~Employees of the System (other than Presidents, major unit heads, councils established by the Board, and General Counsel legal counsel to the Board) wishing to address the Board should submit a written request through appropriate channels to the Chancellor at least forty-eight hours in advance of the meeting of the Board. Each open meeting of the Board shall allow reasonable time for public comment. The Board will establish a protocol for advance sign up by persons who wish to comment at an open meeting of the Board, limits on time for an individual's comments, and overall limit on the time for all public comments; any aspect of the protocol may be waived by the Board provided that such waiver shall still permit the efficient conduct of the Board meeting. Persons not employed in the System wishing to address the Board should submit a written request directly to the Chancellor at least forty-eight hours in advance of the meeting of the Board. The Chancellor shall present such requests to the Chairperson, who may deny the request, refer the matter to an appropriate Committee of the Board for consideration, or recognize the non-members to address the Board at a meeting, provided they adhere to the subject deemed appropriate by the Chairperson and limit their presentation as requested by the Chairperson.~~
The Council of University System

~~Presidents, the Council of University System Faculty, the Council of University System Staff and the University System of Maryland Student Council may, from time to time, make reports and recommendations to the Board.~~

Section 7. Notice of Meetings. Notice of regular meetings of the Board ~~of Regents~~ shall be given to State officials as required by Section 12-103 of the Education Article, Maryland Annotated Code, and to other appropriate State officials, ~~shall be published in the Maryland Register and to the public as permitted by Section 3-302 of the General Provisions Article, Maryland Annotated Code~~ and shall be available, on request, in the Office of the Chancellor. As officers of the University System, the Chancellor and each President and major unit heads shall be invited to be present at all ~~public open~~ meetings of the Board and its Committees. The Chancellor shall give notice to such other persons as the Chancellor may deem appropriate.

Section 8. Open Meetings. All Board meetings shall be conducted in accordance with Title 3 of the General Provisions Article, Maryland Annotated Code.

Section 9. Live Streaming. All open meetings of the Board ~~of Regents~~ shall be made available to the public by live and archived video streaming.

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Section 10. Motions and Vote Tallies. The Board of Regents shall include all motions and vote tallies from open and closed sessions in Board minutes that are made publicly available in accordance with Title 3 of the General Provisions Article, Maryland Annotated Code.

ARTICLE ~~X~~
BOARD COMMITTEES

Section 1. Standing Committees of the Board of Regents. The Standing Committees of the Board are the Committee on Audit, the Committee on Education Policy and Student Life, the Committee on Finance, the Committee of the Whole, the Committee on ~~Organization Governance~~ and Compensation, the Committee on Advancement, and the Committee on Economic Development and Technology Commercialization.

Section 2. Appointment of Standing Committee Members, Chairpersons, and Vice Chairpersons. Subject to the provisions of Section 6 of this Article, the Chairperson of the Board, at the annual election meeting of the Board or as soon thereafter as practicable, shall, after consulting with the members of the Board, appoint members to each of the Standing Committees for the coming year. In addition, the Chairperson of the Board shall designate the Chairperson and the Vice Chairperson of each Standing Committee. In making such appointments, the Chairperson shall determine the number of members on each Standing Committee. In case of a vacancy on a Committee, the Chairperson of the Board shall may appoint a new member for the unexpired term. Each Committee member shall serve at the pleasure of the Board Chairperson. The Chairperson of the Board shall be an ex officio voting member of all Standing Committees.

Section 3. Committee on Audit.

A. The Committee on Audit shall render advice and assistance to the Board of Regents in fulfilling its fiduciary responsibilities for overseeing adequacy of and compliance with the internal controls of the University System of Maryland and the sufficiency and appropriateness of its financial reporting.

B. This Committee shall review independent audit proposals including the scope of examination, services to be provided, reports to be rendered and fees to be charged, recommend to the Board the selection and scope of work of the independent external auditor of the University System of Maryland, review findings received there from and provide the Board with appropriate reports.

C. This Committee shall review legislative audits of the institutions of the University System and institutional responses thereto, and provide the Board with appropriate reports.

D. This Committee shall review and recommend to the Board the scope of the internal audit function. The Committee shall review the Charter of the Office of Internal Audit, its annual plan of work, its reports and administrative actions taken regarding its recommendations, and its annual report of significant audit items, and shall provide the Board with appropriate reports on the activities of that office.

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E. In fulfillment of these responsibilities this Committee shall foster direct communications with the external auditors on an annual basis or as otherwise deemed appropriate, and shall assure direct access from the Office of the Internal Auditor, including meeting privately, at least on an annual basis, with the Director of Internal Audit.

F. This Committee shall monitor the Board's observance of the Maryland Public Ethics Law as it pertains to possible conflict of interest with matters of the [University System of Maryland](#) ~~USM~~ [University System](#).

Section 4. Committee on Education Policy and Student Life.

A. The Committee on Education Policy and Student Life shall consider all matters relating to education policies and programs for all institutions and major units, and all issues relating to academic programs such as curriculum development, adequacy of instructional facilities and institutional support for student academic services.

B. This Committee shall consider proposals for new programs and then refer to the Board.

C. This Committee shall also consider matters relating to faculty, including but not limited to conditions affecting recruitment and retention, and issues brought to the Advisory Councils.

D. This Committee shall also consider matters and policies related to students such as student recruitment, student support services, financial aid, campus safety and security, transfer and articulation, and extracurricular activities including athletics.

E. This Committee shall also consider matters and policies on inter-institutional cooperation, System-wide activities, collaboration with affiliated organizations, and alumni engagement.

F. On all matters provided for in paragraphs A, C, D and E, this Committee shall report to the Board and make recommendations as appropriate.

G. This Committee shall also consider related matters brought to it by the Chancellor or the Board.

Section 5. Committee on Finance.

A. The Committee on Finance shall consider and report or recommend to the Board on all matters related to financial affairs (including affiliated foundations and alumni associations). The Committee shall consider and recommend the annual operating and capital budgets and amendments thereto. The Committee shall also consider and recommend compensation policies for all staff.

B. This Committee shall consider and report or recommend to the Board on matters pertaining but not limited to purchase and sale of real estate, the need for capital improvements, site planning and landscaping, construction, operation and maintenance of the physical plant, the care and presentation of all furnishings, equipment and other such matters relating to buildings and grounds of the University System as may come before it.

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C. This Committee shall have responsibility for reviewing the annual contract, and any amendments thereto, between the University System and the University of Maryland Medical System Corporation, as developed by the President of the University of Maryland, Baltimore and the Chancellor of the University System of Maryland, and shall recommend appropriate action to the Board of Regents, which may include procedures for annual review and adoption of the contract.

D. This Committee shall have the responsibility for reviewing and recommending to the Board of Regents appropriate action with respect to requests by the University of Maryland Medical System Corporation for grants from the State.

E. This Committee shall receive reports and recommendations from the University System of Maryland investment Advisor advisor and investment manager and provide recommendations to the Board regarding the endowment policies of the University System of Maryland.

Section 6. Committee of the Whole.

~~A~~The Committee of the Whole shall consist of all members of the Board. The Chairperson shall preside at meetings of the Committee of the Whole. The purpose of such meetings is to provide an informal forum for members of the Board to engage in dialogue, as well as to provide an opportunity for open discussion and recommendations on major questions and issues. Agenda items from members of the Board may be submitted to the Chairperson in advance or may be introduced by members of the Board at meetings of the Committee. The prepared agenda shall be limited to matters of major significance and those not appropriate for other Standing Committees. When the Board meets as the Committee of the Whole, the requirements of Article IX, Sections 6 through 10 must be met.

Section 7. Committee on ~~Organization-Governance~~ and Compensation.

A. The Committee shall consider and recommend to the Board on all matters pertaining to the performance and compensation of the Chancellor and System Presidents. The Committee considers and reports to the Board on matters requiring the attention of the Board concerning the governance, organization and structure of the University System of Maryland, its constituent institutions and centers, and the System Office.

B. The Committee shall have the responsibility regarding matters that arise pertaining to strategic reassessments of the governance, organizational structure and leadership structure of the University System and its institutions and centers, reporting on these to the Board, and forwarding recommendations for changes as needed or desired. The Committee shall also consider any recommendations for major changes in governance, organizational or leadership structure changes which are forwarded by the Chancellor for the Board's consideration.

C. The Committee shall have responsibility for overseeing the annual performance evaluation of the Chancellor, for discussing this evaluation with the Chancellor and for reporting the evaluation to the Board. The Committee shall also have the responsibility for recommending annually to the Board the compensation package of the Chancellor.

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~~C.~~ The Committee shall have responsibility for overseeing the annual performance evaluation of the Chancellor, for discussing this evaluation with the Chancellor and for reporting the evaluation to the Board. The Committee shall also have the responsibility for recommending annually to the Board the compensation package of the Chancellor.

~~D.~~ The Committee shall discuss with the Chancellor her/his performance evaluation of each institutional president, and each Vice Chancellor, and her/his consequent recommendations for compensation actions. Based on this discussion, the Committee shall consider and recommend to the Board annual compensation packages for each of these individuals.

~~E.~~ In the event that a vacancy occurs in a presidential position, on the recommendation of the Chancellor, the Committee shall recommend to the Board the appointment of an individual to serve in an acting or interim capacity until such time as the Board makes a permanent appointment. The Committee shall recommend all compensation actions for the acting or interim appointment to the full Board. ~~The Committee shall also recommend to the Board any and all severance packages for the Chancellor, the System Presidents, and Vice Chancellors as appropriate.~~

~~F.~~ In the event that the Chancellor's position becomes vacant, the Committee shall recommend to the Board the appointment of and an appropriate compensation package for an Acting or Interim Chancellor.

~~G.~~ The Committee shall review, monitor, and implement processes and procedures for the Board's optimal performance. The Committee is also responsible for development and implementing assessment of the Board's activities.

Section 8. Committee on Advancement.

A. The Committee on Advancement shall consider and report to the Board on all matters relating to ~~private fundraising efforts by the University System of Maryland and System institutions private fundraising efforts~~, including policies, strategies, best practices and national standards affecting capital campaigns and ongoing fundraising programs.

B. This Committee shall review institutional and System-wide efforts and make recommendations to the Board regarding the enhancement of System interests through entrepreneurial and private fundraising activities, including gifts, donations, bequests, endowment, grants, venture, cooperative agreements, and other public-private opportunities.

C. This Committee shall consider and report to the Board on all matters relating to System-affiliated foundations, alumni associations and certain other 501(c)(3) organizations affiliated with the USM.

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Section 9. Committee on Economic Development and Technology Commercialization.

- A. The Committee on Economic Development and Technology Commercialization shall consider and report to the Board how the University System ~~of Maryland~~ can best utilize its resources to promote the economic development of the State.
- B. This Committee shall develop strategies and recommend policies to the Board to strengthen links between the University System and its constituent institutions and business, government, and local communities ~~between System institutions~~ to encourage economic development across Maryland.
- C. In carrying out its charge, this Committee shall consider issues, resources, and policies related to economic development, including, but not limited to: research, technology transfer, workforce development, and accountability.
- D. This Committee shall also consider other related matters that may be brought to its attention by the Chancellor or Vice Chancellor or referred to it by the Board.
- E. Notwithstanding Article IX, Section 10.-A. of these bylaws, this Committee shall meet as necessary to accomplish its business.

Section 10. Meetings of Standing Committees.

- A. Standing Committee Chairpersons (except Chairperson of the Committee of the Whole) should schedule regular meetings in advance of each regular meeting of the Board. Such regular Standing Committee meetings shall be called by the Chancellor at the request of the Committee Chairperson. A majority of the voting members of a Standing Committee may request the Chairperson of the committee to call a special meeting of the Committee. The Chairperson, upon receipt of such a request, or at his own initiative, shall have the Chancellor call a special meeting.
- B. Calls for meetings of Standing Committees shall be in writing and, along with an agenda and such other materials as may be appropriate which the Chancellor shall prepare in consultation with the Committee Chairperson, shall be mailed-sent to each member of the Committee at least five days before the scheduled date of the meeting.
- C. Emergency meetings of any Standing Committee may be called at any time by the Chairperson of the Board or by the Chancellor, who shall designate the time and place for such meetings. The call notice required in paragraphs A and B above shall not be applicable to the call for emergency meetings.
- D. All meetings of the Standing Committees created by these bylaws shall be conducted in accordance with Title 3 of the General Provisions Article, Maryland Annotated Code, the State Open Meetings Act, State Government Article, sections 10-501, et seq.
- E. Regents who are members of a Standing Committee may participate in meetings of such Committee meetings by telephone or video conferencing, provided that all participating

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Regents deliberate collectively, each in the hearing of every other Regent and others in attendance at the meeting. ~~If such Regents are voting members. Such Regents, they~~ shall be counted for quorum purposes and their votes shall be counted when determining the actions of the Committee. ~~;~~

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Section 11. Authority of Committees. Unless otherwise specifically delegated by appropriate resolution or policy of the Board, authority to act on all matters is reserved to the Board, and the duty of each Standing or Special Committee shall be only to consider and to report or recommend to the Board on appropriate matters. In cases where specific power or authority to act is granted, a report of final action by any Committee shall be made at the next regular meeting of the Board and, if confirmation is required, shall be confirmed and approved by the Board at that time. Any grant to a Committee of authority or power to commit the Board shall be reviewed by the Board at the annual meeting each year, at which time it may be modified or rescinded by a majority vote of the members of the Board ~~who are participating and who are eligible to vote at such meeting.~~

ARTICLE XI TASK FORCES AND WORKGROUPS

~~Section 1. Task Forces and Workgroups. Members and Chairpersons of such task forces and workgroups as may be authorized from time to time by the Board or the Chairperson of the Board to work on specified matters shall be appointed by the Chairperson of the Board. Such appointments shall not exceed one year but may be renewed by the Chairperson of the Board for additional periods not to exceed one year. Meetings of such each task force or workgroups shall be called by the group's Chairpersons, and conduct meetings as determined by such Chairperson. Regents may participate in such meetings by telephone or video conferencing, provided that all participating Regents deliberate collectively, each in the hearing of every other Regent and others in attendance at the meeting. Such Regents shall be counted for quorum purposes and their votes shall be counted when determining the actions for the task force or workgroup.~~

ARTICLE XII AMENDMENTS TO THE BYLAWS

Section 1. These bylaws may be amended by majority vote of the members of the Board ~~who are participating~~ at any regular meeting ~~and who are eligible to vote at such meeting~~, provided the proposed amendment or amendments have been sent to each member at least seven days before the meeting.

ARTICLE XIII ROBERT'S RULES OF ORDER NEWLY REVISED

Section 1. The rules contained in Robert's Rules of Order Newly Revised shall govern this Board where not inconsistent with the bylaws of the Board.

ARTICLE ~~XIV~~ REPEAL OF INCONSISTENT PROVISIONS

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Section 1. These bylaws shall be effective as of July 1, 2019 and shall supersede and replace any bylaws adopted prior to July 1, ~~1988-1988~~ by the former Board of Regents of the University of Maryland and the former Board of Trustees of the State Universities and Colleges, and any related regulations or policies of such former Boards to the extent inconsistent herewith.

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BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Orientation and Development Program

COMMITTEE: Organization and Compensation

DATE OF MEETING: September 12, 2019

SUMMARY: In response to the AGB report and legislative actions, a revamped orientation and development program is proposed. The program aims to better prepare Regents for their time on the Board and provide ongoing opportunities for further learning and development.

The attached document outlines the various components of the proposed program, as well as the learning goals for each.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Fiscal impact is minimal.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review and discuss the updated orientation and development program.

COMMITTEE ACTION: DATE: September 12, 2019

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 410-576-5734 or 301-445-1906

Board Orientation and Development

New Regent Independent Learning: Pre-Orientation	
<p>Review of materials and completion of online trainings:</p> <ul style="list-style-type: none"><input type="checkbox"/> Review Board Orientation Materials<input type="checkbox"/> Review of Bylaws<input type="checkbox"/> Open Meetings Act Training<input type="checkbox"/> Mandatory Ethics Training (within 6 months of appointment)<input type="checkbox"/> Filing of financial disclosure	<p>Learning Outcomes:</p> <ul style="list-style-type: none">• Understanding of the structure of the USM.• Understanding of the work of the Board.• Develop working knowledge of the Board's Bylaws.• Familiarity with the Open Meetings Act.• Completion of required State Ethics Training and filing of financial disclosures.

New Regent Orientation Meeting	
<p>Agenda (5 Hours):</p> <ul style="list-style-type: none"> <input type="checkbox"/> Board Overview, Strategic Plan, and Regent Expectations - 30 minutes <ul style="list-style-type: none"> ○ Review of Strategic Plan themes <input type="checkbox"/> Candid Conversations –30 minutes <ul style="list-style-type: none"> ○ Sitting Regent with new Regents <input type="checkbox"/> Governance Overview: The Fiduciary and Oversight Roles and Legal Obligations of the Board– 45 minutes <ul style="list-style-type: none"> ○ Led by OAG, Chancellor, and Vice Chancellor Herbst ○ OAG will discuss the Board’s roles and responsibilities from a statutory perspective ○ Chancellor will discuss the Board’s governance role and responsibilities in the context of recent examples ○ Vice Chancellor Herbst will discuss the financial fiduciary role <input type="checkbox"/> Ethics– 45 minutes <ul style="list-style-type: none"> ○ Presentation by the Ethics Commission <input type="checkbox"/> Key Issues for the USM and Higher Education and Implications for the Board – 45 minutes <ul style="list-style-type: none"> ○ Lunch discussion led by Vice Chancellor Boughman with C7 and Chancellor <input type="checkbox"/> Overview of the Financial Model – 45 minutes <ul style="list-style-type: none"> ○ Led by Vice Chancellor Herbst <input type="checkbox"/> Key Policies Discussion– 30 minutes <ul style="list-style-type: none"> ○ Members of C7 and the Regents will discuss a sample of key policies most critical to the Board’s work ○ C7 will identify what it considers to be the most salient policies and discuss them in the context of recent examples. <input type="checkbox"/> Diligent Training – 30 minutes, optional <ul style="list-style-type: none"> ○ Led by Kelsey 	<p>Learning Goals:</p> <ul style="list-style-type: none"> ● Understanding of Regent Expectations. ● Understanding of the Board’s governance and fiduciary roles. ● Development of an applied understanding of the responsibilities and work of the Board. ● Development of a working knowledge of the Board’s Bylaws. ● Knowledge of conflict of interest and ethics issues ● Understanding the application of Board policy ● Working understanding of the USM’s financial model ● Developing an understanding and connection to resources (including personnel)

New Regent Post-Orientation Learning

New Regent Mentor Program

The New Regent Mentor Program pairs an experienced Regent with a new Regent to integrate and engage the new Regent during her or his first year (or sixth months) and to develop the next generation of leaders. Each Regent mentor will:

- Meet individually with her or his assigned mentee before the first Board meeting of the academic year;
- Serve as an informal coach before, during, and after Board meetings;
- Facilitate informal introduction of her or his Regent mentee at Board meetings and events; and
- Follow up as needed in between meetings.

The Governance and Compensation Committee will pair mentors with mentees. At their first meeting, the pair should discuss the terms of their communication (frequency, preferred means, etc.). The mentoring relationship should be one that is enriching and characteristic of mutual respect; confidentiality; and flexibility, such that the pair can define the mentoring relationship in a manner that works well for both individuals.

Campus Visits

During the first year of their term, each new Regent will visit at least one institution classified as a comprehensive institution, a historically Black institution, and a research institution. The purpose of the visits is to give new Regents the opportunity to learn about the variety and unique characteristics of institutional types through illustrative engagement. The visit should include a meeting with the president or a member of the president's cabinet and a campus tour. The Chancellor's office will attempt to coordinate three such visits with the schedule of Board meetings and notify the Board of these opportunities.

Advisory Council Attendance

During their first two years on the Board, new Regents should attend at least one meeting of each of the advisory councils (CUSF, CUSS, and USMSC).

Ongoing Board Development (Full Board)	
<ul style="list-style-type: none"> <input type="checkbox"/> Pre-Committee Meeting Workshops: On occasion, committees will offer a one-hour workshop designed to expand Regents’ understanding of a specific topic of interest. <input type="checkbox"/> Ed Forum: Thirty-minute special topic presentations at each Board meeting. <input type="checkbox"/> Being an Advocate for the USM (led by USMO Governmental Affairs prior to session) <input type="checkbox"/> Board Retreat: Governance and More (the Board Retreat will maintain a focus—in sum or in part—on Board governance) <input type="checkbox"/> Fundraising & Development (TBD, Advancement) <input type="checkbox"/> AGB Meetings and Webinars (annual meeting in April) 	<p>Learning Goals:</p> <ul style="list-style-type: none"> • Continued development of the Regents’ knowledge-base. • Understanding best practices on external engagement with stakeholders

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BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Board Agenda Guidelines: Consideration of Matters as Individual Items

COMMITTEE: Organization and Compensation

DATE OF MEETING: September 12, 2019

SUMMARY: The Association of Governing Board (AGB) review of the University System of Maryland Board of Regents produced several recommendations to strengthen the board's governance. Among them was a recommendation to "engage in more robust and strategic conversations in open sessions." To implement this recommendation, a set of guidelines have been developed outlining criteria for items that should be handled as individual business matters in lieu of inclusion on the consent agenda.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Fiscal impact is minimal.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review and discuss these guidelines.

COMMITTEE ACTION: DATE: September 12, 2019

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 410-576-5734 or 301-445-1906

Board Agenda Guidelines: Consideration of Matters as Individual Items

The consent agenda is a board meeting practice that groups multiple business items for approval in one motion in lieu of filing separate motions for each item.

During Board of Regents meetings, the consent agenda is used to facilitate efficiency and increased productivity. Only items that have been formally discussed or moved in committee may be placed on the consent agenda. Following committee consideration, a committee chair or the board chair decides whether to place an item on the consent agenda or to have the full board discuss or approve the item in a board committee report. The latter provides the public with the opportunity to hear the board's deliberation on the business matter.

To provide greater transparency, the board is being more intentional about removing items from the consent agenda. While any Regent may request to remove an item from the consent agenda, current practice does not include standards for business items that should be considered individually and generally not be approved as part of the consent agenda.

A review of best practices indicates that consent agenda items should contain non-controversial, routine matters such as, but not limited to, meeting minutes, approval or distribution of routine reports, policy revisions that have been fully discussed and vetted in committee, standard contracts or agreements under a certain dollar amount, and final approval of items that have been fully discussed at past meetings.

Inversely, a standard for items that should be handled as individual motions might include the following:

- **Any procurement contract-related issues above \$10M** (current board policy requires that any procurement contract above \$5M requires board approval)
- **Approval of capital and operating budgets**
- **New Policies** (with the understanding that there may be instances in which substantial changes to an existing policy might warrant removal from the consent agenda)
- **Changes to the Bylaws**
- **Financial changes that affect the whole system** (i.e. system-wide tuition and/or fee changes)
- **Reports to educate and update the Board on items of import high on the USM or higher education agenda**

As always, Regents retain the ability to request that items be removed from the consent agenda.



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Guidelines for Public Comment During Board Meetings

COMMITTEE: Organization and Compensation

DATE OF MEETING: September 12, 2019

SUMMARY: During the 2019 legislative session, the General Assembly passed legislation (Senate Bill 719/House Bill 533) to address Board of Regents' transparency and oversight matters. This legislative action, along with recommendations from the Association of Governing Boards' governance review, called for allowing time for public comment during board meetings.

The attached guidelines outline the implementation plan for public comment at board meetings.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Fiscal impact is minimal.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review and discuss the guidelines.

COMMITTEE ACTION: DATE: September 12, 2019

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 410-576-5734 or 301-445-1906

Proposed Recommendation for Guidelines on Public Comment at Board Meetings

The 2019 University System of Maryland Board of Regents Transparency and Oversight Bill requires that the board “shall allow time at each open meeting for public comment.”

The Board Bylaws currently allow for public comment and require submission of requests to the Chancellor at least 48 hours prior to a board meeting. USM employee requests are considered by the Chancellor; requests by non-USM employees are submitted to the Chancellor and acted upon by the Board Chair (the Chair may deny, refer to committee, or recognize the request). The current Bylaws do not provide for time during Board meetings for public comment.

The following procedures are recommended to facilitate an orderly and efficient public comment period during open meetings of the Board of Regents:

1. At each meeting of the Board, the agenda will provide 15 minutes for public comment on topics included in the current meeting agenda. The period for public comment will precede the consent agenda and committee reports in order to afford the speaker(s) the opportunity to be heard prior to Board action or discussion on an agenda item. This portion of the agenda is designated for comments from the public and, as such, the Board will listen but not engage in debate.
2. A speakers’ sign-up list will be available 15 minutes prior to the start of each Board meeting and will close once the meeting begins. Individuals who wish to make public comments must sign the speakers’ sign-up list and include their name, email address, and the subject matter that will be addressed. Ordinarily, speakers will be allowed to speak in the order in which they sign-up, but the Board Chair may elect to group speakers by subject matter.
3. Each speaker will have three minutes to address the Board.
4. . Public comments should not address personnel matters or complaints about individuals. The Board Chair has the discretion to interrupt a speaker in the event the individual’s remarks are disruptive or lack public decorum. The Board Chair also may refer topics to the Chancellor for investigation and follow-up.
5. Public comments should address only topics on the current agenda. To address the Board on a topic that is not on the current agenda, please send an email to Regents@usmd.edu.
6. The Board Chair may waive or modify any of the Guidelines on Public Comment during Board Meetings, balancing the efficient operations of the Board and the Board’s desire to provide an opportunity for meaningful public input into matters under consideration by the Board.



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Chancellor and Presidents Appointment Letters

COMMITTEE: Organization and Compensation

DATE OF MEETING: September 12, 2019

SUMMARY: The Board's engagement in three active searches for two USM Presidents and a Chancellor provides a timely opportunity to review the process related to and some of the standard provisions in appointment letters for these positions.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Post-presidential benefits will have fiscal impact on institutions.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review and discuss the appointment letter process and standard provisions.

COMMITTEE ACTION: DATE: September 12, 2019

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 410-576-5734 or 301-445-1906



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Board Self-Assessment

COMMITTEE: Organization and Compensation

DATE OF MEETING: September 12, 2019

SUMMARY: The attached self-assessment surveys were developed and approved in 2018 to solicit feedback from the Regents on BOR and committee operations, staffing and support, and their understanding and perspective on the BOR's roles in decision-making, leadership and accountability of the USM and its institutions.

The surveys have not yet been administered, but will be in advance of the 2019 Board Retreat. They are being brought to the Committee on Organization and Compensation for final discussion before administration.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Fiscal impact is minimal.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review and discuss the attached BOR and committee surveys.

COMMITTEE ACTION: DATE: September 12, 2019

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwickerson@usmd.edu, 410-576-5734 or 301-445-1906

USM BOR Survey
Full BOR

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The BOR has a clear understanding of the USM's mission and vision and the priorities in its strategic plan.
2. The decision-making responsibilities of the BOR, Chancellor and presidents are well defined and the BOR's role in decision-making on important issues and priorities of the USM is appropriate.
3. The BOR understands the key indicators to track progress of the system and institutions across all aspects of their work (academic affairs, student affairs, finance and administration including campus infrastructure).
4. The current BOR committees are appropriate to address major USM issues.
5. Meeting formats, materials and legal advice are effective, informative and focused on the needs of the BOR.
6. The BOR is adequately staffed and supported by USM staff and the Office of the Attorney General.
7. The BOR has adequate opportunities to interact with the presidents and institutions, both formally and informally.
8. The BOR employs appropriate measures to ensure accountability of chancellor, presidents and senior staff.
9. Regents have adequate opportunity to express their opinions on matters that come before the BOR and a clear understanding about who speaks on behalf of the BOR.
10. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

USM BOR Committee Survey
Advancement Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - is provided with sufficient time at meetings
3. The committee has appropriate discussions to plan the work of the committee for each year.
4. The committee focuses on relevant and important matters that should be reviewed by the BOR.

Questions:

5. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

6. Do you have any recommendations to improve the work of the committee?

USM BOR Committee Survey
Audit Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - Is provided with sufficient time at meetings
3. The committee focuses on relevant and important matters that should be reviewed by the BOR.
4. The committee as a whole has sufficient expertise to fulfill its responsibilities to oversee the adequacy of financial, internal controls, compliance and risk management practices.
5. The independent and internal audit functions provide adequate support to assist the committee in fulfilling its fiduciary responsibilities.
6. The committee is aware of all the services performed by the independent auditor for USM and its institutions.
7. The committee receives sufficient legal counsel.

Questions:

8. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

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9. Do you have any recommendations to improve the work of the committee?

USM BOR Committee Survey
Economic Development and Technology Commercialization Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - Is provided with sufficient time at meetings
3. The committee has appropriate discussions to plan the work of the committee for each year.
4. The committee focuses on relevant and important matters that should be reviewed by the BOR.
5. The committee has adequate opportunity to ask questions and provide input during meetings and /or throughout the year?

Questions:

6. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

7. Do you have any recommendations to improve the work of the committee?

USM BOR Committee Survey
Education Policy and Student Life Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - Is provided with sufficient time at meetings
3. The committee has appropriate discussions to plan the work of the committee for each year.
4. The committee focuses on relevant and important matters that should be reviewed by the BOR.
5. The EPSL is provided with sufficient opportunity to engage with appropriate constituencies (AAAC, VPSA, faculty and students) on important issues.
6. The Committee is provided sufficient information on the national and campus contexts for critical issues of the time (e.g., diversification of faculty, inclusion, free speech/hate speech)

Questions:

7. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

8. Do you have any recommendations to improve the work of the committee?

USM BOR Committee Survey
Finance Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - Is provided with sufficient time at meetings
3. The committee has appropriate discussions to plan the work of the committee for each year.
4. The committee focuses on relevant and important matters that should be reviewed by the BOR.
5. The committee receives sufficient information in an agenda/action item to avoid potential conflicts of interest.
6. The committee receives sufficient information to make recommendations to the full board regarding the acquisition of real estate and awarding of procurement contracts.
7. The committee receives sufficient information to make recommendations to the full board regarding the Capital Budget.

Questions:

8. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

9. Do you have any recommendations to improve the work of the committee?

USM BOR Committee Survey
Organization and Compensation Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - Is provided with sufficient time at meetings
3. The committee has appropriate discussions to plan the work of the committee for each year.
4. The committee focuses on relevant and important matters that should be reviewed by the BOR.
5. The committee receives sufficient support and information to perform evaluations of the Chancellor and presidents and make recommendations to the full board regarding performance and compensation.
6. The committee receives sufficient support and information to evaluate and make recommendations concerning collective bargaining MOUs.
7. The Board/CEO relationship is built on respect and confidence and a climate of mutual trust exists between the Board and the Chancellor.
8. The method of holding the Chancellor, senior staff and presidents accountable is effective.

Questions:

1. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

2. Do you have any recommendations to improve the work of the committee?



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Governance and Compensation Workplan

COMMITTEE: Organization and Compensation

DATE OF MEETING: September 12, 2019

SUMMARY: The attached spreadsheet provides a report of the work plan for the Committee. The committee will discuss outstanding items and reprioritize the remaining actions, if needed.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Components of the work plan may require external expertise; however, it is anticipated that the fiscal impact will be minimal.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Committee discuss the work plan and suggest any necessary edits.

COMMITTEE ACTION: DATE: September 12, 2019

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 301-445-1906 or 410-576-5734

Compensation and Governance Work Plan				
Objectives	Status	Target Completion Date	Responsible Staff	Comments
Develop a compensation philosophy				
Outline the goals and desired objectives of the executive compensation program, compensation elements, peer group, desired pay positioning, etc.	Completed	Completed 9.15.17	Chancellor's Office	
Enhance governance tools and processes				
Expand and formalize the charter for the Organization and Compensation Committee	Completed	Completed 12.15.17	Chancellor's Office	
Create tally sheets for the Chancellor and presidents to provide year-over-year detailed compensation to regents in a consistent format	Completed	Complete	Chancellor's Office	
Develop an annual calendar of key actions required in performance assessment and compensation administration	Completed	Completed 12.15.17	Chancellor's Office	
Conduct education sessions for the Organization and Compensation Committee and/or the BOR on current topics in executive compensation and governance	Completed	Sibson presented sessions at September 11, 2018 meeting	Outside Assistance	
Develop and implement a new BOR orientation and development program	Ongoing	New BOR orientation scheduled for September 16, 2019. Development topics being developed	Chancellor's Office	
Committee on Governance and Compensation will now be responsible for reviewing all BOR committee charters	In progress	First annual review to be completed at September 20, 2019 meeting	Chancellor's Office	
Implement BOR self-assessment to learn more about how BOR and staff are functioning	In progress	First self-assessment to be completed and presented at BOR Retreat on October 17, 2019	Chancellor's Office	
Streamline goal setting and evaluation approach				
Develop a standard template and process for annual goal development and performance evaluation to allow for a simpler, quicker assessment that also balances the Chancellor and presidents' needs for personalization with System's need for greater consistency. The template should be automated, if practicable, and may incorporate scorecard/longitudinal metrics currently used at the System and longer-term strategic planning measurement.	Completed	Completed first full cycle of using new goal setting and performance evaluation system	Chancellor's Office	

Review the current guidelines for five-year presidential reviews and recent five-year review reports and determine needed improvements in the process, if any. The guidelines should be updated to reflect agreed upon changes.	In progress - agreed to change to three-year review instead of five	FY 20	Chancellor's Office	Planning a beta test with recently appointed president; Will develop policies and the test before voting on proposed changes Working with Sibson to develop benchmarks for other presidential assessment processes at other systems
Conduct periodic total remuneration reviews				
Supplement annual base salary reviews of recently developed peer groups with total remuneration assessments every 3 to 5 years to ensure continued market competitiveness of the full compensation package. Components include the aging of data, update of data from peers and reassessment of peers.	Ongoing	Ongoing	Chancellor's Office	Sibson aging data
Explore the use of incentives and/or deferred compensation vehicles				
The use of incentive pay has been increasing across higher education and is expected to continue. Sibson Consulting estimates that currently about 20-30% of institutions provide incentives to executives, however, they are more prevalent in private institutions than public institutions.	On hold	Sibson provided session on incentive pay at September 11, 2018 meeting	Outside Assistance	Will continue to monitor trends
Review process and guidelines for chancellor and presidential searches and create a succession planning process across the system				
Review current process, outcomes and guidelines for chancellor and presidential searches and determine needed improvements in the process, if any. The guidelines should be updated to reflect agreed upon changes.	Completed	Presidential search guidelines approved in February 2019; Chancellor search guidelines approved in June 2019	Chancellor's Office	
Develop a succession planning process to help retain high performing incumbents who demonstrate top executive potential and help alleviate the future expected competition over scarce resources.	In progress	Sibson provided session on succession planning at September 11, 2018 meeting	Outside Assistance	
Review and implement processes to ensure sound board governance				
Implement recommendations provided in the Association of Governing Boards (AGB) report	Ongoing	Ongoing	Chancellor's Office	Implementation is currently underway for all recommendations. Some are further along and will be voted on at the September BOR meeting.

Implement provisions from SB 719/HB 533	Ongoing	Ongoing	Chancellor's Office	Some provisions have already been implemented but are underway. The BOR Bylaws will be voted on at the September BOR meeting, which will address several of the changes.
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BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Frostburg State University Faculty Salary Equity Plan

COMMITTEE: Organization and Compensation

DATE OF MEETING: September 12, 2019

SUMMARY: Over the past decade, FSU full-time faculty salaries have lagged behind those of their peers. In the 2019 USM system analysis, FSU salaries lagged behind most other master's USM institutions. Frostburg State University has experienced difficulties in recruiting faculty in several high-demand disciplines (e.g., accounting, computer science, engineering, finance, and nursing). We have also experienced faculty retention issues related to salary in the STEM and Business-related disciplines, which will be discussed with specificity. This proposal would help us begin to address these concerns. FSU proposes to implement a 3- to 4-year plan to adjust the salary levels of meritorious tenured and tenure-track faculty to meet the appropriate nationally benchmarked salary based on market (discipline) and years in rank. The proposed plan would add approximately \$250,000 over the next several years to close the gap. This would raise the average FSU salary to \$79,200 from \$78,032 if implemented fully today. While still below that of other USM institutions, this is an important first step.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Frostburg State University will use funds reallocated from 1) faculty salary savings through efficiencies in course offerings and scheduling and 2) reductions in operating costs. Future funds will depend in part on revenue from increased enrollments. The proposed implementation plan is estimated to cost \$250,000 over a three- to four-year time period. The plan calls for \$53,000 to be invested this year.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Committee discuss the FSU Faculty Salary Equity Plan.

COMMITTEE ACTION: DATE: September 12, 2019

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 301-445-1906 or 410-576-5734

Frostburg State University Faculty Equity Adjustment Plan – JULY 2019

Background

Over the past decade, FSU full-time faculty salaries have lagged behind those of peers. In the most recent USM system analysis (2019), FSU salaries lagged behind other master’s USM institutions except Coppin State:

Benchmark	\$83,701.
Avg. USM Master’s Institutions	82,559.
Bowie State	84,842.
Towson	82,628.
Salisbury	81,557.
Frostburg State	78,032.
Coppin	76,619.

Frostburg State University has experienced difficulties in recruiting faculty in a number of high-demand disciplines (e.g., accounting, computer science, engineering, finance, and nursing). This has been manifested through failed searches or hiring the third or fourth choice for a position. We have also experienced faculty retention issues related to salary in the STEM and Business-related disciplines. Offering higher starting salaries will not solve the issue entirely. While we are increasing starting salaries, we must address compression and inversion issues that then occur in several disciplines (which are related to faculty retention and campus climate). This proposal would help us begin to address this concern.

Proposal

FSU proposes to implement a 3- to 4-year plan to adjust the salary levels of meritorious tenured and tenure-track faculty to meet the appropriate benchmarked salary for their discipline and years in rank based on College and University Professional Association for Human Resources (CUPA-HR) median data for master’s comprehensive salaries.

FSU would need to add approximately \$900,000 to its salary pool to meet the average faculty salary for USM Master’s Institutions. The proposed plan would add approximately \$250,000 over the next several years to close the gap. This would raise the average FSU salary to \$79,200 if implemented fully today.

Source of Funds

The funding for this plan would be from internal reallocation of budget. FSU’s academic leadership has been aggressive in reducing under-enrolled classes (classes with fewer than 12 students) through curricular and scheduling adjustments. We have also reduced faculty reassignments outside of classroom teaching and reallocated funds from support areas. Salary savings from faculty retirements that have either not been replaced or replaced with junior

faculty at a lower salary level are also available. These savings would be used for salary adjustments.

Methodology

- Only meritorious faculty would be eligible for equity adjustments. **Meritorious** faculty must meet the following criteria:
 - Tenured or tenure-track faculty who have received annual merit rankings for each of the past two years that are above the median faculty merit ranking.
 - Receive a positive recommendation for equity adjustment from both their department chair and dean.
- **Need for equity** adjustments is based on the following methodology (See attached figure.):
 - A meritorious faculty member will be assumed to have a 30-year career:
 - 6 years as an untenured, assistant professor
 - 8 years as a tenured, associate professor
 - 16 years as a tenured, (full) professor
 - Faculty would achieve the median salary for each rank in the 4th year as an assistant professor, the 5th year as an associate professor, and the 9th year as a professor.
 - We assume two promotion bonuses of \$3,000 when advancing to associate professor and \$5,000 when advancing to professor.
 - The model then assumes a linear salary increase during the years within rank.
 - Meritorious faculty who fall below the benchmarks for their years in service at the appropriate rank would be identified as equity-eligible.
- **Salary benchmarks** were established using College and University Professional Association for Human Resources (CUPA-HR) 2019 data. These data provide salaries by discipline and rank (including new hire) from over 100 master's institutions. Salary data were generated for 33 disciplines. (See Table 1.) Graphs based on the benchmarks were created (similar to Figure 1) for each discipline to display market differences.

Initial Assessment

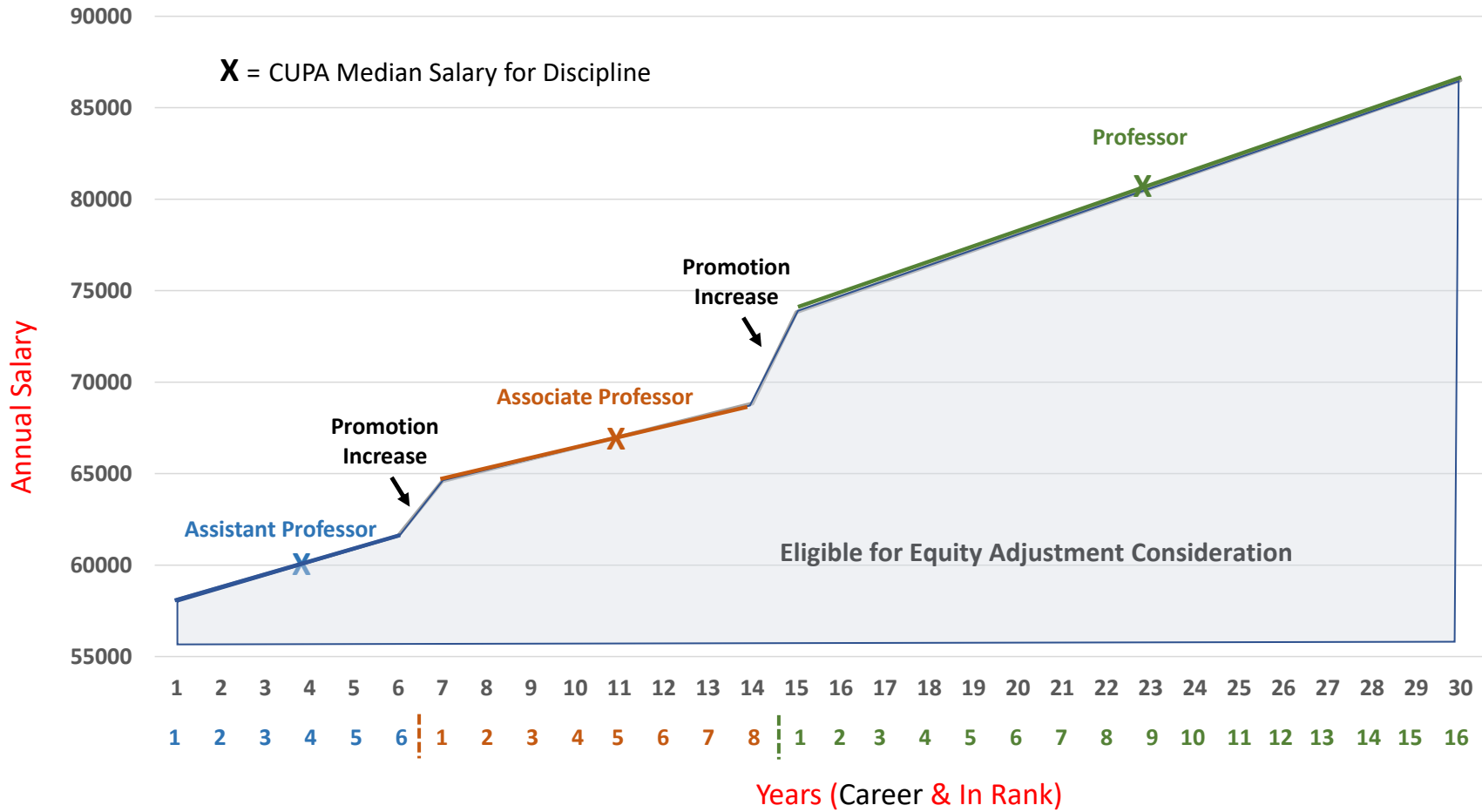
An initial assessment of this model was conducted. The results confirmed several predictions:

- Fifty-six faculty (27% of the FSU faculty) met the criteria of being meritorious based on annual evaluations and were below the benchmarks for their discipline and years in rank.
- Faculty from the Business-Related, Health and STEM disciplines represent 55% of the faculty eligible for equity adjustments.
- 78% of the eligible faculty are Associate Professors or Professors promoted within the past seven years. This reflects the facts that Assistant Professors are often hired at higher market salaries and that salary increases for Associate and Full Professors have lagged during the past decade since the economic downturn in 2008.

CUPA 2019 Data

CIP	Discipline	Prof	Assoc Prof	Ass't Prof	New	Instructor
52.03	Accounting	127,861	116,959	117,772	119,999	92,043
50.07	Art	82,046	65,121	57,846	56,000	
26.01	Biology	85,176	68,716	60,462	59,160	47,001
40.05	Chemistry	86,460	68,485	61,153	58,000	51,351
09.01	Communications	82,538	67,789	59,906	56,156	46,945
11.07	Computer Science	111,170	91,792	79,727	80,000	
52.20	Construction Mgmt	106,764	81,027	73,959	72,000	
43.01	Criminal Justice	85,933	70,809	60,512	61,500	61,868
45.06	Economics	105,019	86,804	76,750	60,724	
13.01	Education	84,787	71,245	59,879	57,000	49,910
14.00	Engineering	110,617	89,658	81,569	79,375	
14.10	Engineering, Electrical	113,320	98,993	81,761	79,373	
14.19	Engineering, Mechanical	115,366	94,323	83,184	78,102	
23.01	English	83,595	65,994	58,000	55,500	48,279
52.08	Finance	131,853	120,124	112,100	130,000	
16.09	Modern Languages	83,849	65,337	56,796	57,250	
45.07	Geography	84,710	69,324	61,228	62,000	
54.01	History	83,840	67,000	58,321	57,000	
31.05	Kinesiology	82,972	68,025	59,317	58,375	64,268
25.00	Library Science	78,485	68,112	56,823	47,131	
52.02	Management	113,124	98,058	96,139	100,000	
52.14	Marketing	120,729	109,599	105,413	110,000	
27.01	Math	84,618	69,261	60,849	64,032	54,712
50.09	Music	80,566	64,534	56,628	58,000	53,985
51.38	Nursing	94,741	80,821	70,185	68,340	63,551
38.00	Philosophy	85,656	67,480	58,358	59,250	
40.08	Physics	89,078	70,403	61,877	60,000	
45.10	Political Science	87,945	69,565	60,059	59,000	
42.01	Psychology	85,744	68,895	59,332	59,500	
31.01	Recreation/Parks Mgmt	86,936	74,356	58,143	57,000	
44.07	Social Work	86,180	69,693	61,989	60,750	
45.11	Sociology	85,751	67,696	58,939	60,000	
50.05	Theatre	82,169	67,833	56,100	57,500	

Figure 1. Example Meritorious Faculty Progression





BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Convening Closed Session

COMMITTEE: Committee on Organization and Compensation

DATE OF MEETING: September 12, 2019

SUMMARY: The Open Meetings Act permits public bodies to close their meetings to the public in special circumstances outlined in §3-305 of the Act and to carry out administrative functions exempted by §3-103 of the Act. The Board of Regents will now vote to reconvene in closed session. As required by law, the vote on the closing of the session will be recorded. A written statement of the reason(s) for closing the meeting, including a citation of the authority under §3-305 and a listing of the topics to be discussed, is available for public review.

It is possible that an issue could arise during a closed session that the Board determines should be discussed in open session or added to the closed session agenda for discussion. In that event, the Board would reconvene in open session to discuss the open session topic or to vote to reconvene in closed session to discuss the additional closed session topic.

ALTERNATIVE(S): No alternative is suggested.

FISCAL IMPACT: There is no fiscal impact

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Committee vote to reconvene in closed session.

COMMITTEE ACTION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 301-445-1906



STATEMENT REGARDING CLOSING A MEETING
OF THE USM BOARD OF REGENTS
ORGANIZATION AND COMPENSATION COMMITTEE

Date: September 12, 2019
Time: Approximately 9:30 a.m.
Location: Rms. 2100/2101/2102
College Park Marriott Hotel and Conference Center
UMGC

STATUTORY AUTHORITY TO CLOSE A SESSION

Md. Code, General Provisions Article §3-305(b):

- (1) To discuss:
 - [X] (i) The appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of appointees, employees, or officials over whom it has jurisdiction; or
 - [X] (ii) Any other personnel matter that affects one or more specific individuals.
- (2) [] To protect the privacy or reputation of individuals with respect to a matter that is not related to public business.
- (3) [] To consider the acquisition of real property for a public purpose and matters directly related thereto.
- (4) [] To consider a preliminary matter that concerns the proposal for a business or industrial organization to locate, expand, or remain in the State.
- (5) [] To consider the investment of public funds.
- (6) [] To consider the marketing of public securities.
- (7) [X] To consult with counsel to obtain legal advice on a legal matter.
- (8) [] To consult with staff, consultants, or other individuals about pending or potential litigation.
- (9) [X] To conduct collective bargaining negotiations or consider matters that relate to the negotiations.

- (10) [] To discuss public security, if the public body determines that public discussions would constitute a risk to the public or public security, including:
 - (i) the deployment of fire and police services and staff; and
 - (ii) the development and implementation of emergency plans.
- (11) [] To prepare, administer or grade a scholastic, licensing, or qualifying examination.
- (12) [] To conduct or discuss an investigative proceeding on actual or possible criminal conduct.
- (13) [] To comply with a specific constitutional, statutory, or judicially imposed requirement that prevents public disclosures about a particular proceeding or matter.
- (14) [] Before a contract is awarded or bids are opened, to discuss a matter directly related to a negotiation strategy or the contents of a bid or proposal, if public discussion or disclosure would adversely impact the ability of the public body to participate in the competitive bidding or proposal process.
- (15) [] To discuss cybersecurity, if the public body determines that public discussion would constitute a risk to:
 - (i) security assessments or deployments relating to information resources technology;
 - (ii) network security information, including information that is:
 - 1. related to passwords, personal identification numbers, access codes, encryption, or other components of the security system of a governmental entity;
 - 2. collected, assembled, or maintained by or for a governmental entity to prevent, detect, or investigate criminal activity; or
 - 3. related to an assessment, made by or for a governmental entity or maintained by a governmental entity, of the vulnerability of a network to criminal activity; or
 - (iii) deployments or implementation of security personnel, critical infrastructure, or security devices.

Md. Code, General Provisions Article §3-103(a)(1)(i):

- [] Administrative Matters

TOPICS TO BE DISCUSSED:

1. Discussion of salary equity issue involving specific employees at an institution.
2. Ratification of collective bargaining MOU at TU.

3. Update on status of collective bargaining at USM institutions.
4. Information update regarding athletics employment contract at BSU subject to review under BOR VII-10.0 Policy on Board of Regents Review of Certain Contracts and Employment Agreements.
5. Legal advice concerning tax implications associated with compensation decisions.
6. Presidential and chancellor compensation discussion – aged data.

REASON FOR CLOSING:

1. To maintain confidentiality regarding collective bargaining negotiations (§3-305(b)(9));
2. To maintain confidentiality of discussion regarding specific employment agreements (§3-305(b)(1)(i) and (ii));
3. To maintain confidentiality of discussions regarding specific employee compensation (§3-305(b)(1)); and
4. To maintain confidentiality of privileged attorney client communications (§3-305(b)(7)).