



USM Board of Regents  
Committee on Governance and Compensation  
December 12, 2019  
Board Room  
UMB – Saratoga Building

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**AGENDA FOR OPEN SESSION**

**8:30 a.m.**

**Call to Order**

**Regent Rauch**

1. [Approval of minutes from November 19, 2019 meeting of the Committee on Governance and Compensation \(action\)](#)
2. [AGB Implementation Plan \(discussion\)](#)
3. [Convene to Closed Session \(action\)](#)



USM Board of Regents  
Committee on Governance and Compensation  
Minutes from Public Session  
November 19, 2019  
University of Maryland, Baltimore

**Minutes of the Public Session**

Regent Rauch called the meeting of the Organization and Compensation Committee of the University System of Maryland Board of Regents to order in public session at 8:30 a.m. on Tuesday, November 19, 2019 in the Saratoga Building Board Room at the University of Maryland, Baltimore.

Those in attendance included Regents Rauch, Attman, Gooden, Gossett, Neall, and Wood; Chancellor Caret; Vice Chancellors Boughman, Herbst, McDonough, and Raley; AAGs Bainbridge and Langrill; Assistance Vice Chancellor Skolnik, and Ms. Wilkerson.

- 1. Draft Board of Regents Policy VI-1.00 – Policy on Non-Discrimination and Equal Opportunity.** The Committee reviewed two versions of the revised draft of VI-1.00 – Policy on Non-Discrimination and Equal Opportunity. The Regents unanimously voted to accept revised draft option B (moved by Regent Gooden; seconded by Regent Wood).
- 2. Board of Regents Committee Charges.** The committee accepted charges from the following committees: Advancement, Economic Development and Technology Transfer, Education Policy and Student Life, Finance, and Governance and Compensation. The Audit Committee is scheduled for Board approval at the November 22, 2019 Board meeting. The committee agreed to develop a schedule and process for review of the charters.
- 3. Convene to Closed Session.** Regent Rauch read the closing statement on matters exempted from the Open Meetings Act, under the General Provisions Article, §3-305(b). (Moved by Regent Wood; Seconded by Regent Neall). The motion was unanimously approved.
- 4. Reconvene in Public Session:** The Regents reconvened in public session and unanimously voted to add the negotiation of an appointment letter to the closed session agenda (moved by Regent Gooden; seconded by Regent Wood).

The public session meeting adjourned at 10:16 a.m.



USM Board of Regents  
Committee on Governance and Compensation  
Minutes from Closed Session  
November 19, 2019  
University of Maryland, Baltimore

**Minutes of the Closed Session**

Regent Rauch called the meeting of the Organization and Compensation Committee of the University System of Maryland Board of Regents to order in public session at 8:30 a.m. on Tuesday, November 19, 2019 in the Saratoga Building Board Room at the University of Maryland, Baltimore.

Those in attendance included Regents Rauch, Attman, Gooden, Gossett, Neall, and Wood; Chancellor Caret; Vice Chancellors Boughman, Herbst, McDonough, and Raley; AAGs Bainbridge and Langrill; Assistance Vice Chancellor Skolnik, and Ms. Wilkerson.

- 1. Ratification of the University of Maryland Center for Environmental Science MOU with the Maryland Classified Employees Association for Nonexempt Employees.** Ms. Skolnik answered questions about the UMCES collective bargaining MOU with the Maryland Classified Employees Association for Nonexempt Employees. The Board voted unanimously to ratify the MOU (Moved by Regent Gooden; Seconded by Regent Wood). (§3-305(b)(9)); (§3-305(b)(1)).
- 2. Collective Bargaining Update.** The regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)); (§3-305(b)(1)).
- 3. Review of Certain Contracts and Employment Agreements.** Chancellor Caret reviewed the Board's process for review of certain contracts under BOR Policy VII-10.00. The Board then reviewed six contracts from UMCP subject to review under this policy. (§3-305(b)(1)).
- 4. CSU President Negotiation.** The Regents reconvened in open session to add the discussion of the CSU President negotiation to the closed agenda. They reconvened in closed session to discuss this matter. (§3-305(b)(1)).
- 5. Chancellor Appointment Letter.** The Committee discussed the terms of incoming Chancellor's appointment letter (§3-305(b)(1)).
- 6. Chancellor Transition.** The Committee discussed the transition related to the outgoing Chancellor (§3-305(b)(1)).

The closed session meeting adjourned at 10:29 a.m.

**AGB Recommendations Implementation Plan**

Tasks	Current Approach	Additional Proposed Approaches	Status of Proposed Approaches*	Appendix	New Legislation
<b>Reclaiming Public Confidence</b>					
<p>1. Establish the following:</p> <p>1.1 forums for structured conversations with specific stakeholder groups</p> <p>1.2 greater transparency at board and committee meetings</p> <p>1.3 more consistent board outreach to, and communication with, campuses and policymakers.</p>	<p>1.1 Structured Conversations:</p> <ul style="list-style-type: none"> <li>• Councils deliver reports at each Board meeting</li> <li>• Board Chair and Chancellor attend council meetings annually</li> <li>• Council Chairs report at monthly CUSP meetings</li> <li>• EPSL opens with questions from stakeholders</li> </ul> <p>1.2 Transparency:</p> <ul style="list-style-type: none"> <li>• Public session agendas are posted to the USM website</li> <li>• Convene to close memo posted with public session agenda, providing topics to be discussed in closed meeting and the corresponding statutory exemptions</li> <li>• Public and closed session minutes are posted to the USM website</li> </ul>	<p>1.1 Structured Conversations:</p> <ul style="list-style-type: none"> <li>• Make Board dinners more structured and have presidents report on BOV issues</li> </ul> <p>1.2 Transparency:</p> <ul style="list-style-type: none"> <li>• In agenda formulation, be thoughtful and intentional in pulling topics of public interest from the consent agenda</li> <li>• As required in new legislation, include all motions and vote tallies from open and closed sessions in publicly available minutes</li> <li>• The Board shall make available live and archived video streaming for each open meeting (SB 719/HB 533)</li> <li>• The chair will make remarks prior to closed board meetings to explain what will be discussed in closed session</li> </ul>	<p>1.1 <b>Sent a request to Presidents and RHEC directors to invite institutional Board leaders to briefly bring remarks at BOR dinners. First implemented at September 2019 CSU dinner.</b></p> <p>1.2 Transparency:</p> <ul style="list-style-type: none"> <li>• <b>Developed criteria for items that should be considered as individual matters and not handled through the consent agenda.</b></li> <li>• <b>Motions and Vote Tallies: Bylaws have been revised and passed at the September 2019 Board Meeting. Article IX, Section 10 Motions and Vote Tallies. The Board 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.</b></li> </ul>	<p>Guidelines for Consideration of Matters as Individual Items - Appendix 2</p> <p>Motions and Vote Tallies: USM Bylaws, Article IX, Section 10 - Appendix 1</p>	<p><b>X</b></p>

	<ul style="list-style-type: none"><li>In agenda formulation, confer with OAG on Open Meetings Act exemptions</li></ul> <p>1.3 Communication with campuses and policymakers:</p> <ul style="list-style-type: none"><li>Ad hoc post-meeting outreach with policymakers</li><li>Follow-up correspondence on Board action sent to the campuses and other stakeholders</li></ul>	<p>1.3 Communication with campuses and policymakers:</p> <ul style="list-style-type: none"><li>Increase electronic communication on Board activity. Develop concise post-board meeting correspondence that is sent to key stakeholders</li><li>Schedule quarterly (more frequently as needed) updates to key legislators</li><li>Increase utilization of the State Relations Council</li><li>Utilize 3rd party validators in messaging</li></ul>	<ul style="list-style-type: none"><li><b>Live Streaming: All institutions are tested and prepared to live stream meetings. Legislative intent is for live streaming of regularly scheduled full Board meetings. The Board does not have to live stream committee meetings or Board retreats. Bylaws have been revised to include live streaming language. Article IX, Section 9: Live Streaming. All open meetings of the Board shall be made available to the public by live and archived video streaming. Will need to revise language to comply with legislative intent.</b></li><li><b>Chair remarks prior to closed session: As a practice, the Board Chair has begun the practice of delivering remarks prior to closed session meetings.</b></li></ul> <p>1.3 The Board launched an e-newsletter for distribution following Board meetings. The newsletter highlights Board actions and shares campus news. The first edition was sent following the September Board meeting.</p>	<p>Summary of Regents Video Livestream Metrics - Appendix 3</p>         <p>Regents Report Newsletter and Metrics - Appendix 4</p>	
<p>2. Establish a regents' working group on equity and diversity with a genuine commitment to addressing racial tension within the system.</p>	<ul style="list-style-type: none"><li>USM has an Inclusion and Diversity Council</li></ul>	<ul style="list-style-type: none"><li>Leverage the existing USM Inclusion and Diversity Council</li><li>Appoint two Regents as liaisons to the Inclusion and Diversity Council</li><li>Present to the Board the Inclusion and Diversity Council's current role and key objectives</li><li>Have the Inclusion and Diversity Council present at a future BOR meeting educational forum.</li></ul>	<ul style="list-style-type: none"><li>Regents Johnson and Holzapfel will serve as Regents on the I&amp;D Council</li><li>The Inclusion and Diversity report on campus activities was presented to the Board at the June 21, 2019 Board Meeting.</li><li>Align I &amp; D Council objectives with USM inclusion and Diversity goals and objectives.</li></ul>		

<p>3. Recognize athletics as a full board responsibility by expanding the Working Group on athletics to develop policies to enable the board to better define its accountability and role in the oversight of athletics.</p>	<ul style="list-style-type: none"> <li>• ICA Workgroup is not a standing committee of the Board</li> <li>• ICA Workgroup reports to the EPSL and Finance Committees.</li> <li>• Mid-year calls with each of the D1 Presidents and respective Athletic Directors</li> <li>• Shared the recommendations of the Walters and Football Commission reports with CUSP and asked that they review them with their Athletic Directors to help ensure student-athlete safety.</li> </ul>	<ul style="list-style-type: none"> <li>• More formally ratify the ICA workgroup and determine its future status as workgroup or committee.</li> <li>• Expand the membership to include more non-athletics boosters</li> <li>• Determine the charter of the resulting organization and discuss it in open session.</li> <li>• Discuss with CUSP and Athletic Directors.</li> <li>• Finalize and execute new charter in 2019 Fall.</li> <li>• Increased reporting at Board meetings.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Discussions at June 4, 2019 CUSP Meeting, June 5, 2019, and with Campus Athletic Directors about ICA Workgroup.</b></li> <li>• <b>The ICA Workgroup will be reconstituted with additional focus on student safety. Formal ratification set for April Board meeting.</b></li> <li>• <b>Non-athletic booster: Added Regent Johnson to the work group; she attended first meeting on June 5, 2019.</b></li> <li>• <b>In 2020, the athletics financial report will be reported through the Finance Committee and the academic report through the Education Policy and Student Life Committee.</b></li> </ul>		
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Improving Board Structure and Engagement			See section 1		
<p>4. Adopt a systematic approach to anticipating, managing, and leading through the inevitable crises that takes into account the public nature of the system's work, including:</p> <p>4.1 Establishment of a permanent Working Group within the Board's structure with a system-wide focus. The Working Group should develop a process to assess risk systematically and report to the full board.</p> <p>4.2 Creation of a comprehensive crisis leadership plan.</p> <p>4.3 Development of appropriate roles and communication for the chair, the entire board, the chancellor, and campus leaders during a crisis.</p>	<p>4.1 Enterprise Risk Management (ERM) Workgroup established with Louis Pope as Chair and Ellen Herbst as staff</p> <ul style="list-style-type: none"> <li>ERM reports to Audit</li> </ul> <p>4.3 General roles of the Board Chair, Board Officers, and Chancellor are currently defined by policy, but not specific to ERM</p>	<p>4.1 Develop a charter for the ERM Workgroup</p> <p>4.2 Include crisis management in the charter of the ERM Workgroup: Enterprise Risk Management and Crisis Management Workgroup (ERMCM)</p> <p>4.3 Develop a crisis communication plan that identifies roles and communication of the board, board chair, chancellor, and campus leaders during a crisis</p>	<p>4.1 ERM statement of intent was voted on by the Board at the June 21, 2019 meeting</p> <ul style="list-style-type: none"> <li>ERMCM workgroup surveyed USM institutions for best practices in ERM and crisis management</li> <li>USM Policy on Enterprise Risk Management VIII-20.00 and USM Policy on Crisis Management approved by the Board at the November 22, 2019 meeting</li> </ul>	<p>ERM Statement of Intent - Appendix 5</p> <p>USM Policy on Enterprise Risk Management VIII-20.00 Appendix 6</p> <p>USM Policy on Crisis Management VIII-21.0 Appendix 7</p>	

<p>5. Focus on fundamental board responsibilities, including</p> <p>5.1 Conduct a retreat to review and discuss the core principles of board governance</p> <p>5.2 Establish a governance committee and establish a comprehensive checklist for governance committee oversight.</p> <p>5.3 Clarify the work of committees through a thorough review of charges, actual practices, agenda setting, and communication to the full board</p> <p>5.4 Establish regular reviews of the bylaws to ensure that expectations and structures remain consistent with current system priorities.</p>	<p>5.1 Held a Board Retreat (November 2018) focused on board governance. National expert on Board Governance presented.</p> <p>5.3 Committees are encouraged to review their charges annually.</p> <p>5.4 Review of Bylaws is conducted as needed.</p>	<p>5.1 Hold an annual Board Retreat and board governance will be a permanent Board Retreat agenda item</p> <p>5.2 Charge the Organization &amp; Compensation Committee with focus on board governance, renaming it the Governance and Compensation Committee</p> <ul style="list-style-type: none"> <li>• Develop a charter and workplan for the Governance and Compensation committee for review in the fall.</li> </ul> <p>5.3 Formalize the annual review of committee charges.</p> <p>5.4 Conduct a review of the Bylaws.</p> <ul style="list-style-type: none"> <li>• Review the statutory responsibilities of the Board.</li> <li>• Revise the Bylaws to address changes related to Board reforms</li> </ul>	<p>5.1 Retreat held on October 16-17. Speakers on national higher education landscape and implications for governance and on accreditation and governance. Board self-assessment results shared.</p> <p>5.2 A charter for the Governance and Compensation Committee was approved by the Board on September 20.</p> <p>5.3 Committees are reviewing and revising their charters. Certification of committee charter review has been added as a Governance and Comp Committee responsibility and review will take place in January 2020</p> <p>5.4 The Bylaws were revised to address new legislation</p>	<p>Board Retreat Agenda - Appendix 8</p> <p>Committee Charters - Appendix 9</p>	<p>X</p>
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<p>6. Allow time for public discussion of strategic issues at each meeting to ensure regent attentiveness to the board's fundamental fiduciary obligations.</p>	<p>6.1 Greater intentionality and thoughtfulness being given to removing agenda items of public interest off the consent agenda so that the full Board's discussion of these issues is held in public.</p> <p>6.2 The Bylaws require that individuals submit to the Chancellor for Board Chair approval a written request 48 hours prior to the board meeting.</p>	<p>6.1 Demonstrate ongoing commitment to increased public discussion.</p> <ul style="list-style-type: none"> <li>• Review agenda items to ensure discussion topics are aligned with fiduciary responsibilities</li> </ul> <p>6.2 Governance committee will review the Bylaws as related to public discussion to ensure facilitation of public discussion.</p>	<p><b>6.1 Develop objective criteria to determine which items should be pulled from the consent agenda</b></p> <p><b>6.2 The procedures to include public comment in BOR meetings was approved by the Board and implemented at the September 20 meeting.</b></p>	<p>Guidelines for Consideration of Matters as Individual Items - Appendix 2</p> <p>Guidelines for Public Comment - Appendix 10</p>	<div style="border: 1px solid black; height: 230px; width: 58px;"></div>
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Adhering to the Fundamentals of Sound Governance					
7. Refresh the strategic plan every five years.	7.1 In progress	<ul style="list-style-type: none"> <li>• Explore hiring an outside consultant to take fresh look at the System and where it should be going in the next 5 and 10 years.</li> <li>• Schedule working sessions with the Presidents and Board to do in-depth review/brainstorming of what is needed to advance the mission of the system. Complete high level themes by Spring 2020.</li> <li>• Conduct an annual review of the strategic plan at the annual Board Retreat</li> </ul>	<p><b>7.1 Add strategic plan to the Board Retreat agenda.</b></p> <ul style="list-style-type: none"> <li>• <b>Work on the Strategic Plan will be postponed until after the appointment of a new Chancellor.</b></li> </ul>		
8. Create a more effective board orientation and development program.	<ul style="list-style-type: none"> <li>• Board orientation takes place in the summer for new board members. New Regents meet with the Chancellor, C7 and AAG Bainbridge for overview</li> </ul>	<ul style="list-style-type: none"> <li>• Implement SB 719/HB 533 requirements for education and training (Board governance policies, fiduciary responsibilities, legal obligations, oversight of personnel policies, oversight of constituent institutions)</li> <li>• Explore options to improve both the content and pedagogy of the new Regent orientation</li> <li>• Develop a list of areas for ongoing development of the Board</li> <li>• Develop a Regent Mentor Program</li> <li>• Include campus visits to 3 types of institutions: comprehensive, HBCU, and research</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Developed a revised new regent orientation. Held orientation with new Regents on September 16, 2019.</b></li> <li>• <b>Developed a board professional development program</b></li> <li>• <b>Developed Regent Mentor Program</b></li> <li>• <b>Obtain feedback from Regents on Board Orientation</b></li> </ul>	Board Orientation and Development - Appendix 11	X

<p>9. Develop processes and approaches to achieve greater transparency.</p>	<ul style="list-style-type: none"> <li>• Greater intentionality and thoughtfulness being given to removing agenda items of public interest off the consent agenda</li> </ul>	<ul style="list-style-type: none"> <li>• In agenda formulation, be thoughtful and intentional in pulling topics of public interest from the consent agenda</li> <li>• As required in new legislation, include all motions and vote tallies from open and closed sessions in publicly available minutes</li> <li>• The Board shall make available live and archived video streaming for each open meeting (SB 719/HB 533)</li> <li>• The chair will make remarks prior to closed board meetings to explain what will be discussed in closed session</li> </ul>	<p>see section 1</p>		
<p>10. Better define the role of the Board Chair.</p>	<ul style="list-style-type: none"> <li>• The duties of the Board Chair are outlined in the Bylaws, Article III</li> </ul>	<ul style="list-style-type: none"> <li>• Review current bylaws and make recommendations for any needed changes or enhancements</li> <li>• Use of the Executive Leadership Council for increased interaction with the Board Chair and Officers</li> </ul>	<ul style="list-style-type: none"> <li>• The roles of the Board Chair and Chancellor are outlined in Article III and Article IV , respectively, of the Bylaws.</li> <li>• The Board Officers and Committee Chairs meet in advance of regularly scheduled full Board meetings to set the agenda.</li> <li>• The ERMCM policy will outline and delineate roles during crisis for the Chancellor and Board Chair</li> </ul>		

<p>11. Develop an effective Chair-Chancellor relationship.</p>	<ul style="list-style-type: none"> <li>• Ongoing</li> </ul>	<ul style="list-style-type: none"> <li>• Delineate the two roles</li> <li>• Establish formal communication channels with frequency of communication</li> <li>• Conduct key visits jointly (accreditation, advisory groups, etc.)</li> </ul>	<ul style="list-style-type: none"> <li>• <b>The roles of the Board Chair and Chancellor are outlined in Article III and Article IV , respectively, of the Bylaws.</b></li> <li>• <b>Annually, the Chancellor's performance is evaluated by the Board and the Chancellor submits performance goals to the Board. The Board Chair should stipulate expectations for frequency of communication in the Chancellor's performance evaluation process.</b></li> </ul>		
<p>12. Conduct annual and three-to-five-year comprehensive evaluations—benefitting from the input of all regents—for the Chair, the Board, and the Chancellor.</p>	<ul style="list-style-type: none"> <li>• The Chancellor is evaluated annually by the Board; handled by the Organization and Compensation Committee.</li> <li>• There isn't a provision for or practice of evaluating the Board Chair.</li> <li>• The AGB Report is the second review/evaluation of the Board. The first was conducted decades ago.</li> </ul>	<p>12.1 Governance Committee will administer a self-assessment of the Board by the Regents</p> <p>12.2 Governance Committee will administer a self-assessment of the Board Chair</p> <p>12.3 Governance Committee will continue to conduct annual evaluations of the Chancellor</p>	<ul style="list-style-type: none"> <li>• <b>Self-assessment questions were drafted and approved by the Board in March 2018. These surveys were administered in September 2019 and the results shared at the October 17 Board retreat.</b></li> <li>• <b>The AGB study conducted in Winter 2019 provided a comprehensive evaluation of the Board.</b></li> <li>• <b>The Governance Committee will develop a schedule and process for the evaluation of the Board Chair and Chancellor.</b></li> </ul>		
<p><b>Achieving the Benefits of a Unified System</b></p>					
<p>13. Leverage the strengths of the system.</p>	<ul style="list-style-type: none"> <li>• Ongoing attention.</li> <li>• Existing areas of Systemness: E &amp; E, Academic Innovation, workforce development, M-Power, B-Power, Coordinating Councils (Communication &amp; Marketing, VPs, Provosts, etc.), advisory councils, enrollment targets, and policy</li> </ul>	<ul style="list-style-type: none"> <li>• Leverage the E&amp;E workgroup to examine areas where system-wide activities could benefit the system in terms of effectivity and efficiency</li> <li>• Draft recommended areas for system-wide initiatives</li> <li>• Allocate time on agenda with Presidents, CUSF, CUSS to discuss</li> <li>• Report recommended areas to address in Spring 2020</li> <li>• incorporate into the communication plan</li> </ul>	<ul style="list-style-type: none"> <li>• <b>The Board has recently passed statements of intent and/or values on Enterprise Risk Management and Collaboration and Cooperation on Acquiring New Information Technology and Business Processes</b></li> <li>• <b>Discussed in the November CUSP meeting</b></li> </ul>		

<p>14. Be more attentive to individual universities.</p>	<ul style="list-style-type: none"> <li>• Regents meeting are rotated across all University campuses</li> <li>• Regents participate in commencement exercises and major on campus activities</li> <li>• Regents conduct campus visits on an <i>ad hoc</i> basis</li> <li>• Campuses regularly invite Regents to campus events</li> </ul>	<ul style="list-style-type: none"> <li>• Set expectations of Regents' attentiveness at orientation and reaffirm annually</li> </ul>	<ul style="list-style-type: none"> <li>• Assigned Regents a university/center to which they will serve as the Board's Liaison</li> <li>• Draft expectations "Board Liaison to Campuses" has been developed; each institution has been assigned a Regent and the campuses have been notified.</li> </ul>	<p>Regent Liaison - Appendix 11</p>	
<p><u>Suggestions for Policymakers – Out of Scope</u></p>					

\* - In-process or Complete

**AGB Implementation Plan Appendices**

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## Appendix 1: Revised Bylaws



### 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 September 20, 2019 to be effective July 1, 2019, Amended November 22, 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 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 IX, 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 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 at any time.

Section 2. The officers of the Board shall be elected at the election meeting of the Board by the majority vote of the members of the Board participating in and eligible to vote at such election meeting. They shall hold offices commencing January 1, and continuing until their successors are elected at the next 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 members of the Board participating in and eligible to vote at the meeting at which such vote is held. Officers elected to fill vacancies shall serve until their successors are elected at 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.

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 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 location as the Board may from time to time determine 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 assigned by the Board.

Section 5. Treasurer. The duties of the Treasurer shall be such as may be 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 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 shall appoint a qualified person as Chancellor of the University System.

Section 2. The Chancellor is the Chief Executive Officer of the University System 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 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 assigns and that are required by Title 12 of the Education Article, Maryland Annotated Code; and see that the policies of the Board 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.

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 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 shall appoint a qualified person as President of each constituent institution. The Board 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 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 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 institution, 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;
- 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 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 of the Board. The Faculty Advisor may attend and participate in open meetings of the Board and its committees and 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 closed 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 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 open meetings of the Board and its committees and 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 closed 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 closed 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 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 Systemwide plan;
- B. They will promote the effective and efficient 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 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 with respect to:

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

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

Section 5. The Board 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 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 shall approve the membership of any search committee convened to recommend to the Board a qualified person as president of a constituent institution.

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

## ARTICLE VIII STUDENT REGENTS

Section 1. There shall be two Student Regents, each of whom shall, while serving as a student regent, be a full-time student in good academic standing at an institution under the jurisdiction of the Board. A student regent who, while serving as a student regent, is enrolled at the University of Maryland Global Campus and who is in good academic standing shall be exempt from the full-time requirement of the preceding sentence.

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 who meets the requirements of Section 1 of this Article VIII may be reappointed as a Student Regent. 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 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 this Article VIII.

#### ARTICLE IX 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, at which time 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 vote of a majority of the members of the Board 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 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 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, and 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 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 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 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. 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. 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 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, 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 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 shall be made available to the public by live and archived video streaming.

Section 10. Motions and Vote Tallies. The Board 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. 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 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 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 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 in fulfilling its fiduciary responsibilities for overseeing adequacy of and compliance with the internal controls of the University System 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, 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.
- 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.
- G. This Committee shall assist the Board in fulfilling its responsibility to comply with Md. Education Code Ann. Section 12-1-4(p) review of annual financial disclosure statements—The Board of Regents shall review the annual financial disclosure statements filed by the Chancellor and the presidents of each constituent institution in accordance with Section 5607 of the General Provisions Article.
- H. The Committee shall review the annual financial disclosure statements filed by the members of the Board of Regents in accordance with Section 5-607 of the General Provisions Article.
- I. The Committee shall render advice and assistance to the Board of Regents in fulfilling its responsibilities for overseeing the sufficiency and adequacy of Enterprise Risk Management of the University System of Maryland as defined in BOR Policy - VIII-20.00 Policy on Enterprise Risk Management.

#### 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.
- 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, and shall recommend appropriate action to the Board, 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 appropriate action with respect to those requests by the University of Maryland Medical System Corporation for grants from the State which have been provided by the University of Maryland Medical System Corporation to the Board for approval in accordance with Section 13-303(i) of the Education Article, Maryland Annotated Code.

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

Section 6. Committee of the Whole.

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 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, 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 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.
- 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

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 System and System institutions, 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.

#### 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 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 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 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. E. Regents who are members of a Standing Committee may participate in meetings of such Committee 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. If such Regents are voting members, they shall be counted for quorum purposes and their votes shall be counted when determining the actions of the Committee

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. Members and Chairpersons of such task forces and workgroups as may be authorized from time to time by 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 each task force or workgroups shall be called by the group's Chairperson, and conduct meetings as determined by such Chairperson.

#### 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

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 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.

## Appendix 2: 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 \$5M** (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**
- **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.

## Appendix 3: Summary of Regents Video Livestream Metrics

### Summary of Video Livestream Metrics for September 2019 Board Meeting

- USM IT Staff have reported that 134 unique viewers watched the Regents Meeting at Coppin State during the live broadcast on September 20.
- Another 36 viewers have accessed video since it was posted on the USM YouTube channel on Sept. 22—this posted video includes closed captioning via the Microsoft Skype Broadcast streaming solution program.
- While our video platform allows us to track the number of unique viewers, it does not allow us to glean the specific identities or organizations of those viewers.



## Appendix 4: Regents Report Newsletter

The September 2019 Regents Report Newsletter is online at

[https://www.usmd.edu/regents/reports/September 2019 USM Board of Regents Report.pdf](https://www.usmd.edu/regents/reports/September%202019%20USM%20Board%20of%20Regents%20Report.pdf)

A copy of the Regents Report Newsletter follows the informal summary of distribution and viewership below:

### **Summary of the September 2019 Regents Report Newsletter, General Distribution**

Emails Sent:	501
Emails Received:	463 (38 bounced – includes auto-reply, blocked, bad address)
Open Rate:	53% (20-25% industry average for nonprofit/education)
Click Rate:	17%

### **Most Clicked Links:**

1. **Frostburg University.** University receives surprise posthumous gift, one of the largest in Frostburg State University's history. [Read more.](#)
2. Recipients of 2019 Board of Regents Staff Awards Honored  
<https://www.usmd.edu/newsroom/news/1934>
3. System Enrollment Remains Robust for Fall 2019  
<https://www.usmd.edu/newsroom/news/1928>
4. **Towson University.** Towson University's Residence Tower awarded a U.S. Green Building Council's Leadership in Energy and Environmental Design (LEED) Gold Certification. [Read more.](#)
5. **Proposed Amendments to Committee Bylaws**  
<https://www.usmd.edu/regents/agendas/20190920-FullBoard-OpenSession.pdf#page=83>

### **Who Opened the Email:**

Most of the Regents and university presidents opened the email.

82 members of the Maryland Legislature have opened the email, including Senate President Mike Miller and Speaker of the House Adrienne Jones. Also, several state officials have opened the email, including:

- Matthew Clark, Chief of Staff to Gov. Larry Hogan
- Diane Croghan and Allison Mayer, Deputy Chiefs of Staff to the governor
- Victoria Gruber, Executive Director Maryland Department of Legislative Services
- Rachel Hise, Principal Policy Analyst at Maryland Dept of Legislative Services

**Summary of Regents Report Newsletter, Media Distribution**

Emails Sent: 354  
Emails Received: 143 (211 bounced – includes auto-reply, blocked, bad address)  
Open Rate: 24.5% (20-25% industry average for nonprofit/education)  
Click Rate: 20%

**Most Clicked Links:**

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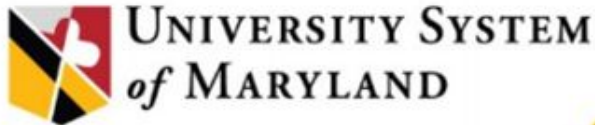
**Who Opened the Email:**

Print Online: Baltimore, Business Journal, The Daily Record, Southern Maryland News, Garrett County Republican

Online Only: Maryland Matters

Radio & TV: WBAL, WJLA, WMAR, WMDT, WTOP, WUSA, WV Radio

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## Regents Report | September 2019

### Greetings from the Board of Regents

We are pleased to share this inaugural "Regents Report" e-newsletter, which will become a recurring communication following each regular meeting of the USM Board of Regents. Future editions will keep you up-to-date on the work of our Board and the actions and decisions resulting from each meeting.

Each newsletter will also include information about important upcoming Board of Regents events, as well as noteworthy developments at USM institutions. We hope that you find this communication to be informative and we welcome your comments.

Sincerely,

Linda R. Gooden, Chair  
USM Board of Regents

Robert Caret, Chancellor  
University System of Maryland



### Board Actions & Decisions | September 20, 2019

The USM Board of Regents met at Coppin State University on Friday, September 20, 2019. At this meeting, key actions by the Board included:

**Remembering Regent Katrina Dennis:** The Board passed a resolution to express its condolences on the death of Regent Katrina Dennis and honor her life of service to the legal community, the Baltimore region, and especially to the University System of Maryland. Regent Dennis, who passed away on Saturday, August 31, was an exceptional attorney, a committed mentor and a tireless advocate for the USM and our students. [Read more.](#)

**Enhancements to Board Accountability and Transparency:** As recommended in the USM Governance Review Final Report developed by the Association of Governing Boards (AGB), the Board voted to bring clarity to committee work by reviewing and/or developing committee bylaws, charges, and practices to ensure expectations and structures remain consistent with current System priorities. [Read more.](#)

**Approval of Two New Programs at Salisbury University:** Following the recommendations of the Committee on Education Policy and Student Life, the Board voted to approve two new programs at Salisbury University: a [Bachelor of Science in Data Science](#) and a [Bachelor of Arts in Outdoor Education Leadership](#).

**Announcement of Awards and Honors for Faculty, Staff and Students:** During the meeting, the Board recognized the recipients of several prestigious annual awards. Chair Gooden announced the [Board of Regents Staff Awards](#), presented to ten staff members at

various USM institutions. The Committee on Education Policy and Student Life notified the Board of the of the awards made for the 2019-2020 [USM Regents Scholars Program](#), the [Donald Langenberg Lecture Award](#), and the [Wilson H. Elkins Professorships](#).

**Funding for Construction Projects at UMBC and the University of Maryland, College Park:** In keeping with the Board's focus on ensuring the health and safety of USM students, the Board voted to approve a \$17 million construction package to build a new 24,000 GSF building for [UMBC's University Health Services and the Counseling Center](#). The Board also approved a \$14.3 million funding increase to continue the construction project at [New Cole Field House](#) at the University of Maryland, College Park, which will add athletic, research and clinical spaces to the facility, including space for the new Brain and Behavior Research Institute.

**For more information about the latest Board of Regents meeting, you may view the [meeting agenda](#) or [video archive](#). The [meeting minutes](#) will be posted once approved.**

## Other News from the System

### System Enrollment Remains Robust for Fall 2019

The USM Fall 2019 data snapshot reveals that system-wide enrollment continues to be robust as enrollment across all 12 system campuses and three regional academic centers is expected to exceed 170,000 students. Trends for Fall 2019 include growing interest in STEM and healthcare programs, rising graduation rates, and increased diversity among both undergraduate and graduate students across the system. [Read more.](#)

### USM Institutions Make Strong Showing in Annual Rankings

In the most recent releases of college rankings, USM institutions were included in local, national and worldwide rankings, as well as specialized rankings in areas such as affordability, undergraduate teaching, public colleges, Historically Black Colleges and Universities, and more. [Read more.](#)

**Maryland Momentum Fund Makes Investments in Two Biotechnology Firms.** In recent weeks, the University System of Maryland (USM) Maryland Momentum Fund announced investments in [Gemstone Biotherapeutics](#), a clinical stage biotech company developing innovative, evidence-based products for scar-free skin regeneration, and [Veralox Therapeutics, Inc.](#), a preclinical stage therapeutics company. The \$10 million Maryland Momentum Fund, which was established by the USM Board of Regents, is designed to fill gaps in the funding pipeline to push USM's most innovative ideas into the marketplace.

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## News from USM Institutions

**Bowie State University.** Prestigious Wilson H. Elkins Professorship award aids BSU researcher in developing black male teachers. [Read More.](#)

**Coppin State University.** Coppin State University announces the launch of the University Academic Advising Center (UAAC), to provide students with academic support. [Read more.](#)

**Frostburg University.** University receives surprise posthumous gift, one of the largest in Frostburg State University's history. [Read more.](#)

**Salisbury University.** SU received \$2.1 Million award from the U.S. Department of Education for Migrant Worker Education. [Read more.](#)

**Towson University.** Towson University's Residence Tower awarded a U.S. Green Building Council's Leadership in Energy and Environmental Design (LEED) Gold Certification. [Read more.](#)

**University of Baltimore.** UB ranked #1 in Maryland in five categories across *Washington*

*Monthly's Annual College Rankings.* [Read more.](#)

**University of Maryland, Baltimore.** The National Institute of Allergy and Infectious Diseases awarded a \$200 million federal grant to researchers at the University of Maryland School of Medicine's Center for Vaccine Development and Global Health to fund efforts to improve seasonal influenza vaccines and ultimately develop a vaccine that would work for years on most flu variants. [Read more.](#)

**University of Maryland, Baltimore County.** UMBC has received a \$2.8 million NSF Research Training Grant to build a new master's program in environmental sciences designed to increase the diversity of the environmental science workforce. [Read more.](#)

**University of Maryland, College Park.** A three-year, \$3 million gift to the Clark School of Engineering from Lockheed Martin will fund aerospace research while increasing opportunities for women and underrepresented minorities in STEM. [Read more.](#)

**University of Maryland Eastern Shore.** Two professors in UMES's School of Pharmacy have secured a \$1.3 million NIH science education grant to establish a five-year partnership with Somerset County public schools. [Read more.](#)

**University of Maryland Global Campus.** The institution that has been known as University of Maryland University College for nearly 50 years is now University of Maryland Global Campus (UMGC). [Read more.](#)

**University of Maryland Center for Environmental Science.** To help increase diversity in STEM fields, the Institute of Marine and Environmental Technology (IMET) hosted a dozen undergraduate students for its nine-week summer undergraduate internship featuring research in marine sciences. [Read more.](#)

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### News from USM Regional Centers

**Universities at Shady Grove.** The Universities at Shady Grove rededicated a building as the Clifford and Camille Kendall Academic Center to honor Clifford Kendall, who was one of the center's founders. [Read more.](#)

**University System of Maryland at Hagerstown.** University System of Maryland at Hagerstown is welcoming two new programs to the center in Fall 2019: B.S. in Community Health through Salisbury University and a B.S. in Hospitality & Tourism Management through the University of Maryland Eastern Shore. [Read more.](#)

**University System of Maryland at Southern Maryland.** Members of the USM office have been working with UMCP to select an executive search firm and anticipate launching a search this fall for the first Executive Director of the University System of Maryland at Southern Maryland.

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### Dates to Remember

**OCTOBER 30**  
**Committee on Audit**  
USMO, Elkins Building  
10:00 a.m.

**NOVEMBER 5**  
**Committee on Education Policy and Student Life**  
University of Baltimore  
9:30 a.m.

**NOVEMBER 19**

### Useful Resources and Contacts

**Regents Meeting Minutes** [View](#)

**Regents Meeting Video Archive** [View](#)

#### Board of Regents

Phone: 301.445.2701  
Email: [regents@usmd.edu](mailto:regents@usmd.edu)  
Web: [www.usmd.edu/regents](http://www.usmd.edu/regents)

<p><b>Committee on Organization and Compensation</b> University of Maryland, Baltimore 8:30 a.m.</p> <p><b>NOVEMBER 19</b> <b>Committee on Finance</b> University of Maryland, Baltimore 10:30 a.m.</p> <p><b>NOVEMBER 19</b> <b>Committee on Economic Development and Technology Commercialization</b> University of Maryland, Baltimore 12:30 p.m.</p> <p><b>NOVEMBER 22</b> <b>Board of Regents Meeting</b> Universities at Shady Grove 8:30 a.m.</p> <p>For the complete schedule of meetings, please visit the USM website at: <a href="http://www.usmd.edu/regents/meetings/">www.usmd.edu/regents/meetings/</a></p> <p></p>	<p><b>Chancellor's Office</b> Phone: 301.445.1901 Email: <a href="mailto:chancellor@usmd.edu">chancellor@usmd.edu</a> Web: <a href="http://www.usmd.edu/usm/chancellor/">www.usmd.edu/usm/chancellor/</a></p> <p><b>Office of Government Relations</b> Vice Chancellor: Patrick Hogan Phone: 410.269.5085 Email: <a href="mailto:phogan@usmd.edu">phogan@usmd.edu</a> Web: <a href="http://usmd.edu/usm/government-relations/">usmd.edu/usm/government-relations/</a></p> <p><b>Office of Economic Development</b> Vice Chancellor: Tom Sadowski Phone: 410.576.5742 Email: <a href="mailto:tsadowski@usmd.edu">tsadowski@usmd.edu</a> Web: <a href="http://usmd.edu/usm/economic-development/">usmd.edu/usm/economic-development/</a></p> <p><b>Office of Communications &amp; Marketing</b> Vice Chancellor: Tim McDonough Phone: 301.445.2722 Email: <a href="mailto:tmcdonough@usmd.edu">tmcdonough@usmd.edu</a> Web: <a href="http://usmd.edu/usm/office_of_communications">usmd.edu/usm/office_of_communications</a></p>
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## Appendix 5: Board of Regents' Statement of Intent on Enterprise Risk Management and Crisis Management

Every enterprise carries unique risks. With their student and residential populations and academic and research-related activities, institutions of higher education face many types of risks unlike those in other sectors. An enterprise risk management (ERM) approach in higher education can help institutions identify the risks of events and circumstances that could negatively impact the school's ability to reach its goals.

An ERM approach incorporates plans to identify risks, analyze the impact of those risks, and take steps to mitigate them. Additionally, pre-planning for crisis management enables a more timely and robust response when crises occur.

It is therefore the intention of the Board of Regents that:

1. The Board have a policy that:
  - a. Establishes the Board's commitment to ERM and Crisis Management (CM) as on-going processes that identify, manage and communicate key risks as part of an integrated approach to achieving the strategic goals of each institution and the System as a whole;
  - b. defines roles and responsibilities for the Board, Chancellor and Presidents; and
  - c. sets expectations for Presidents, Chancellor and the Board that risks are properly identified, evaluated, managed and communicated at the proper level of the institution.
    - i. The identification of risks and opportunities, the development of action plans to manage the risks and maximize the opportunities, and the continual monitoring of risks are integral parts of the management and leadership of the institution.
2. The USM Develop and implement ERM practices:
  - a. Establish governance structure to support leadership engagement and to implement the process for risk assessment and mitigation;
  - b. Incorporate principles of ERM into the development of strategic initiatives and operational objectives;
  - c. Determine process for periodic review of risk portfolio and risk philosophy; and
  - d. Identify formal metrics or key performance indicators for evaluation of ERM program value.
3. The Roles and Responsibilities for ERM and CM are delegated as follows:

- a. Board
    - i. Establish ERM and CM policy and make it a priority for institutions;
    - ii. Establish expectations for communication of potential crises;
    - iii. Provide oversight in risk monitoring –
      - 1. both on a recurring, regular basis (annually) as well as
      - 2. incorporating questions regarding risk in strategic and planning projects as these initiatives are brought to the Board; and
    - iv. Provide support to Chancellor and Institution Presidents.
  - b. Chancellor
    - i. Implement a sustained ERM effort by System Senior Administration;
    - ii. Develop processes for regular communication of individual universities' risk profiles and specific risks, including mitigation strategies;
    - iii. Develop crisis leadership and management processes;
    - iv. Develop management and communication process for risks as they are realized (crisis communications); and
    - v. Develop a System-wide Enterprise Risk profile.
  - c. University Presidents
    - i. Engage Cabinet and key faculty to develop university-wide risk portfolio, including:
      - 1. identification of risks across the entire university;
      - 2. assessment of probability and impact of risks on institutional mission, strategic goals and reputation;
      - 3. institutional risk philosophy encompassing risk tolerance and risk opportunity;
      - 4. assignment of management responsibility for mitigation plans and execution, and communication strategies and processes; and
      - 5. monitoring identified risks, holding the risk owner accountable and consistently scanning for emerging risks.
4. Types of Risk to be considered
- a. Reputational risks not separately identified in another category – public image (Examples: reputation and brand; community relations; external communications)
  - b. Safety and health of students, faculty and staff



- c. Legal and regulatory compliance – laws and regulations (Examples: regulatory; legal; accreditation standards; intellectual property; institutional standards/policies concerning diversity and inclusion)
  - d. Athletics
  - e. Academic
    - i. Academic Performance
    - ii. Academic Integrity
  - f. Financial – safeguarding assets (Examples: funding and resource allocation; conflict of interest; budget; fraud; debt)
    - i. Financial integrity issues – waste, fraud or abuse
    - ii. Financial going concern issues
  - g. IT security
    - i. Data
    - ii. Key records
    - iii. Systems, networks
  - h. Strategic - goals of the organization (Examples: strategic plans; institutional mission; academic goals and objectives; crisis response and business continuity)
    - i. Business model
    - ii. Technological
5. Operational – processes that achieve goals (Examples: conduct of research; facilities infrastructure; safety and security; information technology; human resources; student
6. Example of Risk Portfolio
- a. Reputational risks not separately identified in another category
  - b. Safety and health of students, faculty and staff
  - c. Legal and regulatory
  - d. Athletics
  - e. Academic
    - i. Academic Performance
    - ii. Academic Integrity
  - f. Financial
    - i. Financial integrity issues – waste, fraud or abuse
    - ii. Financial going concern issues
  - g. IT security
    - i. Data
    - ii. Key records

- iii. Systems, networks
- h. Strategic
  - i. Business model
  - ii. Technological
  - iii. Operational

The System will develop a draft policy in accordance with shared governance principles and present the draft policy to the Board for consideration prior to 2019 year-end.

## Appendix 6: Policy on Enterprise Risk Management



### **VIII-20.00 POLICY ON ENTERPRISE RISK MANAGEMENT**

(Approved by the Board of Regents on November 22, 2019)

#### **I. PURPOSE**

Best practices in effective governance at an institution and System-wide level, requires that management periodically assesses potential risks and exposures, evaluates the probability and the impact of each and where appropriate, adopts risk mitigation strategies. These processes should inform decisions and strategic planning, both within each institution, as well as at the System level.

This policy formalizes expectations of each University System of Maryland institution to establish an ongoing system of risk management appropriate to the institution's mission and strategic initiatives. The policy also sets periodic reporting expectations and processes for reporting key risk items.

#### **II. ENTERPRISE RISK MANAGEMENT (ERM)**

##### **A. Institution-level ERM**

Pursuant to this policy, each USM institution and regional higher education center, including the USM Office, is to adopt an enterprise risk management process. The process should be developed to assure that potentially significant and likely risk exposures have been identified and communicated to institutional leadership, and that plans to reduce the risk of occurrence, or mitigate the exposure have been developed.

Under the leadership of each institution's President, an institution-wide body, such as a campus cabinet or president's leadership team, is to identify and quantify risks, determine risk tolerances, and oversee risk mitigation strategies or measures where appropriate.

The enterprise risk management process must include an inventory, or register, of risks and exposures that are potentially significant in terms of both likelihood and impact that strategic interests and goals of the institution could be impacted. Each risk should have identified a responsible official or department which will monitor and adopt mitigation strategies as appropriate, and periodically report to the institution-wide body responsible for

overseeing the risk management process. Risks are to be evaluated as to the potential impact, as well as the likelihood of occurrence.

Institutions are expected to adopt risk management practices suitable and appropriate to the institution's activities and goals. Tailoring risk management activities to the institution's focus and goals may result in similar institutions assessing the likelihood, and the impact, of similarly described risks differently, with risk tolerance and mitigation strategies that reflect those differences. Each risk management process is to include the basic steps of:

Risk identification;  
Risk assessment;  
Risk tolerance, prevention and mitigation; and  
Reporting,

the specific risks, determination as to impact and likelihood, and accordingly, prevention and mitigation strategies, are likely to vary from institution to institution. It is important that each cycle of assessment and evaluation of risks, impact and likelihood, also consider the identification of new and emerging risks.

This policy is not intended to require a specific risk identification, assessment, mitigation or reporting process and acknowledges that institution's may have different approaches and processes to address enterprise risk management.

#### B. System-wide

The Chancellor is to develop a risk management process for the University System of Maryland appropriate for a comprehensive state-wide university system, that identifies, assesses, mitigates and communicates System-wide risks and exposures, and complements risk management practices at each institution. The risk assessment is to be done in consultation with the Director of Internal Audit, vice chancellors, and institution presidents, and should represent a set of identified System-wide risks and exposures appropriate to System-wide planning and action.

A review and discussion of System-wide risks and exposures, the assessment of impact and likelihood, and strategies and efforts in place to address, prevent or mitigate Systemwide risks is to be considered by the Board of Regents Committee on Audits at least annually.

### III. REPORTING REQUIREMENTS

Institution Presidents are expected to communicate to the Chancellor that an institutional enterprise risk management process is in place and operationally functional, and review with the Chancellor, as a part of the presidential performance review process, the 3-5 risks assessed to be the most significant concerns to institutional leadership in terms of setting strategic goals and planning.

Institution Presidents, by March 31st annually, are to provide notification to the Chancellor that a review or update of the institution's risk assessment and management plan has been performed, and are to provide a listing of significant events that have occurred in the prior calendar year that were contemplated and planned for in the institution's risk management process.

#### IV. DEFINITIONS

**Strategic risks** – an event or activity, whether internal or external, that has the potential to negatively impact the institution's ability to pursue its mission and/or achieve its key strategic goals and objectives. These risks include inadequate strategic planning and goal setting, crisis response and business continuity, reputation and brand, and community relations.

**Financial risks** – risks and exposures that are associated with inadequate financial planning, management and operational outcomes, including the budgeting and financial reporting processes, financial controls, debt management, endowment investing, and risk management and insurance provision.

**Operational risks** – risks and exposures that do not have an immediate financial impact but impact the core mission and objectives of the institution. Included here are risks to the academic enterprise such as academic quality, tenure and faculty promotion, accreditation, faculty recruitment, on-line learning, program development (including closures, new programs, and international programs). Weather events, power disruptions, and other potential events impacting availability of facilities, would be another group of operational risks, to the extent that those risks are both likely and significant in impact. Research activities and issues surrounding medical centers would also fall under the category of operational risks.

**Reputational risks-** risks and exposures that may harm education mission by casting doubt on commitments by campus leadership and negatively affecting the image of the University. Such risks may include claims of harassment and discrimination, waste and abuse, scholarly misconduct. Reputational risks may also be strategic, financial and operational risks depending on the nature and severity.

**Risk mitigation-**steps taken at the institution and System level to identify, assess and address and report on potential risks. Risk mitigation may include institution level threat and risk assessment team efforts, trainings, coordinated efforts across institutions to identify and mitigate risk.

**Risk tolerance** –ability or willingness by an institution or the System’s leadership to accept a certain level of likelihood that a particular risk exposure materializes. Risk tolerance is important in considering the possibilities for mitigating or eliminating particular risks and exposures, each of which are likely to carry an associated cost or set of requirements.

## Appendix 7: Policy on Crisis Management



### **VIII-21.00 POLICY ON CRISIS MANAGEMENT**

(Approved by the Board of Regents on November 22, 2019)

#### **I. PURPOSE**

Best practice in effective governance at both an institution and System-wide level, requires that management have a process for responding to events considered to be a crisis.

This policy formalizes expectations that each University System of Maryland institution and regional higher education center, including the System Office, and the chancellor on behalf of the University System generally, establish a process and set of protocols and steps for use in responding to events that each level considers a crisis, as defined below.

#### **II. CRISIS MANAGEMENT**

Each President shall develop protocols for use in responding to and communicating when a crisis arises. Board of Regents Policy VI-10.00 formalizes requirements associated with campus emergency planning, preparedness, and response. An emergency, depending on the impact and exposure, operationally, in terms of public safety, and reputationally, may also be considered a crisis within the meaning of this policy and require additional coordination and consultation, public communication, and response and recovery.

A crisis is defined as:

1. A negative event that was unanticipated and for which plans had not been formulated,
2. A negative event that had been planned for, but happened at a rate or pace unanticipated, or
3. A confluence of events anticipated and planned for individually, but not in combination.

The University System Office will provide guidance to support each President developing a crisis management process for their university appropriate for that university, that, at minimum, includes clear reporting and escalation, response structure and team roles, and crisis communications.

Each institution, and the System as a whole, are to develop crisis communication plans that detail who is responsible for communications in the event of particular events, and a general plan for events not anticipated.

Care should be taken to ensure that crisis communications considers and includes students, faculty, staff, and other identified institution and System interested parties. Once a crisis management process has been developed by an institution, periodic testing of the process in response to a potential crisis should be carried out to ensure that all involved at an institution in crisis management understand roles, protocols, and processes. The process should be reviewed and refined after any actual crisis event, if appropriate, to improve institutional responses and communications.

In the event of a crisis, immediate notification to the Chancellor and the Vice Chancellor for Communications is to happen as soon as is practical under the circumstances, even if all the facts and considerations are not yet known. The Chancellor will communicate with the Chair of the Board of Regents to provide an understanding of the event or emergency, the current institution or System response, and to consult on the communication strategy as appropriate.

### **III. REPORTING REQUIREMENTS**

Institution Presidents are expected to communicate to the Chancellor that an institution level crisis management process has been established and is understood, and reviewed with the Chancellor, as a part of the presidential performance review process, any negative events and emergencies at the institution level that fall within the definition of crisis above that occurred in the prior calendar year.



## Appendix 8: Board Retreat Agenda



**REVISED**  
**Board of Regents Retreat**  
**The Hotel at Arundel Preserve**  
**7795 Arundel Mills Boulevard**  
**Hanover, MD 21076**

**October 17, 2019**

**8:15 a.m.**                    ***Breakfast (Foyer)***

**AGENDA FOR PUBLIC SESSION**

**9:00 A.M.**

**9:00 – 9:15 a.m.**        **Patapsco Room**  
***Welcome and Introductions***  
**Chair Linda Gooden, Board of Regents**

***2018 Retreat Follow-up***  
**Chancellor Robert Caret, University System of Maryland**

**9:15 – 10:00 a.m.**    ***Future Governance Challenges and Any Role for Accreditation***  
**Judith Eaton**  
**Council on Higher Education Accreditation**

**10:00 – 10:30 a.m.**    ***Board Self-Assessment Results***  
**Regent Robert Rauch**

**10:30 – 10:45 a.m.**    ***Break***

**10:45 – 12:00 p.m.**    ***Enterprise Risk and Crisis Management***  
**Regent Louis Pope and Vice Chancellor Ellen Herbst**

**12:00 – 1:00 p.m. Severn Room**

***Lunch (themed table talks)***

- 1. The Changing Higher Education Landscape**
- 2. Maryland Economic Competitiveness**
- 3. Regional Higher Education Governance and Operations**
- 4. Board Governance**
- 5. Enterprise Risk and Crisis Management/Biggest Vulnerabilities Ahead**
- 6. The Next Strategic Plan**

**1:00 – 1:45 p.m. Patapsco Room**

***A Conversation with Maryland General Assembly Leadership***

**Panel Discussion with Senate President Mike Miller and Speaker of the House Adrienne Jones, Moderated by Vice Chancellor Patrick Hogan**

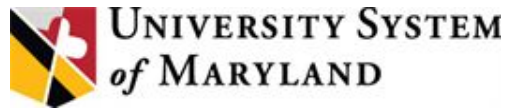
**1:45 – 3:00 p.m. Refresher on Board Governance and Functions**

- Office of the Attorney General  
AAG Katherine Bainbridge**
- Athletics and Governance  
Vice Chancellor Ellen Herbst and Regent Barry Gossett**
- Capital Planning Process  
Vice Chancellor Ellen Herbst and Regent Gary Attman**
- Accreditation and Governance**

**Vice Chancellor Joann Boughman and Regent Michelle Gourdine**

**3:00 Reconvene to Closed Session**

## Appendix 9: Committee Charters



### **Board of Regents Committee on Advancement**

#### **Committee Charge**

The Committee on Advancement shall consider and report to the Board on all matters relating to the University System of Maryland's private fund-raising efforts, including policies, strategies, best practices and national standards affecting capital campaigns and ongoing fund-raising programs of individual institutions and the University System of Maryland.

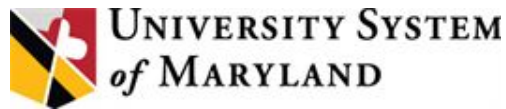
This Committee shall give support to individual institutions and affiliated foundations in all development/advancement efforts, recognizing the vast majority of donors' interests lie with individual institutions, and in many cases, specific programs. This Committee shall also encourage individual institutions and affiliated foundations in seeking collaborative and joint fundraising between and among institutions and programs.

This Committee shall support efforts to bring more resources to advancement programs in order to build a thriving culture of philanthropy and engagement, which in turn improves scholarship, student access, and innovation across the USM.

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 fund-raising activities, including gifts, donations, bequests, endowment, grants, venture, cooperative agreements, and other public-private opportunities.

The Committee will encourage all system institutions to establish positive and noteworthy stewardship standards, reflected in the regular communication with donors about the intent, use, and outcomes of the application of the funds received.

This Committee acknowledges the critical role of affiliated foundations in these efforts, and in particular good stewardship and management of funds. This Committee shall consider and report to the Board on all matters relating to System-affiliated foundations, alumni associations and similar 501 (c) (3) organizations affiliated with the USM and monitor activities to assure adequate institutional controls are in place.



**Board of Regents Committee on Economic Development and Technology  
Commercialization  
Committee Charge**

Charge for the University System of Maryland Board of Regents Committee on Economic Development and Technology Commercialization

The University System of Maryland (USM) created the Board of Regents Committee on Economic Development and Technology Commercialization in July 2011 in recognition of the increasing importance of translational research, entrepreneurship and innovation, and the supply of skilled workers in STEM fields for the State of Maryland. The Committee, working with the Vice Chancellor for Economic Development, provides strategic leadership for the USM's economic development and technology commercialization, innovation and entrepreneurial initiatives.

The strategic objectives of the Committee are as follow:

- Strengthen the USM entrepreneurial ecosystem
- Align resources with market demand
- Leverage USM resources through collaborations
- Engage the investment community and enhance access to capital for USM affiliated startups and innovators
- Enhance partnerships with industry, state and federal entities



UNIVERSITY SYSTEM  
*of* MARYLAND

**Board of Regents  
Committee on Education Policy and Student Life**

Charge:

The Committee on Education Policy and Student Life shall perform all necessary business and provide guidance to the Board of Regents on issues that pertain to academic affairs and student affairs functions at the institutions within the University System of Maryland.

Role and Responsibilities:

The Committee on Education Policy and Student Life shall consider and report or recommend to the Board of Regents on matters concerning academic and student affairs-related policies and programs for all institutions and major units including, but not limited to, all issues relating to academic programs such as curriculum development, adequacy of instructional facilities and specialized centers and institutes, and institutional support for student academic services; matters and policies relating to faculty; student enrollment, recruitment, retention, transfer, and articulation; financial aid; campus safety and security; athletics; student health and wellness; student government; and student organizations; and the overall intellectual, social, and emotional climate of the university.

Members of the Committee on Education Policy and Student Life are appointed annually by the Chairperson of the Board. The Committee holds at least five regularly-scheduled meetings during the fiscal year. The members of the Committee may expect to receive information for review in order to consider and report or recommend to the Board of Regents on any of the following matters:

- A. Institutional mission statements and goals
- B. Establishment and disestablishment of schools and colleges
- C. Proposals for new academic programs
- D. Review of existing academic programs and enrollments within those programs
- E. P-20 partnerships and initiatives
- F. Academic transformation and innovation
- G. Academic integrity
- H. Civic education and civic engagement
- I. Student life and student services
- J. Inclusion and diversity
- K. Student enrollment, recruitment, and retention
- L. Transfer and articulation
- M. Access and affordability
- N. Student health and wellness
- O. Academic issues related to intercollegiate athletics

- P. Campus safety and security
- Q. Title IX and sexual misconduct
- R. Faculty life and faculty conduct
- S. Faculty policies and procedures including, but not limited to, appointments in rank and promotion to tenure
- T. Faculty workload
- U. Faculty awards nominations
- V. Honorary degree nominations
- W. Extramural funding
- X. Relevant issues, reports, or requests as brought to the USM by the Maryland Higher Education Commission and other state agencies
- Y. Additional pertinent issues as raised by the student, staff, and faculty advisory councils; university administrators; USM officials; and regents



UNIVERSITY SYSTEM  
*of* MARYLAND

**Board of Regents Committee on Finance  
Committee Charge**

Charge:

The Committee on Finance shall perform all necessary business and provide guidance to the Board to help ensure the long-term financial health and development of the University System, informed by strong fiscal and administrative policies.

Role and Responsibilities:

The Committee on Finance shall consider and report or recommend to the Board of Regents on matters concerning financial affairs; capital and operating budgets; facilities, student enrollment; investments; real property transactions; business entities; procurement contracts; human resources; tuition, fees, room and board charges; and the overall long-range financial planning for the University System.

Members of the Committee on Finance are appointed annually by the Chairperson of the Board. The Committee holds six regularly scheduled meetings during the fiscal year. The members of the Committee may expect to receive information for review in order to consider, and/or act on any of the following matters:

- A. Establishment of the University System's five-year Capital Improvement Program (CIP) request prior to its submission to the Governor. The CIP is comprised of a prioritized list of academic projects (e.g., instruction, research), for which State bond or cash funding is requested.
- B. Establishment of the University System's five-year System Funded Construction Program (SFCP) prior to its implementation. The SFCP incorporates prioritized requests from institutions for auxiliary and self-support projects (e.g., residence halls, parking facilities).
- C. Authorization to issue debt to fund the capital program through the use of academic and auxiliary revenue bonds.
- D. Off-cycle construction or renovation projects that exceed expenditure thresholds established in Board policy and procedures.
- E. Facilities Master Plans are high level, strategic land-use and physical development plans, which help direct campus construction and improvements 10-20 years into the future. They

also guide campus priorities for the annual capital budget request. Typically, a campus president will give a presentation where they describe the institution's goals on a wide range of topics related to physical renewal and expansion, including: building location decisions, renovation and replacement options, utility expansion, real property acquisition, environmental concerns, and campus and community interaction.

- F. Capital projects status report which outlines the progress of all major design and construction projects underway System-wide. Data fields include overall cost, schedule, funding sources and prior approvals, as well as the name of the project architect and primary contractor.
- G. Aggregated energy and power purchase agreements; periodic reviews of progress by the System and individual institutions toward State sustainability goals pertaining to reduction of energy and greenhouse gas emissions.
- H. Acquisition and disposition of real property.
- I. Establishment of annual operating budget including state appropriation request to the Governor.
- J. Establishment of, or changes to tuition, mandatory student fees, and residential room and board rates.
- K. Student enrollment 10-year projection prior to its submission to the Maryland Higher Education Commission.
- L. Fall student enrollment attainment for each institution.
- M. Annual reports of the finances of intercollegiate athletics for those institutions with Division I programs.
- N. Review on a regular basis certain of the University's material financial matters, including the annual audited financial statements, balance sheet management and debt strategy, review and endorsement of endowment spending rule.
- O. Reports and recommendations from the investment advisor(s) and investment manager(s) regarding the investment of the Common Trust Fund and asset performance.
- P. Establishment of business entities, public/private partnerships, and the initiatives covered under the Board's HIEDA policy.
- Q. Review dashboard metrics and monitor outcomes for organizational improvement and excellence.
- R. Establishment of, or changes to existing fiscal and administrative policies.
- S. Human resources policies for all staff employees including but not limited to recruitment, retention, administration of benefits and leave, compensation and classification, layoff,



separation, and grievances. This Committee shall also consider and recommend any changes to the exempt and nonexempt staff salary structures.

- T. Awarding of contracts and entering into cooperative agreements as specified in VIII-3.0 USM Procurement Policies and Procedures. This Committee shall approve all contracts that exceed \$5 million except contracts for capital projects, sponsored research, and real property.
- U. Pursuant to Section 13-306 of the Education Article, the annual contract, and any amendments thereto, between University of Maryland, Baltimore (UMB) and University of Maryland Medical System Corporation which states all financial obligations, exchanges of services, and any other agreed relationships between them for the ensuing fiscal year concerning the University of Maryland Medical Center. Section 13-306 requires that the annual contract be submitted to the Board of Regents, upon recommendation of the UMB president, for consideration, any modification, and approval.



**UNIVERSITY SYSTEM  
of MARYLAND**

**Board of Regents Committee on Governance & Compensation  
Committee Charge**

**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 good governance principles and realizes its full potential as 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.



**UNIVERSITY SYSTEM  
of MARYLAND**

**Board of Regents Audit Committee**

**Committee Charter**

**PURPOSE**

To assist the Board of Regents in fulfilling its responsibilities for overseeing the adequacy of and compliance with the internal controls, BOR Policies, risk management practices, investigative activity, governance processes, and to oversee the sufficiency and appropriateness of the financial reporting of the University System of Maryland.

**AUTHORITY**

The Audit Committee (Committee) is granted the authority to investigate any activity of the USM, and all employees are directed to cooperate as requested by members of the Committee. The Committee, with the approval of the Board, is empowered to retain persons having special competence as necessary to assist the Committee in fulfilling its responsibility. It is empowered to:

- Appoint, compensate and oversee the work of the Director of Internal Audit and the public accounting firm employed by the organization to conduct the annual audit. This firm and the Director of Internal Audit will report directly to the Audit Committee.
- Resolve any disagreements between management and the auditor regarding financial reporting.
- Retain independent accountants or others to advise the Committee or assist in the conduct of an investigation.
- Seek any information it requires from employees--all of whom are directed to cooperate with the committee's requests--or external parties.
- Meet with USM officers, external auditors or outside counsel, as necessary.
- The committee may delegate authority to subcommittees, providing that decisions are presented to the full Committee at its next scheduled meeting.
- Review and approve the yearly internal audit plan and oversee the effectiveness of the internal audit function.

**COMPOSITION**

The Audit Committee shall comprise not less than **5** or more than **7** members. The majority of the members must be knowledgeable about financial matters and have financial literacy as a whole. The Chairman of the Board of Regents shall appoint the members of the Audit Committee, and select the Audit Committee's Chair, to serve one year terms. A majority of members of the committee shall constitute a quorum.

## **MEETINGS**

The Audit Committee is to meet at least four times each year, and as many more times as it deems necessary. All Committee members are expected to attend each meeting. As necessary or desirable, the chairman may request that members of management and the representatives of the independent auditor be present at meetings of the Committee.

## **RESPONSIBILITIES:**

1. The Committee on Audit shall render advice and assistance to the Board of Regents in fulfilling its fiduciary responsibilities for overseeing the adequacy of and compliance with the internal controls, BOR Policies, risk management practices, investigative activity, governance processes, and to oversee the sufficiency and appropriateness of the financial reporting of the University System of Maryland.
2. 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.
3. This Committee shall review legislative audits of the institutions of the University System and institutional responses thereto, and provide the Board with appropriate reports.
4. 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. The Committee shall review the performance of the Director of Internal Audit and monitor the effectiveness of the internal audit function.
5. 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 Audit, including meeting privately, at least on an annual basis, with the Director of Internal Audit.

6. This Committee shall monitor the Board's observance of the State Ethics Code as it pertains to possible conflict of interest with matters of the University System of Maryland.
7. This Committee shall assist the Board in fulfilling its responsibility to comply with Md. Education Code Ann. Section 12-1-4(p) review of annual financial disclosure statements—The Board of Regents shall review the annual financial disclosure statements filed by the Chancellor and the presidents of each constituent institution in accordance with Section 5-607 of the General Provisions Article.
8. The Committee shall review the annual financial disclosure statements filed by the members of the Board of Regents in accordance with Section 5-607 of the General Provisions Article.
9. The Committee shall render advice and assistance to the Board of Regents in fulfilling its responsibilities for overseeing the sufficiency and adequacy of Enterprise Risk Management of the University System of Maryland as defined in BOR Policy - VIII-20.00 Policy on Enterprise Risk Management.

## Appendix 10: 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](mailto: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.

## Appendix 11: 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"> <li><input type="checkbox"/> Review Board Orientation Materials</li> <li><input type="checkbox"/> Review of Bylaws</li> <li><input type="checkbox"/> Open Meetings Act Training</li> <li><input type="checkbox"/> Mandatory Ethics Training (within 6 months of appointment)</li> <li><input type="checkbox"/> Filing of financial disclosure</li> </ul>	<p>Learning Outcomes:</p> <ul style="list-style-type: none"> <li>• Understanding of the structure of the USM.</li> <li>• Understanding of the work of the Board.</li> <li>• Develop working knowledge of the Board's Bylaws.</li> <li>• Familiarity with the Open Meetings Act.</li> <li>• Completion of required State Ethics Training and filing of financial disclosures.</li> </ul>
New Regent Orientation Meeting	
<p>Agenda (5 Hours):</p>	<p>Learning Goals:</p>



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

<p>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:</p> <ul style="list-style-type: none"> <li>○ Meet individually with her or his assigned mentee before the first Board meeting of the academic year;</li> <li>○ Serve as an informal coach before, during, and after Board meetings;</li> <li>○ Facilitate informal introduction of her or his Regent mentee at Board meetings and events; and</li> <li>○ Follow up as needed in between meetings.</li> </ul> <p>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.</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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).</p>	
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Ongoing Board Development (Full Board)	
<ul style="list-style-type: none"> <li><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.</li> <li><input type="checkbox"/> Ed Forum: Thirty-minute special topic presentations at each Board meeting.</li> <li><input type="checkbox"/> Being an Advocate for the USM (led by USMO Governmental Affairs prior to session)</li> <li><input type="checkbox"/> Board Retreat: Governance and More (the Board Retreat will maintain a focus—in sum or in part—on Board governance)</li> <li><input type="checkbox"/> Fundraising &amp; Development (TBD, Advancement)</li> <li><input type="checkbox"/> AGB Meetings and Webinars (annual meeting in April)</li> </ul>	<p>Learning Goals:</p> <ul style="list-style-type: none"> <li>• Continued development of the Regents’ knowledge-base.</li> <li>• Understanding best practices on external engagement with stakeholders</li> </ul>

## Appendix 12: Statement of Values and Expectations on Collaboration and Cooperative Efforts in Acquiring and Implementing New Information Technology and Upgrading Business Processes

Whereas, the institutions of the University System of Maryland (USM) are considering making major investments in the software used to run those institutions; and

Whereas, the quality of services provided students, and the costs associated with business processes and information technology as impacts or drivers of tuition rates, both have a significant impact on the student experience; and

Whereas, the USM and its institutions all have their operations based in a common set of policies and standards in areas such as HR, procurement, accounting, etc.; and

Whereas, this technology transition will require the USM and its institutions to analyze and improve back-office operations and business processes;

Whereas, technology transformation of this scope presents an opportunity to leverage in common process, technology, and data across USM institutions, while respecting their uniqueness but improving effectiveness and efficiency in their individual operations.

Therefore, the Board of Regents instructs the Presidents of the USM institutions and the USM Office to explore alternatives and opportunities, and work together to develop institutional plans to:

- pursue opportunities to cooperate, collaborate, and establish common solutions to business process needs that utilize or depend upon information technology assets, and that
- the USM institutions consider not only the unique needs of their own institution, but alternatives that will assist other institutions in improving business process outcomes as well as improve the effectiveness and efficiency of business, administrative and operational processes across the entire University System of Maryland

The range of possibilities for cooperation, collaboration, or the establishment of common solutions include, but are not limited to:

- System-wide procurement and contracting opportunities,
- shared training and change management services,
- sharing information technology resources across similar-scope or, if advantageous, geographically-close institutions,

- one or more institutions, or other organization, providing services, either information technology, or business process provision, to others on a fee-for service basis,
- several institutions developing a governance and change management structure that enables them to partner and operate in a shared, vendor-supported ERP system,
- several institutions developing a governance and operating structure to provide services, whether information technology, or business process, through a commonly-governed and operated center.

Unless a case can be made otherwise, institutions are expected to enter into or commit to collaborative endeavors with similar institutions that have common sets of business activities and needs. Alternatively, an institution can commit to collaborate with an institution that can reasonably provide information technology or business process services to other USM institutions. In either approach the goal is to agree on a common long-term strategy to minimize costs and improve services and outcomes.

The framework for proceeding, either individually or as a group, will be described in a document that is currently under development called, "Requirements for major information technology investments by or for USM institutions."

Each institution will be required to develop a long-term plan for business process improvements by no later than May 1, 2020. These plans should include goals and estimated milestone dates for planned improvements, including business process changes, as well as the acquisition and implementation of supporting enterprise information technology. Institutions are to share the plans with the Board of Regents when completed, for their review and comment, at its thereafter next scheduled meeting. Where collaboration is planned, institutions should include the need to establish shared governance and/or standards of service arrangements as a part of the institutional plan.

The System Office is to work with groups of institutions to monitor progress, provide policy and technical expertise where appropriate, assist in resolving cross-institutional or multi-institutional issues, and help in identifying opportunities for collaboration.

Business processes that utilize or rely upon student information systems may be exempted from expectations to collaborate across institutions.

As the window of opportunity for enacting the provisions of such a plan is fast approaching, the Board of Regents requests that a report on this topic be submitted by the end of calendar year 2019 on the status of institutional efforts to develop long-term plans. Annually thereafter institutions will be asked to submit reports that track institutional progress against the institution's long-term plans.

## Appendix 13: Regent Liaison

### Board Liaisons to Campuses

To assist the Board of Regents with its understanding of the challenges, opportunities, and operations at USM institutions, a Regent will be assigned to a USM institution or center to serve as a Board Liaison. The Board Liaison will maintain a connection to the campus or center and share insight gleaned from this relationship with the full Board.

The Board Liaison will:

- Visit the assigned campus or center for a full-day in a manner that will facilitate learning about campus priorities and challenges and consultation with campus leadership and stakeholders
- Communicate with the campus president or center director on a regular/periodic basis
- Participate, as available and appropriate, in key activities on the campus
- Study critical publications and reports related to the campus

The role of Board Liaison is intended to strengthen the full Board's connection to USM institutions and centers and is not intended to absolve the full Board's engagement with all system institutions. Additionally, the liaison role is one that is formative and not managerial. **Liaisons will rotate every three years.**



**BOARD OF REGENTS**

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

**TOPIC:** Convening Closed Session

**COMMITTEE:** Committee on Governance and Compensation

**DATE OF MEETING:** December 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](mailto:dwilkerson@usmd.edu), 301-445-1906



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

Date: December 12, 2019  
Time: Approximately 9:30 a.m.  
Location: Board Room  
Saratoga Building  
UMB

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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) [ ] 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.



FORM OF STATEMENT FOR CLOSING A MEETING

PAGE TWO

- (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. Ratification of collective bargaining MOUs at University of Maryland, Baltimore and Salisbury University

2. Update on status of collective bargaining at USM institutions.
3. Information update regarding transition and appointment letters for Chancellor, Chancellor-designate, CSU President, and UMB Interim President subject to review under BOR VII-10.0 Policy on Board of Regents Review of Certain Contracts and Employment Agreements.

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));