



USM Board of Regents
Committee on Governance and Compensation
October 26, 2022
Zoom

AGENDA FOR OPEN SESSION

8:30 a.m.

Call to Order

Regent Rauch

1. [Approval of minutes from September 7, 2022 Public and Closed Sessions of the Committee on Governance and Compensation \(action\)](#)
2. [Revisions to VII-5.10 - Policy on Associates of the Chancellor and Presidents \(action\)](#)
3. [Convene to Closed Session \(action\)](#)



USM Board of Regents
Committee on Governance and Compensation
Minutes from Public Session
September 7, 2022
Zoom

Minutes of the Public Session

Regent Rauch called the meeting of the Governance and Compensation Committee of the University System of Maryland Board of Regents to order in public session at 8:30 a.m. on Wednesday September 7, 2022 via Zoom.

Those in attendance included Regents Rauch, Gooden, Gourdine, Oberg, Smarick, Wallace, and Wood; Chancellor Perman; Vice Chancellor Herbst and Masucci; AAGs Bainbridge and Langrill; Associate Vice Chancellor Skolnik; and Ms. Wilkerson.

- 1. Approval of minutes from June 9, 2022 meeting of Committee on Governance and Compensation.** The Regents approved the minutes from the June 9th meetings of the Committee on Governance and Compensation. (Moved by Regent Wallace, seconded by Regent Wood; Regents Oberg and Smarick abstained; motion approved).
- 2. Committee on Governance and Compensation Charter.** The Regents approved the Committee on Governance and Compensation charter. (Moved by Regent Gooden, seconded by Regent Wallace; unanimously approved).
- 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 Wallace, seconded by Regent Gourdine; unanimously approved).

The public session meeting adjourned at 8:41 a.m.



USM Board of Regents
Committee on Governance and Compensation
Minutes from Closed Session
September 7, 2022
Zoom

Minutes of the Closed Session

Regent Rauch called the meeting of the Governance and Compensation Committee of the University System of Maryland Board of Regents to order in closed session at 8:43 a.m. on Wednesday September 7, 2022 via Zoom.

Those in attendance included Regents Rauch, Gooden, Gourdine, Oberg, Smarick, Wallace, and Wood; Chancellor Perman; Vice Chancellor Herbst and Masucci; AAGs Bainbridge and Langrill; Associate Vice Chancellor Skolnik; Ms. Wilkerson, Ms. Roxas, and Ms. Beckett.

- 1. Collective Bargaining Update.** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).
- 2. Towson University Ratification of MOU with FOP covering police.** The Regents recommended ratification of the MOU between Towson University and the FOP covering police. (§3-305(b)(9)).
- 3. University of Maryland, College Park Ratification of MOU with FOP covering police.** The Regents recommended ratification of the MOU between the University of Maryland, College Park and the FOP covering police. (§3-305(b)(9)).
- 4. Tenure Letters.** The Regents discussed tenure letters for two USM presidents. (§3-305(b)(1)).
- 5. Emeritus Status of a USM President.** The Regents recommended emeritus status for a USM president. (§3-305(b)(1)).
- 6. Chancellor Perman Clinic Approval Letter.** The Regents discussed Chancellor Perman's clinic privileges. (§3-305(b)(1)).
- 7. Review of Certain Contracts and Employment Agreements.** The Regents reviewed personnel contracts from BSU, FSU, UMCP, and UMES subject to review under Policy VII-10.0 (§3-305(b)(1)).



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Revisions to VII.5.10 – Policy on Associates of the Chancellor and Presidents

COMMITTEE: Governance and Compensation

DATE OF MEETING: October 26, 2022

SUMMARY: The proposed revisions to the Policy on Associated of the Chancellor and Presidents clarify who is covered as an associate and that USM and institution policies and procedures apply to the associates.

ALTERNATIVE(S): The Committee could choose not to discuss this policy..

FISCAL IMPACT: N/A

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents accept the proposed revisions to VII.5.10 – Policy on Associates of the Chancellor and Presidents.

COMMITTEE ACTION: DATE: October 26, 2022

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 410-576-5734

USM Bylaws, Policies and Procedures of the Board of Regents

VII-5.10 – POLICY ON ASSOCIATES OF THE CHANCELLOR AND PRESIDENTS

(Approved by the Board of Regents, August 28, 1992; Amended on April 13, 2007; Amended on October 9, 2015; Amended on February 12, 2016; Amended on June 19, 2020; Amended on _____.)

I. PURPOSE AND APPLICABILITY

The Board of Regents authorizes the creation of the positions of Associate of the Chancellor and Associate of the President (hereafter referred to as “Associate”) ~~in order~~ to reflect and to recognize the contributions and services to the University System of Maryland (USM) of the Chancellor’s and Presidents’ spouses or domestic partners of the Chancellor and the spouses of the Presidents and their role as ambassadors for the USM and institutions. This appointment acknowledges the Associate’s responsibility in acting as an official agent of the USM and/or the Chancellor/President when a bona fide business purpose exists for the Associate’s presence at meetings, workshops, conferences, institutional and community activities, alumni and ~~fund-raising~~ fund-raising events, faculty/staff activities, when hosting institutional and/or USM events in an official capacity, and in the management of Institution or Foundation-owned residences.

II. TERMS OF APPOINTMENT

A. Appointment as an Associate is without salary or benefits and conveys no rights associated with employment by the USM or the State of Maryland, except as specifically provided in this policy.

A.B. Associate status is conditioned upon adherence to all applicable USM and institution policies and procedures, including, but not limited to, the standards of professional conduct set forth in USM BOR policy VII-8.05 – Policy on Professional Conduct and Workplace Bullying.

B.C. The following will be provided to the Associate by the Institution, or, in the case of the Associate of the Chancellor, by the USM Office (USMO):

1. An identification card which will provide access to USM libraries and other facilities in accordance with institutional procedures;
2. A courtesy parking permit for use at Institution or USMO facilities; and
3. Business cards with the Associate title.

C.D. While traveling as an Associate for a bona fide business purpose of the Institution or the USMO, USM-related travel expenses incurred will be reimbursed according to the USM BOR policy VIII-11.00 – Policy on University System Travel. Incidental services on behalf of the Institution or the USMO, such as assisting in entertainment or preparing notes, do not constitute a bona fide business purpose. To be

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reimbursable, the Associate's provision of bona fide business services to the Institution or the USMO must comprise the primary purpose for the Associate's travel.

D.E. Associate travel expenditures which are reimbursable as set forth in Section II.C above must be approved by:

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1. The Chancellor or an appropriate ~~senior~~-~~senior~~-level USM finance officer designated by the Chancellor for ~~the~~ Associates of ~~the~~ ~~a~~ President; or
2. The Chair of the Governance and Compensation (G & C) Committee of the Board of Regents or a member of the G & C Committee as designated by the G & C Chair for the Associate of the Chancellor.

E.F. When performing services as an Associate, the Associate is formally recognized by the USM as a volunteer and, as such, is qualified as “State personnel” for purposes of coverage under the Maryland Tort Claims Act.



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Convening Closed Session

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: October 26, 2022

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 BOR vote to reconvene in closed session.

COMMITTEE ACTION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 410-576-5734



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

Date: October 26, 2022
Time: Approximately 8:45 a.m.
Location: Zoom

STATUTORY AUTHORITY TO CLOSE A SESSION

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

- (1) To discuss:
 - (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
 - (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) To conduct collective bargaining negotiations or consider matters that relate to the negotiations.

FORM OF STATEMENT FOR CLOSING A MEETING

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- (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):

- [X] Administrative Matters

TOPICS TO BE DISCUSSED:

- 1. Pre-negotiation briefing regarding a collective bargaining agreement at a USM institution;
- 2. Update on status of collective bargaining at USM institutions;

3. Discussion of Board of Regents survey results;
4. Discussion of USM presidents' moving expenses; and
5. Information update regarding specific personnel contracts 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 and compensation (§3-305(b)(1)); and
3. To discuss an administrative matter concerning Board of Regents survey self-assessments (§3-103(a)(1)(i)).