



USM Board of Regents
Committee on Governance and Compensation
February 2, 2023
Zoom

AGENDA FOR OPEN SESSION

8:30 a.m.

Call to Order

Regent Rauch

1. [Approval of minutes from December 7, 2022 Committee on Governance and Compensation Meeting \(action\)](#)
2. [Certification of Committee Charters – Committee on Economic Development and Technology Commercialization \(action\)](#)
3. [Convene to Closed Session \(action\)](#)



USM Board of Regents
Committee on Governance and Compensation
Minutes from Public Session
December 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, Attman, Gooden, Gourdine, Smarick, and Wood; Chancellor Perman; Vice Chancellors Herbst and McDonough; AAGs Bainbridge and Langrill; and Ms. Wilkerson.

- 1. Certification of Committee Charters.** The Regents recommended certification of the charters of the standing committees (Moved by Regent Rauch, seconded by Regent Attman; unanimously approved).
- 2. Housing Allowance for Institution Presidents.** Senior Vice Chancellor Herbst provided an update on market data regarding housing allowances for institution presidents.
- 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 Attman, seconded by Regent Smarick; unanimously approved).

The public session meeting adjourned at 8:36 a.m.



USM Board of Regents
Committee on Governance and Compensation
Minutes from Closed Session
December 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 8:37 a.m. on Wednesday December 7, 2022 via Zoom.

Those in attendance included Regents Rauch, Attman, Gooden, Gourdine, Smarick, and Wood; Chancellor Perman; Vice Chancellors Herbst and McDonough; AAGs Bainbridge and Langrill; and Ms. Wilkerson, Ms. Skolnik, and Ms. Beckett.

- 1. University of Maryland Center for Environmental Science Ratification of MOU with MCEA covering nonexempt staff.** The Regents recommended ratification of the MOU between University of Maryland Center for Environmental Science and MCEA covering nonexempt staff. (§3-305(b)(9)).
- 2. University System of Maryland Pre-Negotiation Briefing re Consolidated MOU with AFSCME covering nonexempt staff, exempt staff, and sworn police.** The Regents recommended ratification of the MOU between the University of Maryland, College Park and the FOP covering police. (§3-305(b)(9)).
- 3. Collective Bargaining Update.** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).
- 4. Committee on Governance and Compensation Workplan.** The Regents discussed an administrative matter concerning the committee workplan. (§3-103(a)(1)(i)).
- 5. Update on Multi-Year Presidential Reviews.** The Regents discussed multi-year reviews of presidents. (§3-305(b)(1) and §3-103(a)(1)(i)).
- 6. Update from the Chancellor on TU Search.** The Chancellor provided an update on the TU president search, including discussion of an interim president. (§3-305(b)(1) and §3-103(a)(1)(i)).
- 7. Employee Deferred Compensation Options.** The Regents received legal advice concerning employee deferred compensation options. (§3-305(b)(1) and §3-305(b)(7)).
- 8. Review of Certain Contracts and Employment Agreements.** The Regents reviewed personnel contracts from TU, UMCP, and the USM subject to review under Policy VII-10.0 (§3-305(b)(1)).

Meeting adjourned at 10:15am.



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Review of Committee Charges

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: February 2, 2022

SUMMARY: Each year, the Committee on Governance and Compensation reviews and certifies the charges of each of the standing committees of the Board of Regents. Included today is the charter of the Committee on Economic Development and Technology Commercialization.

ALTERNATIVE(S): The committee could choose not to review the committee charge.

FISCAL IMPACT: No fiscal impact.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Committee certify the charges of each standing committee.

COMMITTEE ACTION: DATE: February 2, 2023

BOARD ACTION: DATE:

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



Board of Regents
Committee on Economic Development and Technology Commercialization
December 7, 2022

Charge:

The Committee on Economic Development and Technology Commercialization shall provide strategic leadership for the USM's research, economic development, technology commercialization, innovation, and entrepreneurial initiatives, programs, and policies.

Role and Responsibilities:

The Committee on Economic Development and Technology Commercialization shall consider and report or recommend to the Board of Regents on matters concerning economic development and technology commercialization, innovation and entrepreneurial initiatives, and research, including translational research and technology transfer.

Members of the Committee on Economic Development and Technology Commercialization are appointed annually by the Chairperson of the Board. The Committee shall meet as needed, but no fewer than four times during the fiscal year.

Created 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 Research and Economic Development, may expect to receive information for review in order to consider, and/or act on any of the following matters:

- A. Aligning resources with market demand
- B. Leveraging USM resources through collaborations
- C. Enhancing partnerships with industry, state, and federal entities
- D. Strengthening the USM Research and Innovation ecosystem, including engaging with research funding and commercialization partners, enhancing research administration and compliance infrastructure, and fostering excellence in scholarship, research, creative, and innovation
- E. Strengthening the USM entrepreneurial ecosystem, including engaging the investment community and enhance access to capital for USM affiliated startups and innovators



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Convening Closed Session

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: February 2, 2023

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: February 2, 2023
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:
 - [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

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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. Update on status of collective bargaining at USM institutions;

2. 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;
3. Update on president's board memberships;
4. EMS Board nomination; and
5. Update on periodic reviews of two USM presidents.

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 administrative personnel matters of periodic presidential performance reviews and board appointment and engagement (§3-305(b)(1) and §3-103(a)(1)(i)).