

**Revised**



USM Board of Regents  
Committee on Governance and Compensation  
May 16, 2023  
Zoom

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**AGENDA FOR OPEN SESSION**

**8:30 a.m.**

**Call to Order**

**Regent Rauch**

1. [2023-2024 Committee on Governance and Compensation Agenda Brainstorming \(information\)](#)
2. [Convene to Closed Session \(action\)](#)



**BOARD OF REGENTS**

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

**TOPIC:** 2023-2024 Committee on Governance and Compensation Agenda Brainstorming

**COMMITTEE:** Committee on Governance and Compensation

**DATE OF MEETING:** May 16, 2023

**SUMMARY:** The annual agenda for the Committee on Governance and Compensation includes policy reviews, collective bargaining agreements and updates, contract reviews, and annual reviews and compensation of USM presidents and the Chancellor. In preparation for the next year, the committee members will discuss the potential agenda items for next year, including the addition of any items that may warrant attention by the Board.

**ALTERNATIVE(S):** This is an information item.

**FISCAL IMPACT:** This is an information item.

**CHANCELLOR’S RECOMMENDATION:** This is an information item.

COMMITTEE ACTION: DATE: May 16, 2023

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson; [dwilkerson@usmd.edu](mailto:dwilkerson@usmd.edu); 410-576-5734



**BOARD OF REGENTS**

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

**TOPIC:** Convening Closed Session

**COMMITTEE:** Committee of the Whole

**DATE OF MEETING:** May 16, 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](mailto:dwilkerson@usmd.edu), 410-576-5734



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

Date: May 16, 2023  
Time: Approximately 8:35 a.m.  
Location: Zoom

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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.

- (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. Mid-negotiation briefing regarding a collective bargaining MOU at a USM institution;
2. Update on status of collective bargaining at USM institutions;

3. 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; and
4. Annual review of 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 maintain confidentiality of discussion regarding performance evaluations of specific personnel (§3-305(b)(1)).