



USM Board of Regents
Committee on Governance and Compensation
April 9, 2024
Zoom

AGENDA FOR OPEN SESSION

9:00 a.m.

Call to Order

Regent Rauch

1. [Certification of Committee Charters \(action\)](#)
2. [Convene to Closed Session \(action\)](#)

TOPIC: Review of Committee Charges

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: April 9, 2024

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 are the charters of the Committees on Intercollegiate Athletics and Student-Athlete Health and Welfare and Committee on Economic Development and Technology Commercialization.

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

FISCAL IMPACT: No fiscal impact.

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

COMMITTEE ACTION:

DATE: April 9, 2024

BOARD ACTION:

DATE:

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



UNIVERSITY SYSTEM
of MARYLAND

Board of Regents
Committee on Research and Economic Development
March 29, 2024

Charge:

The Committee on Research and Economic Development 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 Research and Economic Development 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 Research and Economic Development 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



UNIVERSITY SYSTEM
of MARYLAND

Board of Regents

Committee on Research and Economic Development ~~and Technology Commercialization~~
~~September 10, 2020~~ March 29, 2024

Charge:

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

Role and Responsibilities:

The Committee on Research and 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 Research and 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

~~A. Strengthening the USM entrepreneurial ecosystem~~

~~B.A. Aligning resources with market demand~~

~~C.~~ B. Leveraging USM resources through collaborations

~~D.~~ Enhancing partnerships with industry, state, and federal entities

C.

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

~~E.~~ Engaging the investment community and enhance access to capital for USM affiliated startups and

~~F.~~ innovators

~~G.~~ A. ~~Enhancing partnerships with industry, state, and federal entities~~



UNIVERSITY SYSTEM
of MARYLAND

Board of Regents

Committee on Intercollegiate Athletics and Student-Athlete Health and Welfare

Charge, Role, and Responsibilities

Charge:

The Committee on Intercollegiate Athletics and Student-athlete Health and Welfare shall perform all necessary oversight of compliance with Board of Regents policy expectations, consider issues associated with intercollegiate athletics and student-athlete health and welfare concerns, and the need for further or changed Board of Regents policy requirements.

Role and Responsibilities:

The Committee on Intercollegiate Athletics and Student-athlete Health and Welfare shall consider and report or recommend to the Board of Regents on matters concerning expectations and requirements of institutions with intercollegiate athletics programs; minimum standards System-wide for institutions arrangements with student-athletes, including scholarships, student support services, health insurance and Title IX practices and compliance; and new Board of Regents policy changes recommended for full Board of Regents approval. The Committee will also review presidential success in managing institutional intercollegiate athletics in accordance with policy requirements. The Committee on Intercollegiate Athletics and Student-athlete Health and Welfare will also monitor (1) developments in intercollegiate athletics nationally, whether with the NCAA, athletic conferences, Federal legislation, judicial or administrative decisions, rule-making or other forms of national accountability, as well as crises at institutions nationwide that have resulted in harm to students, and (2) assess implications for USM institutions and provide advice, as appropriate.

Members of the Committee on Intercollegiate Athletics and Student-athlete Health and Welfare are appointed annually by the Chairperson of the Board. The Committee shall meet as needed, but no fewer than three times 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. Information on health and academic support protocols provided to student-athletes.
- B. Information on Title IX compliance.
- C. Information on institution's student-athletes academic progress and graduation success.
- D. Institution submitted reports documenting athletic program status or performance relative to student-athlete health, safety, and well-being standards or expectations.
- E. Institution submitted reports documenting athletic program status or performance relative to academic, financial or other standards as required by the NCAA, athletic conferences or other organized bodies that may impose sanctions or influence the ICA program's resources or operations.
- F. Financial status, commitments and obligations, results of operations and financial projections for the coming five-year period.
- G. Information on significant emerging intercollegiate issues nationwide and their impact on the institution's ICA program.

The Committee shall prepare and provide its annual APR and financial reports to the full Board. The Committee shall also share the appropriate reports, respectively, with the committees on **Education Policy & Student Life and Finance for information purposes.**



UNIVERSITY SYSTEM
of MARYLAND

Board of Regents

Committee on Intercollegiate Athletics and Student-Athlete Health and Welfare
Charge, Role, and Responsibilities

Charge:

The Committee on Intercollegiate Athletics and Student-athlete Health and Welfare shall perform all necessary oversight of compliance with Board of Regents policy expectations, consider issues associated with intercollegiate athletics and student-athlete health and welfare concerns, and the need for further or changed Board of Regents policy requirements.

Role and Responsibilities:

The Committee on Intercollegiate Athletics and Student-athlete Health and Welfare shall consider and report or recommend to the Board of Regents on matters concerning expectations and requirements of institutions with intercollegiate athletics programs; minimum standards System-wide for institutions arrangements with student-athletes, including scholarships, student support services, health insurance and Title IX practices and compliance; and new Board of Regents policy changes recommended for full Board of Regents approval. The Committee will also review presidential success in managing institutional intercollegiate athletics in accordance with policy requirements. The Committee on Intercollegiate Athletics and Student-athlete Health and Welfare will also monitor (1) developments in intercollegiate athletics nationally, whether with the NCAA, athletic conferences, ~~or~~ Federal legislation, judicial or administrative decisions, rule-making or other forms of national accountability, as well as crises at institutions nationwide that have resulted in harm to students, and (2) assess implications for USM institutions and provide advice, as appropriate.

Members of the Committee on Intercollegiate Athletics and Student-athlete Health and Welfare are appointed annually by the Chairperson of the Board. The Committee shall meet as needed, but no fewer than three times 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. Information on health and academic support protocols provided to student-athletes.
- B. Information on Title IX compliance.
- C. Information on institution's student-athletes academic progress and graduation success.
- D. Institution submitted reports documenting athletic program status or performance relative to student-athlete health, safety, and well-being standards or expectations.
- E. Institution submitted reports documenting athletic program status or performance relative to academic, financial or other standards as required by the NCAA, athletic conferences or other organized bodies that may impose sanctions or influence the ICA program's resources or operations.
- F. Financial status, commitments and obligations, results of operations and financial projections for the coming five-year period.
- G. Information on significant emerging intercollegiate issues nationwide and their impact on the institution's ICA program.

The Committee shall prepare and provide its annual APR and financial reports to the full Board. The Committee shall also share the appropriate reports, respectively, with the committees on Education Policy & Student Life and Finance for information purposes.

TOPIC: Convening Closed Session

COMMITTEE: Committee of the Whole

DATE OF MEETING: April 9, 2024

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, dwickerson@usmd.edu, 410-576-5734



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

Date: April 9, 2024
Time: Approximately 9:15 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.

- (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. Update on status of collective bargaining at USM institutions; and

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.

REASON FOR CLOSING:

1. To maintain confidentiality regarding collective bargaining negotiations (§3-305(b)(9)); and
2. To maintain confidentiality of discussion regarding specific employment agreements and compensation (§3-305(b)(1)).