



USM Board of Regents
Committee on Governance and Compensation
September 16, 2024
Zoom

AGENDA FOR OPEN SESSION

10:00 a.m.

Call to Order
Chair Leggett

1. [Review of Committee Charge](#) (action)
Chair Leggett
2. [Review of Committee Workplan](#) (information)
Chair Leggett
3. [Review of Regent Matrix](#) (information)
Chair Leggett
4. [Convene to Closed Session](#) (action)

TOPIC: Annual Review of the Governance and Compensation Committee Charge

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: September 16, 2024

SUMMARY: Annually, the Committee on Governance and Compensation reviews its charge to ensure that its articulated purpose and responsibilities are accurate and to make revisions as needed. An accompanying chart provides an update on tasks within the charge.

ALTERNATIVE(S): Regents may offer recommendations to the charge or choose to not make changes.

FISCAL IMPACT: There is no fiscal impact.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Committee on Governance and Compensation recommend that the Board of Regents reaffirm the Governance and Compensation Committee Charge.

COMMITTEE ACTION: DATE: September 16, 2024

BOARD ACTION: DATE:

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

USM Committee on Governance and Compensation Charge DRAFT



**UNIVERSITY SYSTEM
of MARYLAND**

**Board of Regents
Committee on Governance and Compensation**

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 regularly 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 biennial 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 multi-year 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 for information purposes contracts and appointment letters of certain 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. Develops the parameters for compensation and terms of appointment for President and Chancellor hires for recommendation to the Board, to permit the Board to delegate negotiation of an appointment letter to the Chancellor or, in the case of a Chancellor's hire, the Board Chair.
- O. Reviews and recommends for board approval, as appropriate, collective bargaining agreements and related reporting on collective bargaining activity in the USM.

Gov and Comp Charge Status Report

Governance and Compensation Committee Charge Status Report
 August 12, 2025

ACTIVITY	STATUS
A. Leads the Board in evaluating its performance, including developing guidelines for Board evaluations, administering biennial Board self-assessments, coordinating periodic comprehensive reviews of the Board, and assessment of Board committees.	<ul style="list-style-type: none"> ▪ Biennial evaluations done last in 2022
B. Reviews Board Bylaws as needed and recommends changes for Board approval.	<ul style="list-style-type: none"> ▪ Ongoing
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.	<ul style="list-style-type: none"> ▪ Needs committee review
D. Reviews and monitors compliance related to Board composition and Regent attendance.	<ul style="list-style-type: none"> ▪ Needs committee review
E. Certifies the annual review of committee charters.	
F. Defines and implements USM’s philosophy for executive compensation, including <ul style="list-style-type: none"> ▪ 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. 	<ul style="list-style-type: none"> ▪ Annual review of compensation in May ▪ Compensation philosophy last reviewed in 2023 ▪ Peer Benchmarking in 2023
G. Develops and implements a framework for goal setting and annual and comprehensive executive performance review, including <ul style="list-style-type: none"> ▪ Establishing/reviewing guidelines for multi-year 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 	<ul style="list-style-type: none"> ▪ Guidelines for multi-year performance reviews updated in 2020 https://www.usmd.edu/regents/bylaws/SectionVII/VII501.pdf ▪ Chair approves goals of the Chancellor ▪ Annual review of Chancellor and Presidents completed in June 2023 ▪ Reviews of Breaux, Jenkins, and Pines FY2025

Governance and Compensation Committee Charge Status Report
 August 12, 2025

<p>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.</p>	<ul style="list-style-type: none"> ▪ As needed
<p>I. Monitors trends and opportunities for succession planning and leadership development</p>	<ul style="list-style-type: none"> ▪ As needed
<p>J. Maintains guidelines for Chancellor and Presidents Searches</p>	<ul style="list-style-type: none"> ▪ Updated within the last five years
<p>K. Maintains an annual calendar for the Governance and Compensation Committee</p>	<ul style="list-style-type: none"> ▪ In progress
<p>L. Maintains a schedule for USM policy review.</p>	<ul style="list-style-type: none"> ▪ Being updated
<p>M. Reviews <u>for information purposes</u> contracts and appointment letters of certain 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.</p>	<ul style="list-style-type: none"> ▪ Ongoing; this policy should be reviewed
<p>N. Develops the parameters for compensation and terms of appointment for President and Chancellor hires for recommendation to the Board, to permit the Board to delegate negotiation of an appointment letter to the Chancellor or, in the case of a Chancellor’s hire, the Board Chair.</p>	<ul style="list-style-type: none"> ▪ As needed
<p>O. Reviews and recommends for board approval, as appropriate, collective bargaining agreements and related reporting on collective bargaining activity in the USM.</p>	<ul style="list-style-type: none"> ▪ Ongoing

TOPIC: Annual Review: Governance and Compensation Committee Workplan

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: September 16, 2024

SUMMARY: The Committee on Governance and Compensation will review a schedule of its work for FY 2025.

ALTERNATIVE(S): This is an information item.

FISCAL IMPACT: None.

CHANCELLOR'S RECOMMENDATION: This is an information item.

COMMITTEE ACTION: DATE: September 16, 2024

BOARD ACTION: DATE:

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

Gov and Comp Work Plan

Governance and Compensation Work Plan

FY 2024 – 2025

Activity	Sept	Oct	Dec	Jan	Mar	May	Notes
Certification of Gov and Comp Committee Charge	X						
Certification of Board Committee Charges		X	X*				
Review Compliance of Board Composition	X						
Review New Regent Orientation					X		
Presidents' Evaluations						X	
Chancellor's Evaluations						X	
Presidents' Compensation						X	
Chancellor's Compensation						X	
Review of Board Bylaws	X	X	X	X	X	X	
Review Collective Bargaining Activity and Ratify MOUs	X	X	X	X	X	X	
Review of Certain Contracts and Employment Agreements	X	X	X	X	X	X	
Review Schedule of Policy Reviews		X					
Review of Board Evaluation Tool					X		
Multi-year Review of Presidents						X	

X – Scheduled

X – As Needed

*** ICA meets Nov 6, will be reviewed at Dec meeting**

TOPIC: Review: Regents Matrix

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: September 16, 2024

SUMMARY: The Committee on Governance and Compensation will review a matrix of current Regents.

ALTERNATIVE(S): This is an information item.

FISCAL IMPACT: None.

CHANCELLOR'S RECOMMENDATION: This is an information item.

COMMITTEE ACTION: DATE: September 16, 2024

BOARD ACTION: DATE:

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

Updated Regent Matrix 2024-2025 September 12.24

Regent Tracking Worksheet

Regent	Specialization*			Region					Demographics							HBCU Alum/Alumna	USM UG Affiliation	USM Grad Affiliation
	I & D	Higher Ed	Finance	Capital	Central	E Shore	Southern	Western	Female	Male	Afr. Am.	Asian	Caucasian	Latino	Other			
Anderson				Prince Geo.						1	1							
Atticks					Balt. County					1			1					
Breslin							Washington			1			1					UMCP
Fish			X		Balt. County				1				1					
Gonella				Montgomery						1			1					UMCP
Gooden					Anne Arundel				1		1							UMGC
Gourdine					Balt. County				1		1						Tougaloo College	
Hasan					Howard					1		1						
Hur				Montgomery						1		1						
Leggett		X		Montgomery						1	1						Southern University and Howard University	
Lewis				Prince Geo.					1		1						Howard University	
McMillen					Howard					1			1					UMCP
Mirani					Howard					1		1						UMCP
Neuberger					Balt. County					1			1					
Parker				Prince Geo.						1	1							SU
Pope					Howard					1			1					UMCP
Sibel					Balt. County					1			1					UMB
Smarick						Qn Anne				1			1					UMCP
Wood				Montgomery						1			1					UMCP
Sub Totals				7	10	1	0	1	4	15	6	3	10	0	0			

Notes:
 *As designated by the Appointments Office Roster

TOPIC: Convening Closed Session

COMMITTEE: Committee of the Whole

DATE OF MEETING: September 16, 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 BOR vote to reconvene in closed session.

COMMITTEE ACTION:

DATE:

BOARD ACTION:

DATE:

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

STATEMENT CLOSING A MEETING - September 16 2024
G C (kdbedits2)



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

Date: September 16, 2024
Time: Approximately 10:30 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;
2. Briefing on a collective bargaining MOU at Salisbury University;
3. Discussion regarding future collective bargaining negotiations;

4. Update on a personnel matter concerning an individual employee at a USM institution; 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 a discussion regarding an individual personnel matter (§3-305(b)(1)); and
3. To maintain confidentiality of discussion regarding specific employment agreements and compensation (§3-305(b)(1)).