



USM Board of Regents
Committee on Governance and Compensation
December 4, 2024
Zoom

AGENDA FOR OPEN SESSION

8:30 a.m.

1. Call to Order Chair Leggett

2. [Approval of Meeting Minutes from October 30, 2024 Public and Closed Sessions](#) (action) Chair Leggett

3. [Approval of Committee Charges](#) (action) Chair Leggett
 - a. [Committee on Intercollegiate Athletics and Student-Athlete Health and Welfare](#)

4. [Towson University Bonuses based on Retention](#) (information) SVC Ellen Herbst
Director Roxas
Steve Jones, TU SVP of
Campus Operations,
CHRO/COO

5. [Convene to Closed Session](#) (action) Chair Leggett

Cover Memo - Minutes

TOPIC: Approval of Meeting Minutes from October 30, 2024 Public and Closed Sessions

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: December 4, 2024

SUMMARY: The Committee on Governance and Compensation will review and approve meeting minutes from October 30, 2024 Public and Closed sessions.

ALTERNATIVE(S): None.

FISCAL IMPACT: None.

CHANCELLOR'S RECOMMENDATION: This is an information item.

COMMITTEE ACTION: DATE: December 4, 2024

BOARD ACTION: DATE:

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



USM Board of Regents
Committee on Governance and Compensation
Minutes from Public Session
October 30, 2024
Zoom

Minutes of the Public Session

Regent Leggett called the meeting of the Governance and Compensation Committee of the University System of Maryland Board of Regents to order in public session at 8:31 a.m. on Wednesday, October 30, 2024 via Zoom.

Those in attendance included Regents Leggett, Gooden, Lewis, Wood, Hur, McMillen, and Smarick; Chancellor Perman; Senior Vice Chancellor Herbst; Vice Chancellors Sandler and Masucci; AAGs Bainbridge and Langrill; and Ms. Wilkerson, Ms. Perry, Ms. Roxas, Mr. Samuel, and Ms. Gartner.

1. **Approval of the Meeting Minutes from September 16, 2024 and May 22, 2024.** The Regents reviewed and approved the meeting minutes. (Moved by Regent Leggett, seconded by Regent Lewis; unanimously approved).
2. **Approval of Committee Charges.** The Regents reviewed and approved the committee charges for FY 24-25 for the Education Policy, Student Life, and Safety; Finance; and Research and Economic Development committees. (Moved by Regent Leggett, seconded by Regent Gooden; unanimously approved).
3. **Review of Policy Library Matrix.** The Regents reviewed the policy library matrix which depicts the review and amendment dates of the USM Board of Regents policies.
4. **Convene to Closed Session.** Regent Leggett read the closing statement on matters exempted from the Open Meetings Act, under the General Provisions Article, §3-305(b). (Moved by Regent Lewis, seconded by Regent McMillen; unanimously approved).

The public session meeting adjourned at 8:39 a.m.



USM Board of Regents
Committee on Governance and Compensation
Minutes from Closed Session
October 30, 2024
Zoom

Minutes of the Closed Session

Regent Leggett called the meeting of the Governance and Compensation Committee of the University System of Maryland Board of Regents to order in closed session at 8:40 a.m. on Wednesday, October 30, 2024 via Zoom.

Those in attendance included Regents Leggett, Gooden, Lewis, Wood, Hur, McMillen, and Smarick; Chancellor Perman; Senior Vice Chancellor Herbst; Vice Chancellors Sandler and Masucci; AAGs Bainbridge and Langrill; and Ms. Wilkerson, Ms. Perry, Ms. Roxas, Mr. Samuel, and Ms. Gartner.

- 1. Collective Bargaining Update.** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).
- 2. Addendum to the Presidents Regarding Report.** The Regents reviewed an addendum to the USM Presidents' appointment letters. (§3-305(b)(1)).
- 3. Review of Certain Contracts and Employment Agreements.** The Regents reviewed personnel contracts from UMCP and TU, subject to review under Policy VII-10.0 (§3-305(b)(1)).
- 4. Update on a Personnel Matter** The Regents were provided with an update on a personnel matter. (§3-305(b)(1)).

The meeting adjourned at 10:01 a.m.

TOPIC: Approval of Committee Charges

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: December 4, 2024

SUMMARY: The Committee on Governance and Compensation will review and approve committee charges for the 2024-2025 year.

ALTERNATIVE(S): None.

FISCAL IMPACT: None.

CHANCELLOR'S RECOMMENDATION: This is an information item.

COMMITTEE ACTION: DATE: October 30, 2024

BOARD ACTION: DATE:

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

TOPIC: Review of the Committee Charge, Role, and Responsibilities (Action)

COMMITTEE: Committee on Intercollegiate Athletics and Student-Athlete Health and Welfare

DATE OF COMMITTEE MEETING: November 6, 2024

SUMMARY: The members of the Intercollegiate Athletics and Student-Athlete Health and Welfare Committee will review and discuss any proposed updates to the Committee's charge, role, and responsibilities. We have updated the charge to reflect the current name of the "Committee on Education Policy & Student Life" which was changed to "Committee on Education Policy & Student Life and Safety."

Also included for information purposes only is the meeting schedule for Fiscal Year 2025.

ALTERNATIVE(S): Language could be amended based on the discussion.

FISCAL IMPACT: There is no anticipated fiscal impact.

CHANCELLOR'S RECOMMENDATION: That the Intercollegiate Athletics and Student-Athlete Health and Welfare Committee recommend that the Board of Regents approve the charge of the Committee.

COMMITTEE RECOMMENDATION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Ellen Herbst (301) 445-1923



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 Safety** and **Finance** for information purposes.



Board of Regents Committee on Intercollegiate Athletics and Student-Athlete Health and Welfare

Tentative Work Plan for Fiscal Year 2025

November 6, 2024 - 1:30 PM (Zoom meeting)

- a) Review of the Committee charge, role, and responsibilities (Open session)
- b) Mid-year athletic directors' updates – **UMBC, UMCP, SU** (Open session)
- c) Legislatively required annual report on institution and System policy changes impacting student athletes- Jordan McNair Safe and Fair Play Act Report (Open session)

January 17, 2025 – due date for program and financial info, president's statements, NCAA AUP, and embargoed NCAA APR

April 7, 2025 – 1:00pm (Zoom meeting)

- a) Mid-year athletic directors' updates – **CSU, BSU** (Open session)
- b) Financial condition and results of intercollegiate athletic programs (Open session)
- c) Summary of ICA internal audits (Open session)
- d) Update/report from the Workgroup on the State of Athletic Trainers (Open session) - Tentative

April 25, 2025 – due date for all academic information, affirmations, mid-year financial results and projections, all outstanding NCAA reports, and projected APR

May 29, 2025 – 10:00 AM (Zoom meeting)

- a) Title IX intercollegiate athletics status – (Open session)
- b) Mid-year athletic directors' updates – **UMES, FSU, TU** (Open session)
- c) Summary of student-athlete admission, graduation, and academic progress (Open session)
- d) Proposed educational presentation on student-athletes and sports betting (Open session)

TOPIC: Towson University (TU) Recognition/Retention Bonus Plan for Sworn Police Officers

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: December 4, 2024

SUMMARY: University leaders plan to provide one-time bonuses to their sworn university police officers (UPOs). According to TU, these bonuses are necessary in part because of the changing salary market for police officers in Baltimore, but also to recognize and reward the sustained efforts of their officers who continue to work through staffing challenges. TU indicated that their bonus plan is not a result of any negotiations or agreement reached with the FOP, but instead would be offered somewhat under existing USM BOR policy and the USM compensation guidelines. Negotiations with the FOP for a successor MOU will be underway soon as TU's current MOU with its FOP unit expires June 30, 2025. There are a total of 44 budgeted sworn police officer positions at TU; there are 37 budgeted bargaining unit positions of which 26 are currently filled.

USM BOR VII-9.20 – Policy on Pay Administration for Regular Nonexempt Staff Employees provides that a lump sum non-cumulative cash award “may be granted to a regular employee for an extraordinary contribution which substantially benefits the USM institution,” noting that the bonus pool must be determined within the guidelines established by the Chancellor. The FY 2025 USM Compensation Guidelines permit the institutions to provide other types of compensation beyond COLA and merit increases to an employee after full consideration of relevant factors. Any recommendation for bonus eligibility and the bonus pool amounts available at the institution are required to be sent to the Chancellor for review and comment prior to any announcement.

Bonuses at TU would be funded from vacant position salary savings and would be provided as follows:

- One-time lump sum “appreciation bonus” of \$2,500 to all UPOs employed on December 1, 2024.
- One-time lump sum retention bonus of \$10,000 to all UPOs employed on May 31, 2025, who were hired on or before January 1, 2025. This amount would be prorated for officers hired between January 1 and May 31.

In total, 30 officers will receive these bonuses, including 26 bargaining unit employees. TU's plans do not contain any provision for repayment of the above bonuses if an employee leaves within a certain period following receipt of the bonus payment. The attached document(s) provides additional details.

ALTERNATIVE(S): Information item only.

FISCAL IMPACT: Information item only.

CHANCELLOR'S RECOMMENDATION: Information item only.

COMMITTEE RECOMMENDATION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Ellen Herbst (301) 445-1923

**To: University System of Maryland Board of Regents
Committee on Governance & Compensation**

**From: Towson University
University Police Negotiating Team**

Date: November 1, 2024

**Re: Recognition/Retention Bonus Plan
Fraternal Order of Police Lodge 82**

For the awareness of the University System of Maryland (USM) Board of Regents, Towson University (the "University") is implementing a one-time recognition/retention bonus package for the University Police as described below. This was not a negotiated package, rather a package developed by the University to address anticipated concerns around retention of current bargaining unit officers. This package was reviewed and received the support and approval of TU President, Mark Ginsberg.

Unit Information

Bargaining Unit Ranks: UPO I – UPO IV
Total Budgeted Unit Positions: 37
Current Positions Filled: 26
Current MOU Expires: June 30, 2025

History of Bargaining Unit MOUs:

Throughout the existence of this bargaining unit the University and FOP Lodge 82 have negotiated a total of eight (8) Memoranda of Understanding. The history/duration of all previous agreements is as follows:

- July 1, 2006 through June 30, 2009;
- July 1, 2009 through June 30, 2011;
- July 1, 2011 through June 30, 2013 ;
- July 1, 2013 through June 30, 2016 (limited reopener engaged for period of July 1, 2015 through June 30, 2016, excluding Article 5);
- July 1, 2015 through June 30, 2016;
- July 1, 2016 through June 30, 2019;
- July 1, 2019 through June 30, 2022;
- July 1, 2022 through June 30 2025 (current)

Objectives of the Bonus

- Recognize and reward the sustained efforts of UPOs who continue to work through staffing challenges that have resulted in consistently high rates of OT that impact physical and mental health. A financial “reward” as an overt gesture of appreciation and thanks;
- Provide an incentive for UPOs to continue working at TU by offering a one-time lump sum bonus upon reaching a specific date of employment. Set the date for eligibility at a point that supports the needs of TU while not being unrealistic for UPOs.

Rationale/Considerations

- Recruiting/retention continue to be a challenge for the policing profession and TU;
- While we continue to make steady progress, it is slow and arduous, resulting in the need for regular overtime of existing UPOs;
 - Current bargaining unit vacancy rate: 30% (26 of 37 unit positions filled)
 - Similar vacancy rate over a sustained period of time has resulted in an ongoing need for overtime with no definitive reduction or end in the foreseeable future
 - Hiring efforts not keeping pace with the vacancy rate (2024: 3 bargaining unit members hired; 5 bargaining unit members departed)
- Other jurisdictions (UMBC, UMB, Hopkins, BaltoCo) have introduced non-base pay rewards/incentives for new hires and retention programs for existing UPOs. This approach will show the University’s commitment to stay competitive with approaches at other jurisdictions;
- As the University hires newer (and in some cases less experienced UPOS) and train them, we want to provide some additional financial incentive for them to continue working at TU and not be tempted/lured to another nearby jurisdiction because of a hiring bonus. Currently over 60% of our UPOs have less than 3 years of service and are most vulnerable to leave for bonuses offered at other jurisdictions;
- The University wants to provide an incentive for longer serving UPOs to delay/defer retirement decisions and stay to receive an attractive one-time retention “bonus.” Getting this additional service allows us to continue to recruit and hire while not adding additional strain on existing UPO staff;
- The University is soon entering into negotiations for our next MOU that becomes effective July 1, 2025. Taking this approach is a good faith “signal”/investment to UPOs about our commitment and their value to the institution;
- Bonus package under these circumstances is also pursuant to *USM Policy VII-9.20 – Policy on Pay Administration for Regular Nonexempt Staff Employees*, specifically regarding “Non-cumulative cash bonuses. The policy directs that such bonuses may be granted “for an extraordinary contribution which substantially benefits the institution...” and “...shall establish criteria for bonus eligibility, review and approval, and amount of bonus awards;
 - In the case of bargaining unit members the extraordinary contributions relate to the dedication to service in the face of staffing shortages, as demonstrated by increased hours required with a high level of service maintained.
 - Institutional criteria for bonus eligibility and review are outlined in this summary.
- This bonus program allows the University to enter our period of negotiations with show of good faith and an investment in our existing police force. While we recognize it will also potentially be a factor in the upcoming discussions, we believe it will be a positive factor for TU and for the UPOs.

Summary of Bonus Program

- While several options were considered (including no bonus program at all), consensus was reached on a one-time bonus program will benefit both TU and our dedicated UPOs;
- The bonus options we considered took into consideration:
 - The total amount of a bonus
 - The timing of the bonus payments
 - Eligibility criteria
 - Bonus programs at competing jurisdictions
 - Total cost
- It is believed that implementing a program that recognizes the commitment of the UPOs to work the hours needed to support the programs and service provided while also providing an incentive to remain working with TU on an extended basis is of substantial value to the University and the best option.
- **Structure/Amount**
 - One-time lump sum “appreciation” bonus of \$2500 (gross) to all UPOs employed and active on December 1, 2024. The bonus will be framed as one of appreciation for the continued commitment to provide services and support while we actively work to hire qualified UPOs. The timing will coincide with the holiday period which very likely will be received positively;
 - One-time lump sum retention bonus of \$10,000 (gross) to all UPOs employed and active on May 31, 2025 and were hired on or before January 1, 2025. Members hired as a UPO between January 1 and May 31, 2025 will have the amount pro-rated based on date of hire. This bonus will be framed as one for retention.

Estimated Cost

Figures below are approximated and based on 30 bargaining unit member positions relative to the January 2025 bonus, and 35 positions relative to the June 2025 bonus:

- January 2025 Bonus Payment: **\$70,000**
- June 2025 Bonus Payment: **\$325,000**

Total estimated cost: **\$395,000**

Given that the payments included in the proposed package are one-time lump sums not applicable to base salary, there will be no material effect on fringe compensation/benefits.

These costs will be absorbed by current salary savings from open positions.

Towson University Negotiating Team

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TOPIC: Approval of Committee Charges

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: December 4, 2024

SUMMARY: The Committee on Governance and Compensation will review and approve committee charges for the 2024-2025 year.

ALTERNATIVE(S): None.

FISCAL IMPACT: None.

CHANCELLOR'S RECOMMENDATION: This is an information item.

COMMITTEE ACTION: DATE: October 30, 2024

BOARD ACTION: DATE:

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

STATEMENT CLOSING A MEETING - December 4 2024 G C



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

Date: December 4, 2024
Time: Approximately 9:00 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. Pre-negotiation briefing regarding an institution labor MOU; and

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.

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)).