



USM Board of Regents
Committee on Governance and Compensation
January 29, 2025
Zoom

AGENDA FOR OPEN SESSION

8:30 a.m.

1. Call to Order Chair Leggett

2. [Approval of Meeting Minutes from December 4, 2024 Public and Closed Sessions](#) (action) Chair Leggett

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

Cover Memo - Minutes

TOPIC: Approval of Meeting Minutes from December 4, 2024 Public and Closed Sessions

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: January 29, 2025

SUMMARY: The Committee on Governance and Compensation will review and approve meeting minutes from December 4, 2024 Public and Closed sessions.

ALTERNATIVE(S): None.

FISCAL IMPACT: None.

CHANCELLOR'S RECOMMENDATION: This is an information item.

COMMITTEE ACTION: DATE: January 29, 2025

BOARD ACTION: DATE:

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

MINUTES PUBLIC Gov and Comp December 4 2024



USM Board of Regents
Committee on Governance and Compensation
Minutes from Public Session
December 4, 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 8:30 a.m. on Wednesday, December 4, 2024 via Zoom.

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

1. **Approval of the Meeting Minutes from October 30, 2024. The Regents reviewed and approved the meeting minutes.** (Moved by Regent Leggett, seconded by Regent Smarick; unanimously approved).
2. **Approval of Committee Charges.** The Regents reviewed and approved the committee charges for FY 24-25 for the Intercollegiate Athletics and Audit committees. (Moved by Regent Leggett, seconded by Regent Gooden; unanimously approved).
3. **Towson University Bonuses based on Retention.** The Regents heard an information item related to Towson University's plan to provide a one-time bonus to their sworn police officers.
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 Wood, seconded by Regent Gooden; unanimously approved).

The public session meeting adjourned at 8:45 a.m.



USM Board of Regents
Committee on Governance and Compensation
Minutes from Closed Session
December 4, 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 8:46 a.m. on Wednesday, December 4, 2024 via Zoom.

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

- 1. Collective Bargaining Update.** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).
- 2. Frostburg State University Pre-Negotiation Briefing Re MOU with FOP.** The Regents reviewed an addendum to the USM Presidents' appointment letters. (§3-305(b)(9)).
- 3. Review of Certain Contracts and Employment Agreements.** The Regents reviewed a personnel contract from UMB, subject to review under Policy VII-10.0 (§3-305(b)(1)).

The meeting adjourned at 9:11 a.m.

TOPIC: Convening Closed Session

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: January 29, 2025

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 - January 29 2025



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

Date: January 29, 2025
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. Ratification briefing regarding an institution labor MOU; and
3. Pre-negotiation briefings regarding three institution labor MOU; and

4. 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)).