



USM Board of Regents  
Committee on Governance and Compensation  
May 28, 2025  
Zoom

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**AGENDA FOR OPEN SESSION**

**9:00 a.m.**

1. Call to Order Chair Leggett
  
2. [Approval of Meeting Minutes from March 24, 2025, Public and Closed Sessions](#) (action) Chair Leggett
  
3. [Reconvene to Closed Session](#) (action) Chair Leggett

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

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**TOPIC:** Approval of Meeting Minutes from March 24, 2025 Public and Closed Sessions

**COMMITTEE:** Committee on Governance and Compensation

**DATE OF MEETING:** May 28, 2025

**SUMMARY:** The Committee on Governance and Compensation will review and approve meeting minutes from March 24, 2025 Public and Closed sessions.

**ALTERNATIVE(S):** None.

**FISCAL IMPACT:** None.

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

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COMMITTEE ACTION: DATE: May 28, 2025

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BOARD ACTION: DATE:

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

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USM Board of Regents  
Committee on Governance and Compensation  
Minutes from Public Session  
March 24, 2025  
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 Monday, March 24, 2025 via Zoom.

Those in attendance included Regents Gooden, Leggett, Hur, 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, Mr. Chanen, Ms. Roxas.

1. **Approval of Meeting Minutes from January 29, 2025 Public and Closed Sessions (action).** The Regents reviewed and approved the meeting minutes. (Moved by Chair Gooden seconded by Regent Wood; unanimously approved).
2. **Review of CUSS Constitutional Amendments (action).** The Regents reviewed and approved CUSS constitutional amendments. (Moved by McMillen, seconded by Regent Hur; unanimously approved).
3. **Convene to Closed Session (action).** 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 Leggett, seconded by Chair Gooden; unanimously approved).

The public session meeting adjourned at 8:42 a.m.



USM Board of Regents  
Committee on Governance and Compensation  
Minutes from Closed Session  
March 24, 2025  
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 8:43 a.m. on Monday, March 24, 2025 via Zoom.

Those in attendance included Regents Gooden, Leggett, Hur, 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, Mr. Chanen, Ms. Roxas from USMO. Those in attendance also included Mr. Donoway and Ms. Hersch from FSU, Mr. Jones from TU, Ms. Rhodes, Ms. Monger and Ms. Jones from UMB, and Ms. Edenhart-Pepe and Mr. Altchek from SU.

1. **Collective Bargaining Update (information).** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).
2. **Institutional MOUs with FOP (information).** The Regents heard an information item related to an MOU with FOP at four institutions. (§3-305(b)(9)).
  - **Frostburg State University Ratification of MOU with FOP**
  - **Towson University Ratification of MOU with FOP**
  - **University of Maryland, Baltimore Ratification of MOU with FOP**
  - **Salisbury University Pre/Mid Negotiation Briefing re MOU with FOP**
3. **Board Committee Assessment (action).** The Regents reviewed and approved survey questions for the 2024-2025 annual full board and committee self-assessment (§3-103(a)(1)(i)). (Moved by Regent Leggett, seconded by Chair Gooden; unanimously approved).
4. **Review of Certain Contracts and Employment Agreements.** The Regents reviewed five personnel contracts, subject to review under Policy VII-10.0 (§3-305(b)(1)).

The meeting adjourned at 9:21 a.m.

**TOPIC:** Convening Closed Session

**COMMITTEE:** Committee on Governance and Compensation

**DATE OF MEETING:** May 28, 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.

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COMMITTEE ACTION:

DATE:

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BOARD ACTION:

DATE:

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

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

Date: May 28, 2025  
Time: Approximately 9:15 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):

[X] Administrative Matters

TOPICS TO BE DISCUSSED:

1. Update on the status of collective bargaining at USM institutions;
2. Negotiation briefings regarding two institutional labor MOUs;



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 discussion of the Presidents and USMO senior staff.

REASON FOR CLOSING:

1. To maintain confidentiality regarding collective bargaining negotiations (§3-305(b)(9));
2. To maintain confidentiality regarding an administrative matter (§3-103(a)(1)(i));
3. To maintain confidentiality regarding an individual personnel matter (§3-305(b)(1)(ii)).
4. To maintain confidentiality of discussion regarding specific employment agreements and compensation (§3-305(b)(1)(i)).