
AGENDA FOR PUBLIC SESSION

- | | |
|--|---------------|
| Call to Order | Chair Leggett |
| | |
| 1. Approval of Meeting Minutes from September 3, 2025, Public and Closed Sessions (action) | Chair Legett |
| | |
| 2. Convening Closed Session (action) | Chair Leggett |

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Approval of Meeting Minutes from September 3, 2025, Public and Closed Sessions (action)

COMMITTEE: Governance & Compensation Committee

DATE OF COMMITTEE MEETING: October 27, 2025

SUMMARY: The members of the Governance & Compensation Committee will review the meeting minutes from a previous committee meeting.

ALTERNATIVE(S): The Committee can choose not to discuss this matter.

FISCAL IMPACT: There is no anticipated fiscal impact.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends the Board support this request.

COMMITTEE RECOMMENDATION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson



UNIVERSITY SYSTEM
of MARYLAND

BOARD OF REGENTS
COMMITTEE ON GOVERNANCE AND COMPENSATION

September 3, 2025
Meeting via Video and Conference Call

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 11:31 a.m. on Wednesday, September 3, 2025 via Zoom.

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

1. **Review of the Governance and Compensation Committee Charge, Role, and Responsibilities (action)** The Regents reviewed and approved the committee charge.
(Chair Gooden moved recommendation, seconded by Regent Smarick; approved)
Vote Count = Yeas: 6 Nays: 0 Abstentions: 0

2. **Convening 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). .
(Regent Wood moved recommendation, seconded by Regent Smarick; approved)
Vote Count = Yeas: 6 Nays: 0 Abstentions: 0

The public meeting was adjourned at 11:34 a.m.

Respectfully submitted,

Ike Leggett
Chair, Committee on Governance and Compensation



**BOARD OF REGENTS
COMMITTEE ON FINANCE**
September 3, 2025
Meeting via Video Conference

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 11:34 a.m. on Wednesday, September 3, 2025, via Zoom.

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

1. **Collective Bargaining Update (information)** (§3-305(b)(9)).
The Regents were provided with the status of collective bargaining negotiations at each USM institution. This item was presented for information purposes; there were no votes on this item.
2. **Update on a President's Board Membership (action)** (§3-305(b)(1)).
The Regents reviewed and approved an update on a USM president's external board membership.
(Regent Lewis moved the recommendation, seconded by Regent Smarick; approved)
Vote Count = Yeas: 6 Nays: 0 Abstentions: 0
3. **Review of Certain Contracts and Employment (information)** (§3-305(b)(1)).
The Regents reviewed personnel contracts, subject to review under Policy VII-10.0. This item was presented for information purposes; there were no votes on this item.

The session was adjourned at 12:04 p.m.

Respectfully submitted,

Ike Leggett
Chair, Committee on Governance & Compensation

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Convene to Close (action)

COMMITTEE: Governance & Compensation Committee

DATE OF COMMITTEE MEETING: October 27, 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 alternatives.

FISCAL IMPACT: There is no anticipated fiscal impact.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the committee vote to reconvene in closed session.

COMMITTEE RECOMMENDATION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson



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

Date: October 27, 2025
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;
2. 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)).