



AGENDA FOR PUBLIC SESSION

Call to Order	Chair Leggett
1. <u>Approval of Meeting Minutes from December 3, 2025, Public and Closed Sessions</u> (action)	Chair Leggett
2. <u>Review of USM Board of Regents Policy Workgroup Charge</u> (information)	BOR Chair Gooden
3. <u>Review of USM Board of Regents Expectations of Conduct</u> (action)	Chair Leggett
4. <u>Convening Closed Session</u> (action)	Chair Leggett

TOPIC: Approval of Meeting Minutes (action)

COMMITTEE: Committee of Governance & Compensation

DATE OF MEETING: January 27, 2026

SUMMARY: The Committee will take action to approve meeting minutes from the December 3, 2025 public and closed sessions.

ALTERNATIVE(S): No alternative is suggested

FISCAL IMPACT: There is no fiscal impact

CHANCELLOR'S RECOMMENDATION:

COMMITTEE ACTION:

DATE:

BOARD ACTION:

DATE:

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



UNIVERSITY SYSTEM
of MARYLAND

BOARD OF REGENTS
COMMITTEE ON GOVERNANCE AND COMPENSATION
December 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 1:01 p.m. on Wednesday, December 3, 2025, via Zoom.

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

1. **Approval of Meeting Minutes from October 27, 2025, Public and Closed Sessions (action)** The Regents reviewed and approved the meeting minutes from the previous meeting.
(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 Lewis; approved)
Vote Count = Yeas: 6 Nays: 0 Abstentions: 0

The public meeting was adjourned at 1:04 p.m.

Respectfully submitted,

Ike Leggett
Chair, Committee on Governance and Compensation



UNIVERSITY SYSTEM
of MARYLAND

BOARD OF REGENTS
COMMITTEE ON GOVERNANCE & COMPENSATION

December 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 1:04 p.m. on Wednesday, December 3, 2025 via Zoom.

Those in attendance included Regents Leggett, Gooden, Hur, Lewis, Smarick, and Wood; Chancellor Perman; Senior Vice Chancellors Herbst and Wrynn; Vice Chancellors Lawrence, Masucci, Minor, and Sandler; AAGs Boyle and Langrill; and Ms. Wilkerson, Ms. Perry, Mr. Chanen, and Ms. Roxas; Ms. Ross, Mr. Altchek, and Ms. Aredenhart-Pepe.

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. **University of Maryland, Center for Environmental Science Ratification of MOU with MCEA (action) (§3-305(b)(9)).**

The Regents reviewed and endorsed UMCES's proposals as presented.

(Regent Hur moved the recommendation, seconded by Chair Gooden; approved)

Vote Count = Yeas: 6 Nays: 0 Abstentions: 0

3. **Salisbury University Ratification of MOU with FOP (action) (§3-305(b)(9)).**

The Regents reviewed and endorsed SU's proposals as presented.

(Regent Leggett moved the recommendation, seconded by Chair Gooden; approved)

Vote Count = Yeas: 6 Nays: 0 Abstentions: 0

4. **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 1:19 p.m.

Respectfully submitted,

Ike Leggett

Chair, Committee on Governance & Compensation

TOPIC: Review of USM Board of Regents Policy Workgroup Charge (information)

COMMITTEE: Governance & Compensation Committee

DATE OF COMMITTEE MEETING: January 27, 2026

SUMMARY: The Board Chair will present the charge document for the USM Policy Workgroup. The USM Policy Workgroup is charged with conducting a comprehensive review of all Board of Regents policies. The members of the Governance & Compensation Committee will review and discuss the charge.

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

FISCAL IMPACT: There is no anticipated fiscal impact.

CHANCELLOR'S RECOMMENDATION: That the Governance & Compensation Committee discuss the charge document.

COMMITTEE RECOMMENDATION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson



UNIVERSITY SYSTEM *of MARYLAND*

Board of Regents Policy Workgroup

Charge:

The USM Policy Workgroup is charged with conducting a comprehensive review of all Board of Regents (BOR) policies to determine which policies should be updated, consolidated, or sunset. This work will be guided by and subject to:

- A. State and federal statutory requirements,
- B. Accreditation standards,
- C. Existing BOR policies and guidelines, and
- D. Best practices in governance,

with the understanding that these elements interrelate and must be addressed in coordination. The workgroup will produce recommendations that clarify where policies need revision and how any changes may interact with accreditation or enabling legislation.

Role and Responsibilities:

The USM Policy Workgroup shall consider and report or recommend to the Board of Regents on matters concerning Board policy. The workgroup shall meet as needed. The members of the workgroup may expect to receive information for review, to consider, and/or act on the following matters:

- A. Compile and organize all relevant materials into a single reference set. Materials include but are not limited to policies, statutes, and accreditation standards.
- B. Ensure clear alignment between policies and the statutory requirements and accreditation standards that govern them.
- C. Identify and assess contemporary issues requiring focused attention within the overall policy review, including but not limited to:
 - a. Artificial intelligence
 - b. Collective bargaining considerations
 - c. Cybersecurity/privacy
 - d. Digital media
 - e. Governance
 - f. Hybrid work/learning environments
 - g. Intercollegiate athletics
 - h. Research
- D. Develop a framework for reviewing policies, informed first by statutory requirements.
- E. Produce a set of recommendations that outline the:
 - a. Description of proposed change,
 - b. Nature of change (update, consolidate, sunset), and
 - c. Scope of impact (BOR policy, accreditation, statutory).
- F. Present recommendations first to the Committee on Governance and Compensation, and subsequently to the full Board of Regents for review and decision-making; adopted items will then advance through USM's shared governance processes

Workgroup Composition:

Members of the USM Policy Workgroup are appointed by the Chairperson of the Board. This workgroup will include:

- A. Regents: Stebbins (Chair), Blount, Gonella, Mirani, Smarick, and Gooden (ex-officio)
- B. Staff: Wilkerson, Boyle, Clark, Perry

This workgroup will be supported by:

- C. Advisors: Regents Leggett and Wood
- D. Consultant: AGB Governance Expert

The advisor and consultant role is not a member of the workgroup but is invited to provide guidance or feedback at defined periods, as indicated on the work plan. The Chancellor is also invited to provide feedback throughout the process. The workgroup may also invite internal USM resources to help inform the group's understanding by sharing relevant experience, data, or context related to a specific policy or issue on an as-needed basis.

Process and Timeline:

Phase 0: Workgroup Charge Confirmation (Delivered to the Board of Regents at the February 13, 2026 Board Meeting)

- Present the USM Policy Workgroup's charge, scope, and membership.
- Confirm the overall approach, high-level timeline, and anticipated deliverables.
- Advisors preview charge before presentation.

Phase 1: Initial Review and Workplan (Delivered to the Board of Regents at the April 17, 2026 Board Meeting)

- Collect, organize, and familiarize all relevant materials.
- Develop a proposed workplan outlining scope, sequencing, and approach.
- Advisors preview workplan before presentation.

Phase 2: Policy Review and Recommendations (Delivered to the Board of Regents at the September 18, 2026 Board Meeting)

- Conduct a detailed review of all existing BOR policies, statutes, accreditation standards, and guidelines.
- Draft recommendations, including proposed changes and documented impacts.
- Advisors preview recommendations before presentation.

Phase 3: Development of New Policy Recommendations (Timeline to be determined)

- Identify policy gaps revealed through the review of existing BOR policies.
- Develop recommendations for new Board policies where gaps exist, including rationale and documented impacts.
- Present proposed new policies to the Board of Regents for review and direction, followed by advancement through shared governance processes.
- Advisors preview recommendations before presentation.

In each phase, deliverables will be shared first with the Committee on Governance and Compensation, and subsequently with the full Board of Regents for review and decision-making. Upon completion of the Workgroup's deliverables, responsibility for ongoing maintenance and updates of policies will return to the Governance and Compensation Committee.

TOPIC: University System of Maryland Board of Regents Expectations of Conduct (action)

COMMITTEE: Governance and Compensation

DATE OF MEETING: January 27, 2026

SUMMARY: The University System of Maryland Board of Regents does not currently have codified expectations governing Regent conduct. Existing expectations are communicated through New Regent Orientation, the annual Board of Regents Retreat, and as questions arise.

Adopting a written set of Expectations of Conduct is widely recognized as a best practice in public board governance. Formalizing these expectations promotes transparency, ethical leadership, professionalism, and consistent decision-making, while reinforcing the Board's fiduciary responsibilities and commitment to the public trust.

The proposed USM Board of Regents Expectations of Conduct consolidates in a single document standards related to governance, ethics, conduct, and responsibilities. Board action is requested to adopt the Expectations of Conduct and to affirm them annually as a shared commitment to effective and accountable governance.

ALTERNATIVE(S): The Board can choose to not discuss this item.

FISCAL IMPACT: There is no fiscal impact

CHANCELLOR'S RECOMMENDATION: That the Board adopt the USM Board of Regents Expectations of Conduct and direct each Regent to annually affirm commitment to these expectations as part of the Board's governance practices.

COMMITTEE ACTION:

DATE:

BOARD ACTION:

DATE:

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



DRAFT: University System of Maryland Board of Regents Expectations of Conduct

The University System of Maryland (USM) Board of Regents (the Board) is committed to the highest standards of ethical behavior, accountability, and stewardship. Regents serve as fiduciaries of the USM and are entrusted to govern in a manner that advances the mission and interests of the System and its constituent universities and centers.

The USM Board of Regents Expectations of Conduct provides Regents with shared standards and guidance to fulfill their duties in a manner that is consistent with legal, ethical, and governance standards and principles. Accordingly, Regents agree to uphold the following standards.

Mission and Governance

- I. We understand, respect, and will advance the mission of the University System of Maryland.
- II. We operate as a governing board that provides oversight of the USM and its constituent universities and centers. We delegate the operation of the USM and its constituent universities to the Chancellor and to the universities' respective presidents in accordance with Maryland law and relevant accreditation standards. We will preserve the boundary between board oversight and university management.
- III. We collaborate with the Chancellor and University Presidents to advance the USM's strategic plan. Through structured inquiry, we provide input to the process and endorse the strategy as a united entity. As circumstances change, we are charged with assessing impacts on the strategic plan.

Ethics

- IV. We conduct ourselves with integrity, fairness, and respect. We comply with all applicable laws, regulations, Board policies, and ethical standards, including those of the Maryland Ethics Commission and the Office of the Attorney General. As needed, we will consult with appropriate USM staff, the Office of the Attorney General, or the Maryland Ethics Commission.
- V. We respect both the letter and spirit of the Maryland Open Meetings Act, and we understand that certain discussions take place in closed sessions. We maintain strict confidentiality regarding closed session discussions and sensitive Board matters.
- VI. We support and uphold Board decisions and policies consistent with our fiduciary duties. This does not preclude thoughtful, respectful dissent during deliberations or good-faith efforts to seek reconsideration of Board actions through established processes. When expressing views that differ from adopted Board positions, Regents shall clearly state that such views are personal and do not represent the position of the Board.
- VII. We will abide by the principle that the Chair and Chancellor, or their approved designee, are the spokespersons for the Board and the USM respectively. Likewise, we will respect that the University Presidents are the spokesperson for their respective University.

VIII. We avoid conflicts of interest and the appearance of conflicts. We fully and promptly disclose any actual or potential conflicts in accordance with state law and Board policy, and we recuse ourselves when required.

Responsibilities

IX. We attend and actively participate in all Board and committee meetings. We review distributed materials to ensure Board actions are based upon informed and thoughtful consideration. If we are unable to attend a meeting, we determine what we missed and what follow-up is needed.

X. We understand that participation and involvement of Regents at events and working groups across the USM is important. As appropriate, we attend and participate in activities such as commencements, accreditation visits, search committees, presidents' addresses, and other meetings and events.

XI. We act with prudence and diligence by staying informed about the institution's finances, programs, and operations.

XII. We invest time in training and professional development to further our understanding of relevant issues, good governance, and other matters needed to effectively fulfill the role of Regent. We understand and evaluate routinely the competencies needed for an excellent Board.

Conduct

XIII. We interact with fellow Regents, University officials, USM staff, faculty and students in a spirit of mutual respect, candor, trust, and appropriate decorum. We listen with open minds and respect diverse views. We are not afraid to challenge ideas or lend new insights as appropriate and in a respectful manner. When we disagree, we do so respectfully, and without disrupting the efficient and orderly conduct of Board business.

XIV. We promote inclusiveness in all of its forms on the Board. We embrace accountability and assess our performance as a Board and as Regents.

XV. We conduct ourselves in ways that uphold public confidence in the USM and reflect positively on the Board's integrity, judgment, and leadership.

TOPIC: Convene to Close (action)

COMMITTEE: Governance & Compensation Committee

DATE OF COMMITTEE MEETING: January 27, 2026

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: January 27, 2025
Time: Approximately 9:30 a.m.
Location: Zoom

STATUTORY AUTHORITY TO CLOSE A SESSION

Md. Code, General Provisions Article §3-305(b):

- (1) To discuss:
 - [X] (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
 - [X] (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) [X] 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 briefings regarding institution labor MOUs at one institution; 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)).