



USM Board of Regents
Committee on Governance and Compensation
September 10, 2020
Zoom

AGENDA FOR OPEN SESSION

8:30 a.m.

Call to Order

Regent Rauch

1. [Review of Committee on Governance and Compensation Charter \(action\)](#)
2. [Policy Review Timeline/Workplan \(discussion\)](#)
3. Convene to Closed Session (action)



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Committee on Governance and Compensation Charter

COMMITTEE: Governance and Compensation

DATE OF MEETING: September 10, 2020

SUMMARY: The Committee on Governance and Compensation reviews its charter each year. Attached is the current committee charter. The committee will review and vote on whether to accept the current charter with no changes or make amendments.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Fiscal impact is minimal.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review and discuss the committee charter.

COMMITTEE ACTION: DATE: September 10, 2020

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 410-576-5734 or 301-445-1906

Committee on Governance & Compensation

PURPOSE

To assist the Board of Regents in fulfilling its responsibilities for the oversight of leadership of the University System of Maryland, specifically pertaining to optimal performance of the Board and personnel matters.

RESPONSIBILITIES

The Governance and Compensation Committee meets six times annually and, with the approval of the BOR, is granted the authority to ensure that the Board operates according to good governance principles and realizes its full potential as a high performing Board. The committee is charged with reviewing matters pertaining to the organization and leadership structure of the University System of Maryland, its constituent institutions and centers and the System Office, other personnel matters such as collective bargaining agreements, compensation for individuals under BOR Policy VII-10.0 and matters pertaining to the optimal operation of the BOR.

- A. Leads the Board in evaluating its performance, including developing guidelines for Board evaluations, administering biannual Board self-assessments, coordinating periodic comprehensive reviews of the Board, and assessment of Board committees.
- B. Reviews Board Bylaws as needed and recommends changes for Board approval.
- C. Reviews the program for new Regent orientation and ongoing Board development to ensure that Regents receive appropriate education and training, including Regent Mentor program and Regent Liaison Program.
- D. Reviews and monitors compliance related to Board composition and Regent attendance.
- E. Certifies the annual review of committee charters.
- F. Defines and implements USM's philosophy for executive compensation, including
 - Periodic benchmarking and aging of peer compensation data;
 - Conducting a comprehensive review of peer data every 3 – 5 years;
 - Utilizing data to inform compensation for new presidents and chancellors; and
 - Monitor trends in compensation and maintain compensation tally sheets.
- G. Develops and implements a framework for goal setting and annual and comprehensive executive performance review, including
 - Establishing/reviewing guidelines for comprehensive performance reviews of the USM Presidents and Chancellor
 - Approving annual goals for the Chancellor and USM Presidents,
 - Reviewing annual performance assessments of the USM Presidents and Vice Chancellors,
 - Conducting an annual review of the Chancellor,

- Conduct a comprehensive review of the Presidents every 3 – 5 years and review feedback,
 - Under special circumstances, request additional performance reviews of the Chancellor and USM presidents, as appropriate
- H. Recommends to the Board appointments and compensation for an Acting or Interim Chancellor or, on the recommendation of the Chancellor, Acting or Interim Presidents in the event of vacancies.
- I. Monitors trends and opportunities for succession planning and leadership development
- J. Maintains guidelines for Chancellor and Presidents Searches.
- K. Maintains an annual calendar for the Governance and Compensation Committee
- L. Maintains a schedule for USM policy review.
- M. Reviews contracts and appointment letters of highly-compensated personnel entered into by the USM and its institutions in accordance with Board of Regents Policy VII-10.0 Policy on Board of Regents Review of Certain Contracts and Employment Agreements.
- N. Reviews and recommends for board approval, as appropriate, collective bargaining agreements and related reporting on collective bargaining activity in the USM.



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Policy Review Timeline/Workplan

COMMITTEE: Governance and Compensation

DATE OF MEETING: September 10, 2020

SUMMARY: BOR Committees are expected to review policies pertaining to their work on a four year schedule. The attached grid lists the policies that are the responsibility of the Committee on Governance and Compensation. The grid includes when the policy was last amended and when it was last reviewed. The committee will discuss the policy review timeline and identify which policies it will review this year. Highlighted policies are proposed to be reviewed this year.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Fiscal impact is minimal.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review and discuss the policy review timeline and workplan.

COMMITTEE ACTION: DATE: September 10, 2020

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson, dwickerson@usmd.edu, 410-576-5734 or 301-445-1906

Policies to be Reviewed by Gov and Comp

Policy Name/Number	Last Updated	Last Reviewed
I-1.00: Policy on Council of University System Presidents	12.15.2017	2017
I-3.50: Policy on Constitution for the Council of University System Staff	02.18.2005	
I-4.00: Policy on USM and Institutional Boards and Commissions	06.21.2019	2019
I-6.00: Policy on Shared Governance in the University System of Maryland	08.25.2000	
VI-1.00: Policy on Non-Discrimination and Equal Opportunity	11.22.2019	2019
VI-1.50: Policy on the Reporting of Suspected Child Abuse and Neglect	12.09.2011	
VI-3.00: Policy on Advertising	04.13.2007	2016
VI-4.10: Policy on the Use of the Physical Facilities of the University System for Public Meetings	01.11.1990	
VI-5.00: Policy on Inspection of Public Records	06.19.2015	
VI-5.10: Policy on Preservation of Items of Historical Interest	10.24.2014	
VI-6.00: Policy on Requests for Advice of Counsel and Official Opinions from the Attorney General	12.24.2014	
VI-6.10: Policy on Records Management	12.09.2016	2016
VI-7.00: Policy on Chaplains	01.11.1990	In review
VI-8.10: Policy on Smoking at USM Institutions	06.22.2012	2019 - in progress
VI-9.00: Policy on Establishment of Institutional Traffic Regulations	01.11.1990	2017
VI-10.00: Policy on the Filing of Institutional Policy Manuals	10.24.2014	2019 - in progress
VI-12.00: Policy on Emergency Conditions: Cancellation of Classes and Release of Employees	05.01.1992	
VI-13.00: Policy on Campus Emergency Planning, Preparedness and Response	04.21.2017	2017
VII-5.00: Policy on Performance Evaluation of the Chancellor and the Institutional Presidents/Center Directors of the University of Maryland System	10.09.2015	
VII-5.01: Policy on the Multi-Year Review of USM Presidents	06.19.2020	2020
VII-5.10: Policy on Associates of the Chancellor/President	06.19.2020	2020
VII-10.0: Policy on Board of Regents Review of Certain Contracts and Employment Agreements	06.19.2020	2020
IX-1.00: Policy of the Board of Regents on Governmental Relations	02.22.2019	2019
X-2.00: Policy on Compliance with USM Policies through Technology	10.17.2008	2019 - in progress



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Convening Closed Session

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: September 10, 2020

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, 301-445-1906

REVISED



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

Date: September 10, 2020
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.

FORM OF STATEMENT FOR CLOSING A MEETING

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- (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 status of collective bargaining at USM institutions;
- 2. Collective bargaining education session;
- 3. Discussion of a schedule for multi-year review for USM Presidents; and

4. Information update regarding a specific personnel contract at UMB subject to review under BOR VII-10.0 Policy on Board of Regents Review of Certain Contracts and Employment Agreements; and
5. Update on presidents' and chancellor's compensation.

REASON FOR CLOSING:

1. To maintain confidentiality regarding collective bargaining negotiations at USM institutions (§3-305(b)(9));
2. To maintain confidentiality of a discussion regarding specific employment agreements (§3-305(b)(1));
3. To handle an administrative matter regarding an educational session for regents on collective bargaining (§3-103(a)(1)(i)); and
4. To handle an administrative matter regarding the scheduling of multi-year reviews of USM Presidents (§3-103(a)(1)(i)).