



USM Board of Regents  
Committee on Governance and Compensation  
May 13, 2021  
Zoom

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**AGENDA FOR OPEN SESSION**

**8:30 a.m.**

**Call to Order**

**Regent Rauch**

1. [USM at Southern Maryland Board of Advisors Bylaws \(action\)](#)
2. [Convene to Closed Session \(action\)](#)



**BOARD OF REGENTS**

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

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**TOPIC:** University System of Maryland at Southern Maryland: Establishment of Bylaws for the Board of Advisors

**COMMITTEE:** Committee on Governance and Compensation

**DATE OF COMMITTEE MEETING:** May 13, 2021

**SUMMARY:** The University System of Maryland at Southern Maryland is seeking Board approval of the Bylaws governing the operation of the Board of Advisors (BOA) for the USM’s regional higher education center in Southern Maryland.

The BOA was created by the USM under the terms of the July 1, 2018 MOU merging the former Southern Maryland Higher Education Center with the USM and creating the USM at Southern Maryland (USMSM).

The Bylaws have been reviewed by the Office of the General Attorney for alignment with USM Policy I-4.00 governing the creation and operation of “Advisory Boards to Departments, Schools, Colleges, Centers, Institutes or Regional Centers.”

Key provisions of the USMSM Board of Advisors Bylaws include a statement of purpose for the BOA; an explanation of its structure, membership and terms of membership, and its officers’ obligations; an expectation of meetings and attendance; and definitions of standing committees and communications protocol.

**ALTERNATIVE(S):** The Committee members could offer alternative language for consideration.

**FISCAL IMPACT:** None.

**CHANCELLOR’S RECOMMENDATION:** That the Committee recommend that the Board of Regents approve the USMSM BOA Bylaws as submitted.

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COMMITTEE RECOMMENDATION: \_\_\_\_\_ DATE: \_\_\_\_\_

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BOARD ACTION: \_\_\_\_\_ DATE: \_\_\_\_\_

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SUBMITTED BY: Ellen Herbst (301) 445-1923

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## BYLAWS

### BOARD OF ADVISORS

#### UNIVERSITY SYSTEM OF MARYLAND AT SOUTHERN MARYLAND

##### **PREAMBLE**

The University System of Maryland at Southern Maryland (USMSM) serves as a regional higher education and research center, as well as a statewide resource to extend access to higher education. Designed to serve diverse groups of students, USMSM's campus hosts educational opportunities ranging from upper-division undergraduate programs through masters' and doctoral programs to serve regional workforce needs.

In addition to the purely educational role of USMSM, it contains a research enterprise devoted to unmanned and autonomous technologies across all domains (ground, air, surface, undersea, space) in partnership with the A. James Clark School of Engineering at the University of Maryland (UMD). This research opportunity supports partnerships between academia, industry and government to advance these capabilities, as well as those in related fields, such as artificial intelligence and quantum computing. The collaboration between this research enterprise and the educational programs at USMSM is a unique and highly leveraged concept.

##### **ARTICLE 1 - STATEMENT OF PURPOSE**

The Board of Advisors (Board) is an advisory body and has no legal or fiduciary responsibility for the operation of the USMSM. The University System of Maryland (USM) Board of Regents is the governing authority for USMSM. USMSM also works with and under the direction of its Coordinating Institution, the University of Maryland, College Park.

The principal purposes of the Board are to: (i) provide advice to the Executive Director; (ii) assist in community relations; (iii) assist in institutional development; and (iv) provide any other assistance requested by the Executive Director. Its members serve to advocate on behalf of the development of the USMSM and promote activities, policies and programs that insure the advancement of its educational and research missions. Within this framework, the Board provides advice and support to the Executive Director, USM, the Coordinating Institution and the Chancellor in the following areas:

**Program Identification.** Conducts on-going needs assessments for educational programs in the service region, working with the USM and community stakeholders,

including the identification of needs for undergraduate, graduate and postgraduate education that are responsive to economic and social development goals of the State and region.

**Financial Planning and Development.** Provides counsel on budget priorities and assists in securing public and private financial support in the form of scholarship aid for students, internships, enhanced learning technologies, facilities, and other program development needs.

**Cooperation and Partnership Building.** Assists in the development of strategic partnerships and cooperation between and among the USM institutions, with the College of Southern Maryland, Saint Mary's College of Maryland, regional (SoMD) Public School Systems (Saint Mary's, Calvert and Charles Counties) and private schools, regional education institutions, federal agencies, state and local governments, research entities from the region and around the world, and the business community within the region.

**Marketing and Promotion.** Provides advice to the Executive Director in promoting programs and services conducted at USMSM; provides guidance in developing an overall marketing plan and strategies for USMSM.

**Facilities Development.** Provides advice in planning for continued growth of USMSM and assistance in securing public and private sector support for facilities construction, equipment, and other facilities-related needs.

**Evaluation and Assessment.** Provides independent input to the USM and the Coordinating Institution on the performance and overall operation of the USMSM and its program offerings.

## **ARTICLE II--BOARD STRUCTURE**

### **Section 1. Composition and Appointment**

The Board will consist of not fewer than twenty (20) and not more than thirty (30) members. Board members shall be proposed by the Nominating Committee, affirmed by the Executive Committee, and nominated by the full Board at a scheduled meeting. The Chancellor of the USM shall approve and formally appoint all members of the Board.

The Board shall be racially, ethnically and culturally diverse and inclusive, and shall have a balanced representation from Saint Mary's, Charles and Calvert Counties. Any USM student, faculty member, alumnus, Board member or other supporter of USMSM may offer candidates for consideration. A roster of candidates shall be kept by the Executive Director for review whenever vacancies are expected to occur.

The Board shall make an effort to include the following members:

*Ex-officio, non-voting:*

1. Executive Director, USMSM
2. USM Vice Chancellor for Academic Affairs
3. USM Vice Chancellor for Administration and Finance
4. Coordinating Institution (UMD) representative

*Ex-officio, voting:*

5. President of the College of Southern Maryland
6. President of Saint Mary's College of Maryland
7. County Economic Development Directors (or delegate) of all three SoMD Counties
8. Superintendents of all three SoMD County Public Schools (or delegate)
9. SoMD Chamber of Commerce Presidents (or delegate)

*Community representatives, term-limited, voting:*

10. A representative from NAWCAD or NAS Patuxent River
11. Currently enrolled student (one-year term)
12. Alumnus from one of the participating educational institutions
13. One educational faculty representative
14. One research enterprise representative
15. Young professionals
16. Healthcare professionals
17. Community representative groups/nonprofits/research organizations (e.g., NAACP, The Patuxent Partnership, Southern Maryland Navy Alliance, CBL, PEARL, etc.)
18. Representatives from industry at large
19. Individuals interested in philanthropic, non-profit organizations

Additional community at large members may be added.

## **Section 2. Criteria and Expectations**

Board members will be selected by both their position in the community and from a pool of candidates who support the goals of USMSM, including but not limited to fund raising, scholarships, internships, marketing, community and business/industry support, and advocacy. Board members are expected to attend Board meetings and USMSM events and participate on Board committees. Board members may recommend that the Chancellor remove any Board member who is not serving in an *ex officio* capacity and who has failed to attend three consecutive Board meetings (whether in person or virtually).

### **Section 3. Term of Office and Vacancies**

Except for the student member and any member serving in an *ex officio* capacity, the term of office of a Board member shall be three years. However, the term limits of initial Board members, beginning July 1, 2021, shall be staggered so that 1/3 of the Board members shall serve one-year terms, 1/3 of the Board members shall serve two-year terms, and 1/3 of the Board members shall serve three-year terms. Terms begin on July 1 following the appointment. No person shall serve more than eight consecutive years on the Board, with renewed eligibility for appointment to the Board following not less than two years absence of membership. Ex-officio members are not bound by any term limits or lengths.

A retiring Board member may be appointed as an emeritus member, with their concurrence. This status shall be designated by the Board. Emeritus members shall be non-voting.

A student member serves a one-year term, beginning July 1 and ending June 30, provided that the student member remains in good standing and enrolled in a program or courses offered at USMSM.

A member appointed to fill a vacancy in an unexpired term serves for the remainder of that term.

### **Section 4. Officers**

The Board of Advisors shall have a Chair, a Vice-Chair, and Secretary. The Chair, Vice Chair and Secretary shall be elected by the Board. Terms of office are for two years, and will be for one term only. Officers may be reappointed to their previous position after one term away from that position.

The Chair shall have the responsibility of maintaining regular contact with the Executive Director, and working with the Executive Director and other members of the Board in defining critical issues and preparing agendas. The Chair will preside over the Board meetings. The Vice-Chair shall undertake the same responsibilities in the absence of the Chair. The Secretary shall maintain a record of the meetings of the Board.

The Board may elect, through a simple majority, a member to fill the unexpired term of any vacancy in the Officer positions.

## **ARTICLE III—MEETINGS OF THE BOARD**

### **Section 1. Frequency**

The Board shall meet a minimum of four times annually. Additional meetings may be called as needed by the Chair or Vice Chair of the Board, or by a majority of the Board, provided that at least a one-week notice is given.

## **Section 2. Attendance**

Meetings shall be scheduled in a timely manner to afford the Board adequate time to consider and to advise on important issues. There shall be a written agenda circulated at least one week in advance. Minutes from previous meetings will be distributed at least one week in advance. In-person attendance will be the primary method, with virtual attendance as necessary. Board meetings may be held virtually only if a majority of the current members agree, through email or by phone, to hold such a virtual meeting.

A quorum shall consist of a simple majority of current voting Board members. Board actions shall be adopted by a simple majority vote of those present voting members, including those members attending a meeting virtually.

## **Section 3. Open Meetings**

All Board meetings shall be conducted in accordance with Title 3 of the General Provisions Article, Maryland Annotated Code.

## **ARTICLE IV—COMMITTEES OF THE BOARD**

### **Section 1. Committees**

Although the Board shall generally act as a committee-of-the-whole, committees may be established to consider and report to the full Board on particular issues. Executive and Nominating Committees shall be appointed as standing committees. The Board/or Executive Committee may authorize and establish other committees as appropriate, which committees might include the following:

1. Government Affairs Committee
2. Communications and Outreach Committee
3. Scholarship Opportunities Committee
4. Workforce Programs

All committees shall meet as often as the need dictates.

See Appendix A: Committee Responsibilities.

### **Section 2. Committee Membership**

The Chair and members of committees shall be appointed by the Chair of the Board in close consultation with the Executive Director and approved by the Executive Committee. At the discretion of the Executive Committee, non-Board ex-officio members may be appointed to serve on Board committees.

Any vacancy in a committee's membership or chair shall be filled by the Chair of the Board of Advisors after consultation with the Executive Director of the USMSM.

The Chair of the Board and the Executive Director may attend committee meetings and participate in all discussions.

### **Section 3. Standing Committees**

#### **Executive Committee**

An Executive Committee of the Board shall be formed. The Executive Committee works to set the agendas for the Board meetings, plan Board development, and work toward Board engagement. The Chair of the Board shall serve as Chair of the Executive Committee, which shall, in addition to the Chair include the Vice Chair, Secretary and the USMSM Executive Director.

#### **Nominating Committee**

A Nominating Committee shall be appointed by the Board Chair with the approval of the Executive Committee. It shall be chaired by the Vice Chair of the Board.

### **ARTICLE V--COMMUNICATIONS BY THE BOARD**

The USMSM Board of Advisors is committed to a healthy board culture and to transparency in all its operations. Open communication is a demonstration of mutual respect and support. To facilitate a healthy board culture:

1. All Board communication shall include the board chair and the executive director.
2. All emails among Board members about USMSM business shall copy the Chair and the Executive Director.

### **ARTICLE VI--COMPENSATION**

Members of the Board shall serve without compensation.

### **ARTICLE VII--AMENDMENTS**

These bylaws may be amended by a simple majority vote of the current Board membership, with the approval of the USM Board of Regents. Bylaws changes require a two week written notice prior to a meeting, including an explanation of proposed changes on the agenda. An email ballot is permitted for those members unable to attend.



## Appendix A

### USMSM Board of Advisors Committee Responsibilities

#### **Executive Committee** (Standing Committee)

To work closely with the Executive Director to implement Board actions in the development of the USMSM, to coordinate Board activities with the governing and administering entities of the USMSM; to review items and materials for the Board agenda and consideration; to appoint and coordinate the activities of Board committees, and activities and recommend actions for consideration by the full Board.

#### **Nominating Committee** (Standing Committee)

USMSM strives to creating an inclusive workplace that promotes and values diversity. Organizations that are diverse in age, gender identity, race, sexual orientation, physical or mental ability, ethnicity, and perspective are proven to be better organizations. More importantly, creating an environment where everyone, from any background, can do their best work is the right thing to do. The Board likewise shall be diverse and inclusive, and shall have a balanced representation from Saint Mary's, Charles and Calvert Counties. The Nominating Committee will identify persons for membership on the USMSM Board of Advisors; will work closely with the Executive Director to recommend strategic appointments to expand representation, and particularly from the business sector, federal labs and the diverse community constituencies within the counties and greater region.

#### **Communications and Outreach Committee**

To develop and promote greater awareness of the USMSM with the business sector and community groups within the counties and greater region; to work closely with the Executive Director, under the auspices of the Board and its members; to strategically plan and engage in activities designed to reach a broad spectrum of groups within the counties and greater region, identify sector needs and promote educational, service and research partnerships for USMSM participating universities and beyond; to assist and advise in the development of appropriate outreach materials, media use and venues for strengthening the presence of the USMSM and its institutional capabilities.

#### **Government Affairs Committee**

To advise the Executive Director and the Board on effective communication strategies in working with federal, state and local public officials, agencies and public interest groups to support the educational and service programs of the USMSM and its partner institutions.

#### **Scholarship and Training Opportunities Committee**

To work closely with the Executive Director and USMSM partner institutions to identify and actively promote external funding and in-kind contributory services to support scholarships, training opportunities and other academic and developmental needs of students. To advise the Board on initiatives and partnering opportunities that will expand financial support and training opportunities for students at USMSM.

**Workforce Program Committee**

To work closely with the Executive Director and local employers to identify opportunities for bachelor's completion and graduate programs to meet current and future needs of educated and skilled workforce.



**BOARD OF REGENTS**

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

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**TOPIC:** Convening Closed Session

**COMMITTEE:** Committee on Governance and Compensation

**DATE OF MEETING:** May 13, 2021

**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), 301-445-1906

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

Date: May 13, 2021  
Time: Approximately 8:45 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.

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):

- [ ] Administrative Matters

TOPICS TO BE DISCUSSED:

1. Review of a president's board memberships;
2. Update on status of collective bargaining at USM institutions;

3. Information update regarding specific personnel contracts at UMCP and TU subject to review under BOR VII-10.0 Policy on Board of Regents Review of Certain Contracts and Employment Agreements; and
4. Annual performance review of USM presidents.

REASON FOR CLOSING:

1. To maintain confidentiality regarding collective bargaining negotiations (§3-305(b)(9));
2. To maintain confidentiality of discussion regarding specific employment agreements and a personnel matter concerning a specific employee (§3-305(b)(1)); and
3. To maintain confidentiality of discussion regarding performance evaluations of individual personnel (§3-305(b)(1)).