



USM Board of Regents
Committee on Governance and Compensation
June 10, 2021
Zoom

AGENDA FOR OPEN SESSION

10:00 a.m.

Call to Order

Regent Gossett

1. [Universities at Shady Grove Board of Advisors Bylaws \(action\)](#)



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: USM Universities at Shady Grove: Update to Bylaws for the Board of Advisors

COMMITTEE: Committee on Governance and Compensation

DATE OF COMMITTEE MEETING: June 10, 2021

SUMMARY: The Universities at Shady Grove is seeking Board approval of the Bylaws governing the operation of the Board of Advisors (BOA) for the USM’s regional higher education center the Universities at Shady Grove.

The current USG BOA Bylaws were signed in 2004. This update is to reflect development of the USG BOA practices and leadership structure to support USG mission and growth.

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 USB 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.

The primary changes from the current 2004 Bylaws to the proposed updated Bylaws are the following:

- increased the number of voting members from 30 to 35.
- changed the officers from a Chair, vice chair and a secretary to Chair and two vice chairs
- aligned the work of the BOA to USG Mission (submitted to MHEC) by articulating a USG BOA mission.
- added the reference for the BOA required to hold Open Meetings .
- removed reference to the ad hoc committees in the bylaws that can change every few years.
- included appendices (USG MHEC Mission, and USG Board members roles and responsibilities)

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 USM USG BOA Bylaws as submitted.

COMMITTEE RECOMMENDATION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Ellen Herbst (301) 445-1923

**DRAFT
BYLAWS
Revised May 2021
BOARD OF ADVISORS
UNIVERSITIES AT SHADY GROVE
University System of Maryland Regional Higher Education Center**

PREAMBLE

The Universities at Shady Grove (USG) is a University System of Maryland (USM) Regional Higher Education Center offering upper level undergraduate and graduate degrees and certificates that support workforce needs in the region and state. USG was established to expand pathways to affordable, high quality public higher education for local students, in turn supporting workforce and economic development priorities in one of the state's most highly populated, diverse and economically developed region. Offering upper level undergraduate and graduate education in Montgomery County, Maryland, this is a unique and highly successful consortium of nine USM institutions including: Bowie State University (BSU); Salisbury University (SU); Towson University (TU); University of Baltimore (UB); University of Maryland, Baltimore (UMB); University of Maryland, Baltimore County (UMBC); University of Maryland, College Park (UMCP); University of Maryland Eastern Shore (UMES), and University of Maryland Global Campus (UMGC).

ARTICLE 1 - STATEMENT OF PURPOSE

The USG Board of Advisors (BOA or Board) is comprised of members from across Maryland, representing business, education, government, and community organizations that support the mission of USG to expand pathways to affordable, high-quality public higher education. Most importantly, these prominent leaders are actively committed to ensuring that USG supports the success of its students and meets the current/future needs of employers for expanded higher education services that support the economic growth priorities of the region and the state. The BOA is the primary advocate for USG among local and regional employers, and throughout the surrounding communities, and is able to identify and communicate the economic and workforce needs of the region to University System of Maryland (USM), USG and its academic partners while steadfastly supporting the success of the students that attend programs at USG.

USM is the governing authority for USG and the University of Maryland, College Park serves as its administrative institution. USG has an Executive Director who is appointed by the USM Chancellor. The USG BOA is an advisory body and has no legal or fiduciary responsibility for the operation of USG. Members of the BOA are appointed by the USM Chancellor.

The principal purposes of the Board are to: 1) provide advice and support to the Executive Director; 2) advocate on behalf of the development of USG and promote the activities, policies and programs that insure the advancement its educational mission; and

3) assist in strategic development and implementation at USG; and 4) provide any other assistance requested by the Executive Director. Within the framework set forth above, the Board provides advice and support to the Executive Director in the following areas:

Program Identification. Working with the USM and community stakeholders, conducts an on-going needs assessment for educational programs in the service region, including the identification of needs for undergraduate, graduate and postgraduate education that are responsive to economic and social development and workforce 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, enhanced learning technologies, facilities and other program development needs.

Cooperation and Pathway Partnership Building. Assists in the development of strategic pathway partnerships between and among the USM institutions, with Montgomery College, Montgomery County Public Schools and other education institutions.

Community awareness and involvement. Provides advice to the Executive Director in promoting programs and services conducted at USG; provide guidance in developing an overall marketing plan and strategies for USG.

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

ARTICLE II—BOARD STRUCTURE

Section 1. Composition and Appointment

The Board will consist of not fewer than fifteen (15) and not more than thirty-five (35) voting members. Board members shall be affirmed by the Executive Committee, and nominated by the full Board at a scheduled meeting. Nominations for member candidates can occur via electronic vote at the Executive Committee and full Board level. Successful nominations are sent to the Chancellor for approval and appointment. The Chancellor of the USM shall approve and formally appoint all members of the Board.

Non-voting members include ex officio, emeriti and liaisons. These categories of Board members do not have voting rights nor do they count towards the BOA voting member limit (35).

- *Ex officio:* Ex officio members are members designated by USM to serve in the advisory capacity to the BOA. There are three ex officio members: the USM Vice

Chancellor for Finance and Administration, the USM Vice Chancellor for Academic and Student Affairs, and the USG Executive Director & Associate Vice Chancellor for Academic and Student Affairs. These members serve as part of their USM responsibilities and do not have BOA term limits.

- *Emeriti*: Emeriti are retiring members of the BOA that are offered up to two three-year terms after their retirement from the BOA.
- *Liaisons*: Liaisons are members from federal agencies. They are not officially appointed by the agency but represent the perspective of their agency. They are not voting members.

Any USM student, faculty member, alumnus, Board member or other supporter of USG 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 have, at a minimum, the following members:

1. President of Montgomery College
2. County Executive or his designee
3. Superintendent of Montgomery County Public Schools
4. USM Vice Chancellor for Academic Affairs (ex-officio, non-voting member)
5. USM Vice Chancellor for Administration and Finance (ex-officio, non-voting member)
6. USG Executive Director (ex-officio, non-voting member)
7. One enrolled undergraduate and one enrolled graduate student to each serve a one-year term.
8. Alumnus from one of the participating institutions that offer programs at USG.

In addition to the members above, the Board shall appoint one individual from each of the following groups:

9. Member, USM Board of Regents
10. Member, Montgomery College Board of Trustees
11. Member, Montgomery County Council
12. Member, Maryland House of Delegates
13. Member, Maryland State Senate

*Additional at large members may be added.

Section 2. Criteria and Expectations

Board members will be selected from a pool of candidates who support the mission and core values of USG as identified in the MHEC Mission, October 2018 (Appendix).

In addition, Board members will support the mission and vision of the BOA:

- *BOA Mission:* To catalyze USG's mission to fuel economic growth for residents in the community by providing pathways to accessible and affordable high-quality public higher education.
- *BOA Vision:* To be the region's premier higher-education advisory group dedicated to accelerating economic development through a diverse, well-educated workforce supported by leveraging expertise from industry, government, and education.

Board members are expected to attend Board meetings and USG events and participate on Board committees. Failure to attend three consecutive Board meetings may be deemed a resignation and may result in replacement of the member. Board members are provided a set of roles and responsibilities upon appointment to the BOA. (Appendix).

Section 3. Term of Office and Vacancies

Except for the standing membership, the term of office of a Board member shall be three years, beginning on the first day of July following appointment. Terms shall be staggered such that five new members or no more than one-third of the membership shall be appointed/reappointed every year. No person shall serve more than two consecutive three-year terms, with renewed eligibility for appointment to the Board following not less than two years absence of membership. The Board may ask the Chancellor to reappoint a member at the end of their second term for one-year extensions.

A retiring Board member may be appointed as an emeriti member. This status shall be designated by the Board. The term of office for an emeritus member shall be three years with the possibility of renewal.

Section 4. Officers

The Board of Advisors shall have a Chair, and three Vice-Chairs. The Chair and Vice-Chairs are nominated by the Executive Committee for approval by the full Board. Terms of office are for two years and can be renewed. If the Officers term expires while serving, the member's term will be extended to complete the term of service.

The Chair shall have the responsibility of maintaining regular contact with the Executive Director and working with the Executive Director, the Vice-Chairs and other members of the Board in defining BOA strategic vision, as well as developing substantive agendas for

the BOA meetings. The Chair will preside over the Board meetings. The Vice-Chairs shall undertake the same responsibilities in the absence of the Chair.

Officers shall have at least one year on the Board prior to serving as an Officer. The Chair will be nominated by the Executive Director and the Officers. Vice-Chairs will be given priority consideration for Chair of the Board.

A vacancy in any office of the Board may be filled for the unexpired term by the BOA Officers in consultation with the Executive Committee.

ARTICLE III—MEETINGS OF THE BOARD

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

Meetings shall be scheduled in a timely manner to afford the Board adequate time to consider and advise on important issues.

A quorum shall consist of at least 15 of the voting Board members. Board actions shall be adopted by a majority vote of those present and voting.

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.

The Board and/or Executive Committee may authorize and establish other committees as appropriate. These committees shall meet as often as the need dictates.

Section 2. Executive Committee

An Executive Committee of the Board shall be formed. The Chair of the Board shall serve as Chair of the Executive Committee, which shall, in addition to the Chair and Vice Chairs include at least the following members:

1. Member, USM Board of Regents
2. Member, Montgomery College Board of Trustees
3. President of Montgomery College
4. Superintendent of Montgomery County Public Schools
5. USM Vice Chancellor for Academic Affairs (ex-officio, non-voting member)

6. USM Vice Chancellor for Administration and Finance (ex-officio, non-voting member)
7. USG Executive Director (ex-officio, non-voting member)
8. Chairs, BOA Committees

The Executive Committee is responsible for setting the direction of the BOA and fulfilling the BOA's mission and vision. Ensure the on-going success of USG, as a regional higher education center, by engaging in succession planning with USM to secure the continuity of USG's mission consistent with the needs of Montgomery County and the region. The BOA Executive Committee governs the BOA to ensure its actions aligns to the needs of USG, USM, and the community. It is responsible for the BOA's organizational structure, including succession planning for BOA leadership.

ARTICLE V--COMPENSATION

Members of the Board shall serve without compensation, but they may be reimbursed for expenses for attending meetings or for authorized travel or attending other activities on behalf of the USM or USG.

ARTICLE VI--AMENDMENTS

These bylaws may be amended by a majority vote of the Board with the approval of the USM Board of Regents. Proposed bylaw changes require a 2-week written notice prior to a meeting, including an agenda of proposed changes. An electronic ballot is permitted for those members unable to attend.

APPENDIX

USG Summary Mission Statement and Core Values submitted to USM and MHEC October 2018

Mission Statement

USG's mission is "To support and expand pathways to affordable, high-quality public higher education that meet the distinctive needs of the region and are designed to support workforce and economic development in the state; to achieve these goals through partnerships and collaborations with academic, business, public sector and community organizations that promote student success, high academic achievement and professional advancement."

Core Values

In support of this mission, the following are USG's core values:

- *Access and Affordability:* USG places the highest value on expanding access to higher education services and resources within its service region. It provides affordable high quality degree programs at the baccalaureate and post baccalaureate levels and professional development educational activities using the academic resources of the University System of Maryland.
- *Distinctive and Effective Partnerships:* USG is an integral and progressive member of the region. Support for regional partnerships is a fundamental value of the USG and a core component of its growth strategy. It works closely with participating universities and community leaders to support its educational mission and to bring well-supported, creative and imaginative curricula that are built and developed through strong and sustained partnerships.
- *High Quality Programming and Services:* In partnership with the participating universities, USG provides a high-quality educational experience (instruction and student services) with a focus that is unique to the region. It values and delivers curricula that offer a well-rounded selection of advanced studies in both general education and in specific fields related to employment opportunities in the region. In addition, it supports a wide range of academic services and educational activities that enhance the experience for all students enrolled in programs offered through the USG.
- *Regional/State Capacity Building Focus:* USG is devoted to the complementary goals of serving a well-educated population and preparing a well-trained work force in the region. USG's growth and development are integrally linked to the higher education needs of the region, with particular emphasis given to workforce

preparation, economic development and expanding educational access to diverse populations. USG expands degree and curricular offerings and services as these needs are identified in order to best serve the interests of its current and potential students and regional partners.

- *Results Oriented:* USG achieves superior performance in access, affordability, instruction, and student services. Programs address regional needs. It evaluates input on its performance as a regional higher education center and always searches for ways to make improvements on what matters most to students, faculty and stakeholders.
- *A Central Focus on Student Success:* Insuring student academic success is the primary goal and priority of USG. Of special importance are the needs and interests of students who transfer to programs offered at USG from community colleges. Its principal goal is to meet and exceed student expectations for a high-quality higher educational experience.
- *Sustainability:* USG is committed to being a leader in environmental stewardship. As a unique educational community, students, faculty, staff, and administrators take seriously its responsibility to promote and encourage eco-friendly practices as a vital tenet of its campus culture and institutional values. Working with its partner institutions, local schools, and businesses, USG focuses on raising awareness about sustainable practices both on the campus and in the surrounding community.
- *Diversity and Inclusion:* USG values diversity in all of its forms, fostering a climate grounded in respect, civility and inclusion. Along with its nine academic partners, USG strives to create an educational and social environment that affirms the dignity, value and uniqueness of each person. USG embraces its responsibility to provide a safe and respectful learning and work environment where diversity is celebrated, affirmed and vigorously pursued.

APPENDIX

USG BOARD MEMBER RESPONSIBILITIES, COMMITMENTS AND EXPECTATIONS

Members are expected to work on individual projects, a BOA committee and actively participate in overall BOA strategic goals. Expectations are designed around four primary responsibilities and commitments:

- Increase awareness of the USG mission within own organization as well as in community at large.
- Advocate for the USG with local and state leaders and decision-making bodies.
- Assist in achieving USG's goals and priorities to expand access to quality, affordable public higher education in the region.
- Support and promote education pathways through the public schools, community colleges and USG's USM academic partners that meet current and future workforce needs.
- Strengthen and enhance workforce connections to academic programs offered through USG.

Member Commitment

1. Act as ambassador within own organization as well as among corporate community and the community at large to inform others about USG and its mission. Members are expected to take an active role in identifying and cultivating a diverse group of community volunteers and supporters of USG program building and development efforts.
2. Work with own organization's leadership to identify ways in which their organization can contribute to USG growth and development. These may include but are not limited to providing internships, jobs, scholarship funding, advocacy, academic program support, events sponsorships, and identification of workforce needs and priorities.
3. Participate in an activity that meets member's own interests and USG and/or students' needs. This could include being a mentor and/or speaker, provide an internship or career opportunity (seminar/workshop) or participate as an active member of BOA sponsored events.
4. Attend USG-sponsored events including the Student Achievement and Leadership Breakfast and/or Graduation Celebration.
5. Set expectations with the Board and USG leadership to define activities and commitments.
6. Make an annual contribution to USG and/or one of its academic partners to support students and/ or program activities.

Committee Participation

7. Provide active membership and leadership to board committees and/or take-on special board assignments that may be formed to meet USG and the BOA's strategic goals.

BOA Participation

8. Attend and participate fully in the Board meetings, and End of Year Recognition event. Be accessible for personal contact in between board meetings and attend USG-sponsored events.
9. Take an active role in identifying and cultivating a diverse group of future BOA members. Suggest possible nominees to the Board who can make significant contributions to the work of the board and the USG.
10. Responsibly review and act upon committee recommendations brought to the board for action.

Revised and approved by Board of Advisors, June 2018.