



USM Board of Regents  
Committee on Governance and Compensation  
November 30, 2021

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**AGENDA FOR OPEN SESSION**

**8:30 a.m.**

**Call to Order**

**Regent Rauch**

1. [Approval of Public and Closed Session Minutes from November 4, 2021 Committee on Governance and Compensation Meeting \(action\)](#)
2. [Board Service Letter \(information\)](#)
3. [Convene to Closed Session \(action\)](#)



USM Board of Regents  
Committee on Governance and Compensation  
Minutes from Public Session  
November 4, 2021  
Zoom

**Minutes of the Public Session**

Regent Rauch called the meeting of the Governance and Compensation Committee of the University System of Maryland Board of Regents to order in public session at 8:30 a.m. on Thursday, November 4, 2021 via Zoom.

Those in attendance included Regents Rauch, Gooden, Attman, Neall, and Wood; Chancellor Perman; Vice Chancellors Herbst and McDonough; AAGs Bainbridge and Langrill; Associate Vice Chancellor Skolnik; and Ms. Wilkerson.

- 1. Approval of Public and Closed Session Minutes from September 2, 2021 Committee on Governance and Compensation.** The Committee voted to approve the minutes from the September 2, 2021 Committee on Governance and Compensation meeting (Moved by Regent Wood, seconded by Regent Gooden; unanimously approved).
- 2. Presidential Search Guidelines.** The Committee voted to approve the revisions to the presidential search guidelines with the following amendments:
  - Clarify the language regarding the campus coordinator
  - Set the size range of the search committee at 18-25(Moved by Regent Gooden, seconded by Regent Wood; unanimously approved).
- 3. Convene to Closed Session.** Regent Rauch read the closing statement on matters exempted from the Open Meetings Act, under the General Provisions Article, §3-305(b). (Moved by Regent Gooden, seconded by Regent Neall; unanimously approved).

The public session meeting adjourned at 8:47 a.m.



USM Board of Regents  
Committee on Governance and Compensation  
Minutes from Closed Session  
November 4, 2021  
Zoom

**Minutes of the Closed Session**

Regent Rauch called the meeting of the Governance and Compensation Committee of the University System of Maryland Board of Regents to order in closed session at 8:47 a.m. on Thursday November 4, 2021, via Zoom.

Those in attendance included Regents Rauch, Gooden, Attman, Neall, and Wood; Chancellor Perman; Vice Chancellors Herbst and McDonough; AAGs Bainbridge and Langrill; Associate Vice Chancellor Skolnik; Ms. Wilkerson and Ms. Beckett. Mr. Adwin from Segal; Presidents Anderson and Breaux; Mr. Donoway and Ms. Hersch from FSU; Ms. Wormack, Mr. Lashley, and Mr. Sloane (outside counsel) from SU; and Mr. Colella and Ms. Lambert-Jones from UMCP were present for portions of the meeting.

- 1. Presidential Compensation Study.** Mr. Adwin from Segal presented information about the presidential compensation study that is currently underway. (§3-305(b)(1))
- 2. Review of Presidents' Board Memberships.** The Regents supported two USM Presidents' invitations to join the Boards. (Moved by Regent Neall, seconded by Regent Wood; unanimously approved). (§3-305(b)(1)).
- 3. Frostburg State University Mid-Negotiation Briefing re MOU with FOP covering police.** The Regents received a mid-negotiation briefing regarding the Frostburg State University MOU with FOP covering police (§3-305(b)(9)).
- 4. Salisbury University Mid-Negotiation Briefing re MOU with FOP covering police.** The Regents received a mid-negotiation briefing regarding the Salisbury University MOU with FOP covering police (§3-305(b)(9)).
- 5. University of Maryland, College Park Pre-Negotiation Briefing re MOU with the Fraternal Order of Police.** The Regents received a pre-negotiation briefing regarding the University of Maryland, College Park MOU with the FOP (§3-305(b)(9)).
- 6. Collective Bargaining Update.** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).
- 7. Review of Certain Contracts and Employment Agreements.** The Regents reviewed personnel contracts from UMCP subject to review under Policy VII-10.0. (§3-305(b)(1)).

The closed session meeting adjourned at 10:31 a.m.



**BOARD OF REGENTS**

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

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**TOPIC:** Board Service Letter

**COMMITTEE:** Committee on Governance and Compensation

**DATE OF MEETING:** November 30, 2021

**SUMMARY:** The Chancellor will discuss a letter to the presidents regarding external board service. This letter makes consistent the expectations on external board service and will serve as an addendum to each president's appointment letter.

**ALTERNATIVE(S):** Information item

**FISCAL IMPACT:** Information item

**CHANCELLOR'S RECOMMENDATION:** Information item

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COMMITTEE ACTION:

DATE:

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BOARD ACTION:

DATE:

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SUBMITTED BY: Denise Wilkerson, [dwickerson@usmd.edu](mailto:dwickerson@usmd.edu), 410-576-3739

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**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:** November 30, 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: November 30, 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

PAGE TWO

- (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. Discussion of USM presidents' compensation;
2. Review of a USM president's compensation;
3. Mid-negotiation briefing on collective bargaining MOU at a USM institution; and

4. Update on status of collective bargaining at USM institutions.

REASON FOR CLOSING:

1. To maintain confidentiality of discussion regarding specific employment agreements and compensation (§3-305(b)(1)); and
2. To maintain confidentiality regarding collective bargaining negotiations (§3-305(b)(9)).