



USM Board of Regents
Committee on Governance and Compensation
December 2, 2020
Zoom

AGENDA FOR OPEN SESSION

8:30 a.m.

Call to Order

Regent Rauch

1. [Approval of Public and Closed Session Minutes from November 5, 2020 Committee on Governance and Compensation Meeting \(action\)](#)
2. [Review of Committee Charters - EPSL \(action\)](#)
3. [Convene to Closed Session \(action\)](#)

DRAFT



USM Board of Regents
Committee on Governance and Compensation
Minutes from Public Session
November 5, 2020
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 8:32 a.m. Thursday November 5, 2020 via Zoom.

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

- 1. Approval of Public and Closed Session Minutes from September 10, 2020 Committee on Governance and Compensation Meeting.** The Regents approved the public and closed session minutes from the September 10, 2020 Committee on Governance and Compensation meeting (Moved by Regent Gooden, seconded by Regent Neall; unanimously approved).
- 2. Review of Committee Charters.** The Regents approved the certification of charters for all BOR standing committees, with the exception of the Committee on Education Policy and Student Life, which will be presented at a later date (Moved by Regent Attman, seconded by Regent Gooden; 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 Attman, seconded by Regent Gooden; unanimously approved).

The public session meeting adjourned at 8:37 a.m.

DRAFT



USM Board of Regents
Committee on Governance and Compensation
Minutes from Closed Session
November 5, 2020
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 8:38 a.m. Thursday November 5, 2020 via Zoom.

Those in attendance included Regents Rauch, Gooden, Attman, Neall, and Wood; Chancellor Perman; Vice Chancellors Herbst and Hogan; AAG Langrill; and Ms. Wilkerson. Associate Vice Chancellor Skolnik, Mr. Hoffacker, and Mr. Vedder, Associate Vice President for Human Resources at Salisbury University were present for part of the meeting.

- 1. Ratification of the Salisbury University MOU with the Maryland Classified Employees Association for Nonexempt Employees.** The Regents recommended ratification of the Salisbury University MOU with the Maryland Classified Employees Association for Nonexempt Employees (§3-305(b)(9)). (Moved by Regent Neall, seconded by Regent Wood; unanimously approved).
- 2. Collective Bargaining Update.** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).
- 3. Discussion of BOR strategy regarding communication concerning proposed legislation.** The Regents were briefed on the BOR strategy regarding communication concerning proposed legislation. (§3-103(a)(1)(i)).
- 4. 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 meeting adjourned at 9:37 a.m.



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Review of Committee Charges

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: December 2, 2020

SUMMARY: Each year, the Committee on Governance and Compensation reviews and certifies the charges of each of the standing committees of the Board of Regents. The charge of the Committee on Education Policy and Student Life is attached.

ALTERNATIVE(S): The committee could choose not to review the committee charge.

FISCAL IMPACT: No fiscal impact.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Committee certify the charge of the Committee on Education Policy and Student Life.

COMMITTEE ACTION: DATE: December 2, 2020

BOARD ACTION: DATE:

SUBMITTED BY: Denise Wilkerson; dwickerson@usmd.edu; 301-445-1906



UNIVERSITY SYSTEM
of MARYLAND

Board of Regents
Committee on Education Policy and Student Life

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Charge:

The Committee on Education Policy and Student Life shall perform all necessary business and provide guidance to the Board of Regents on issues that pertain to academic affairs and student affairs functions at the institutions within the University System of Maryland.

Role and Responsibilities:

The Committee on Education Policy and Student Life shall consider and report or recommend to the Board of Regents on matters concerning academic and student affairs-related policies and programs for all institutions and major units including, but not limited to, all issues relating to academic programs such as curriculum development, adequacy of instructional facilities and specialized centers and institutes, and institutional support for student academic services; matters and policies relating to faculty; student enrollment, recruitment, retention, transfer, and articulation; financial aid; campus safety and security; athletics; student health and wellness; student government; and student organizations; and the overall intellectual, social, and emotional climate of the university.

Members of the Committee on Education Policy and Student Life are appointed annually by the Chairperson of the Board. The Committee holds at least five regularly-scheduled meetings during the fiscal year. The members of the Committee may expect to receive information for review in order to consider and report or recommend to the Board of Regents on any of the following matters:

- A. Institutional mission statements and goals
- B. Establishment and disestablishment of schools and colleges
- C. Proposals for new academic programs
- D. Review of existing academic programs and enrollments within those programs
- E. P-20 partnerships and initiatives
- F. Academic transformation and innovation
- G. Academic integrity
- H. Civic education and civic engagement
- I. Student life and student services
- J. Diversity and inclusion
- K. Student enrollment, recruitment, and retention
- L. Transfer and articulation
- M. Access and affordability
- N. Student health and wellness
- O. Academic issues related to intercollegiate athletics
- P. Campus safety and security
- Q. Title IX and sexual misconduct

- R. Faculty life and faculty conduct
- S. Faculty policies and procedures including, but not limited to, appointments in rank and promotion to tenure
- T. Faculty workload
- U. Faculty awards nominations
- V. Honorary degree nominations
- W. Extramural funding
- X. Relevant issues, reports, or requests as brought to the USM by the Maryland Higher Education Commission and other state agencies
- Y. Additional pertinent issues as raised by the student, staff, and faculty advisory councils; university administrators; USM officials; and regents



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Convening Closed Session

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: December 2, 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



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

Date: December 2, 2020
Time: Approximately 8:40 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):

- [] Administrative Matters

TOPICS TO BE DISCUSSED:

1. Update on status of collective bargaining at USM institutions;

2. Information update regarding a specific personnel contract at Coppin State University subject to review under BOR VII-10.0 Policy on Board of Regents Review of Certain Contracts and Employment Agreements;
3. The selection and appointment of a university president.

REASON FOR CLOSING:

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