



USM Board of Regents  
Committee on Governance and Compensation  
May 13, 2020  
Video Conference

---

**AGENDA FOR OPEN SESSION**

**1:00 p.m.**

**Call to Order**

**Regent Rauch**

1. [Policy VII-5.01: Board of Regents Policy on Multi-Year Review of Presidents \(action\)](#)
2. [Technical Amendments:](#)
  - a. [Policy VII- 5.10: Policy on Associates of the Chancellor and Presidents \(action\)](#)
  - b. [Policy VII-10.00: Policy on Board of Regents Review of Certain Contracts and Employment Agreements \(action\)](#)
3. [Convene to Closed Session \(action\)](#)



**BOARD OF REGENTS**

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

**TOPIC:** BOR Policy VII-5.01: Board of Regents Policy on Multi-Year Review of Presidents

**COMMITTEE:** Governance and Compensation

**DATE OF MEETING:** May 13, 2020

**SUMMARY:** Currently, Policy VII-5.01 sets the timeframe for an in-depth review of new USM presidents at five years, identifies the committee conducting the review, and outlines the review process. Given that the average tenure for a university president is five to six years, conducting a multi-year review at the third year of a president’s tenure is a more effective time in which to provide feedback on leadership. The attached draft proposes changes to the current policy.

**ALTERNATIVE(S):** The Regents could vote against approval of the proposed amendments.

**FISCAL IMPACT:** There are costs associated with conducting multi-year reviews.

**CHANCELLOR’S RECOMMENDATION:** That the Regents approve the proposed amendments to Policy VII-5.01 Board of Regents Policy on Multi-Year Review of Presidents.

COMMITTEE ACTION:

DATE: May 13, 2020

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson, [dwilkerson@usmd.edu](mailto:dwilkerson@usmd.edu), 301-445-1906

**USM Bylaws, Policies and Procedures of the Board of Regents**

**VII-5.01 – BOARD OF REGENTS POLICY ON THE ~~FIVE~~MULTI-YEAR REVIEW OF USM PRESIDENTS**

Formatted: Indent: First line: 0"

(Approved by the Board of Regents, April 16, 2004; Amended June 19, 2015; Amended October 9, 2015; Amended April 21, 2017; Amended )

**I. PURPOSE OF REVIEWS**

**A. Initial ~~Five~~Multi-Year Reviews**

~~Nationally, the average tenure for a university president is The normal expectation is that presidents will serve for periods of at least five (5) to six (6) years following their initial appointments. It is appropriate, therefore, for the Chancellor and Board of Regents to conduct an in-depth review of presidents and the impact of their leadership after a period of roughly three (3) years of service, with the option of extending to five (5) years of service with Board approval. to five (5) years of service. This~~ Such review will enable the Board of Regents and the Chancellor to assess presidential performances over a more extended period of time than is possible with the ongoing annual performance reviews. The ~~five~~multi-year review is expected to highlight major accomplishments, offer constructive suggestions as to areas where improvement in performance could occur, and provide guidance about the continuation of a president’s service.

B. It is also important to occasionally conduct in-depth reviews of presidents who serve extended periods of time in order to insure that their leadership continues to move their institutions forward with vitality and vigor. At the request of the Chancellor and/or the Board of Regents, a President shall be scheduled for an in-depth review at no less than ~~three~~-year intervals following the initial ~~multi~~5-year review. When possible and practical, these reviews should be coordinated with the cycle of Middle States Commission on Higher Education (MSCHE) and/or other accrediting body reviews.

**II. AREAS FOR REVIEW/ASSESSMENT**

Presidential performance will be assessed in a number of areas including:

**A. Institutional leadership**

1. establishing a vision and mission for the institution
2. developing a strategic plan and direction
3. aligning the vision, mission, and planning with resource allocation;

**USM Bylaws, Policies and Procedures of the Board of Regents**

---

- B. Progress toward academic excellence as measured by student and faculty quality and accomplishments;
- C. Soundness of fiscal management;
- D. Success in non-state resource development, including external grants and contracts, and private gifts;
- E. For those campuses with a major research mission, success of the research enterprise and its impact on economic development;
- F. Strength of external relations efforts (including public relations, marketing efforts, and government and private sector relations);
- G. Ability to develop strategic partnerships with other System institutions, higher education institutions outside the System, federal laboratories, state and local agencies, and the private sector;
- H. Commitment to serving the public good through well articulated state and community outreach and engagement efforts;
- I. Quality of student services, [including the student experience](#) (if appropriate);
- J. Commitment to shared governance;
- K. Ability to contribute as a constructive and collaborative member of the USM leadership; and
- L. Attention to the development of a high quality administrative and managerial infrastructure and an attractive, well maintained physical plant.

**III. REVIEW COMMITTEE**

- A. The Chancellor shall appoint [an external review committee team](#) and charge it with evaluating the President's overall performance in the areas mentioned above.
  - 1. The [committee team will consist of no more than five \(5\) members, who](#) will be knowledgeable and experienced [leaders or consultants-leaders](#), such as [individuals that have experience presidents of with](#) institutions with missions similar to that of the president under review.

**USM Bylaws, Policies and Procedures of the Board of Regents**

---

2. The President may suggest suitable members for the committee and will be asked to review the proposed ~~committee team~~; however, the final selection will be made by the Chancellor.

B. Review Schedule

The deliberations and recommendations of the ~~committee team~~ are strictly confidential and will proceed according to the following schedule:

1. A president under review completes a self-assessment, which includes the major accomplishments and the challenges faced during the period under review.
2. The self-assessment is shared with the ~~committee team~~ members several weeks in advance of their site visit.
3. Before ~~making conducting~~ a site visit, the ~~committee team~~ members review the self-assessment and other key institutional documents, such as Middle States review documents, recent accreditation reports, strategic plans, as well as representative information shared with alumni, donors, and other external groups.
4. ~~At In advance or at~~ the beginning of the site visit, the ~~committee team~~ meets with the Chancellor to receive its formal charge and then ~~meets with the~~ USMO Vice Chancellors.
- 4.5. The ~~Committee team~~ visits the campus and meets with the institution's provost, vice presidents, academic deans and the officers of constituent groups such as faculty, staff and student governance bodies, alumni, and affiliated foundation boards (this will differ from institution to institution). These meetings are expected to be strictly confidential and will take place in a conference room setting. The campus visit should be completed in a concentrated time frame of no more than three days.
- 5.6. The ~~Committee team~~ will also solicit written input from the institution's community. Anonymous comments will not be accepted.
- 6.7. The ~~committee team~~ has an exit interview with the Chancellor.
- 7.8. The ~~Committee team~~ prepares and submits its formal report to the Chancellor within two weeks of the exit interview.

Formatted: List Paragraph, No bullets or numbering

**USM Bylaws, Policies and Procedures of the Board of Regents**

---

~~8-9.~~ The ~~Committee team~~ Chancellor shares the report with the President, who is invited to respond in writing within ten days of receiving the report.

~~9-10.~~ The Chancellor makes the review ~~committee team~~ report and the President's response available to the Committee on ~~Organization~~ **Organization Governance** & Compensation, discusses the report with the Committee and then the entire Board of Regents. The report remains confidential and becomes part of the president's personnel file.

~~10-11.~~ The Chancellor meets with the President to discuss the review ~~committee's~~ **teams's** reports, the Board's reaction to it, and the steps that need to be taken in a response to the report.

VII-5.01 - 2



**BOARD OF REGENTS**

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

**TOPIC:** Technical Amendments to Policy VII-5.10: Policy on Associates of the Chancellor and Presidents and Policy VII-10.0: Policy on Board of Regents Review of Certain Contracts and Employment Agreements

**COMMITTEE:** Governance and Compensation

**DATE OF MEETING:** May 13, 2020

**SUMMARY:** The attached technical amendments to Policy VII-5.10 and Policy VII-10.0 change the name of this committee from the Committee on Organization and Compensation to the Committee on Governance and Compensation following the renaming of the committee in Fall 2019.

**ALTERNATIVE(S):** The Regents could not approve the technical amendments.

**FISCAL IMPACT:** None

**CHANCELLOR'S RECOMMENDATION:** That the Regents approve the technical amendments to Policy VII-5.10: Policy on Associates of the Chancellor and Presidents and Policy VII-10.00: Policy on Board of Regents Review of Certain Contracts and Employment Agreements.

COMMITTEE ACTION:

DATE: May 13, 2020

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson, [dwilkerson@usmd.edu](mailto:dwilkerson@usmd.edu), 301-445-1906

## USM Bylaws, Policies and Procedures of the Board of Regents

---

### VII-5.10 – POLICY ON ASSOCIATES OF THE CHANCELLOR AND PRESIDENTS

(Approved by the Board of Regents, August 28, 1992; amended April 13, 2007; Amended October 9, 2015; Amended February 12, 2016; Amended \_\_\_\_\_)

#### I. PURPOSE AND APPLICABILITY

The Board of Regents authorizes the creation of the positions of Associate of the Chancellor and Associate of the President (the Associate) in order to reflect and to recognize the contributions and services to the University System of Maryland (USM) of the spouse of the Chancellor and the spouses of the Presidents. This appointment acknowledges the Associate's responsibility in acting as an official agent of the USM and/or the Chancellor/President when a bona fide business purpose exists for the Associate's presence at meetings, workshops, conferences, institutional and community activities, alumni and fund raising events, faculty/staff activities, when hosting institutional and/or USM events in an official capacity, and in the management of university or foundation-owned residences.

#### II. TERMS OF APPOINTMENT

- A. Appointment as Associate of the Chancellor/President is without salary or benefits and conveys no rights associated with employment by the USM or the State of Maryland except as specifically provided in this policy.
- B. The following will be provided to the Associate by the institution or, in the case of the Associate of the Chancellor, by the USM Office:
  1. An identification card which will provide access to USM libraries and other facilities in accordance with institutional procedures;
  2. A courtesy parking permit for use at institution or USM Office facilities; and
  3. Business cards with the Associate title.
- C. While traveling as an Associate for a bona fide business purpose of the institution or the USM, USM-related travel expenses incurred will be reimbursed according to the USM travel policy. Incidental services on behalf of the institution or the USM, such as assisting in entertainment or preparing notes, do not constitute a bona fide business purpose. To be reimbursable, the Associate's provision of bona fide business services to the institution or the USM must comprise the primary purpose for the Associate's travel.



## USM Bylaws, Policies and Procedures of the Board of Regents

---

- D. Associate travel expenditures which are reimbursable as set forth in C. above must be approved by:
1. The Chancellor, or an appropriate senior level USM finance officer designated by the Chancellor, for Associates of the President; or
  2. The Chair of the ~~Governance Organization~~ and Compensation (GO & C) Committee of the Board of Regents, or a member of the GO & C Committee as designated by the GO & C Chair, for the Associate of the Chancellor.
- E. When performing services as an Associate of the Chancellor/President, the Associate is formally recognized by the USM as a volunteer and as such is qualified as “State personnel” for purposes of coverage under the Maryland Tort Claims Act.

## USM Bylaws, Policies and Procedures of the Board of Regents

---

### VII-10.0 - POLICY ON BOARD OF REGENTS REVIEW OF CERTAIN CONTRACTS AND EMPLOYMENT AGREEMENTS

(Approved by the Board of Regents 12/9/05, amended February 10, 2006; amended April 11, 2014; amended October 9, 2015; amended June 10, 2016; [technical amendments \[DATE\]](#))

#### I. PURPOSE AND AUTHORITY

##### A. Statutory Authority

Under §12-109(e) of the Education Article, Annotated Code of Maryland, the President of each institution has the authority and responsibility to "appoint, promote, fix salaries, . . . assign duties and terminate personnel." This authority is "subject to the authority and applicable regulations and policies of the Board of Regents". §12-109(e). The Chancellor has similar authority to appoint staff of the University System of Maryland (USM). §12-108(c).

##### B. Purpose

It is the expectation of the Board of Regents that the Chancellor and the Presidents will establish compensation that is competitive to attract the best qualified applicants to the USM and its institutions, but is not excessive in comparison to the compensation for similar positions at peer institutions.

As part of its responsibility for the management of the USM, the Board of Regents adopts the following policy to ensure the systematic review of all contracts for highly-compensated personnel entered into by the USM and its institutions.

#### II. SCOPE

This policy shall apply to all contracts, including appointment letters and contract amendments, for institution officers, academic administrators at or above the level of dean or director, other administrators and athletic personnel that contain any of the following provisions:

- A. A term of more than one year, with a provision providing severance compensation or leave in excess of standard severance compensation or earned leave pursuant to USM policies;
- B. An annual total compensation package that exceeds the annual total compensation package of the institution's President or the Chancellor (Total compensation shall include:
  - 1. salary;

## USM Bylaws, Policies and Procedures of the Board of Regents

---

2. other allowances, performance and other contingent bonuses, revenues, or other benefits that must be declared as taxable income according to Internal Revenue Service rules and regulations; and
  3. deferred compensation contributions in excess of the standard and optional retirement benefits offered routinely to USM and institution personnel.); or
- C. A deferred compensation benefit in excess of the standard and optional retirement benefits offered routinely to USM and institution personnel.
- D. Revisions in the terms of employment due solely to cost of living adjustments (COLA) or merit increases within the range of other institution employees, or other changes in the terms and conditions of employment which apply to a broad category of institution employees shall not require an additional review under this Policy for matters which have previously been reviewed.

### III. REVIEW OF CONTRACTS

A. Review by the Attorney General's Office

Before a contract is executed, it must be submitted to the Office of the Attorney General for review and approval for legal form and sufficiency, with a copy provided to the Chancellor. The Office of the Attorney General shall communicate any significant legal concerns with the draft contract to the institution's President and the Chancellor. The Chancellor shall communicate any significant concerns, legal or otherwise, to the Chair of the Committee on ~~Organization Governance~~ and Compensation. The President shall consult with the Chancellor about any legal or other concerns before the contract is executed.

B. Review of Institution contracts by the Chancellor and the Board

Within two business days after executing a contract subject to this policy, the President must submit it to the Chancellor for Board of Regents review for informational purposes. The review will be conducted by the Committee on ~~Organization Governance~~ and Compensation. The President of the institution will be informed by the Chancellor of any questions or concerns arising from the committee's review of the executed agreement.

C. Review of USM Office Contracts

The Chancellor must submit any contracts subject to this policy for USM Office personnel to the Office of the Attorney General (with a copy to the Chair of the Committee on ~~Organization Governance~~ and Compensation) and to the Board of Regents for similar review.

## **USM Bylaws, Policies and Procedures of the Board of Regents**

---

### **D. Reporting Requirements**

Not later than September 1 of each year, the President of each institution shall certify in writing to the Chancellor that the institution has complied with this Policy for every contract of the institution covered by the Policy which was executed in the previous fiscal year. The Chancellor shall report to the Board that such certifications have been received, as well as any non-compliance in either the certification or the contract review process. Not later than September 1 of each year, the Chancellor shall certify in writing to the Board of Regents that USM has complied with this policy for every contract for USM personnel covered by this Policy which was executed in the previous fiscal year.

### **IMPLEMENTATION PROCEDURES**

Each President shall identify his/her designee(s) as appropriate for this policy, develop procedures as necessary to implement this policy, communicate this policy and applicable procedures to his/her institutional community, and post it on its institutional website.



**BOARD OF REGENTS**

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

**TOPIC:** Convening Closed Session

**COMMITTEE:** Committee of the Whole

**DATE OF MEETING:** May 13, 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](mailto:dwilkerson@usmd.edu), 301-445-1906



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

Date: May 13, 2020  
Time: Approximately 1:30 p.m.  
Location: Video Conference

---

STATUTORY AUTHORITY TO CLOSE A SESSION

Md. Code, General Provisions Article §3-305(b):

- (1) To discuss:
  - [X] (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
  - [X] (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) [X] To conduct collective bargaining negotiations or consider matters that relate to the negotiations.

- (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. Information update regarding a specific personnel contract at TU subject to review under BOR VII-10.0 Policy on Board of Regents Review of Certain Contracts and Employment Agreements;

3. Discussion regarding a president's compensation;
4. Discussion regarding contract of an outgoing USM president;
5. Multi-year performance review of a president; and
6. Review of Chancellor's goals in connection with performance evaluation.

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 (§3-305(b)(1)(i) and (ii)); and
3. To maintain confidentiality of discussion regarding performance evaluations of individual personnel (§3-305(b)(1)).