



USM Board of Regents
Committee on Governance and Compensation
April 1, 2021
Zoom

AGENDA FOR OPEN SESSION

8:30 a.m.

Call to Order

Regent Rauch

1. [Review of Board Assessment Tools \(action\)](#)
2. [Committee on Intercollegiate Athletics and Student-Athlete Health and Welfare Committee Charge \(action\)](#)
3. [Convene to Closed Session \(action\)](#)



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Board Self-Assessment

COMMITTEE: Governance and Compensation

DATE OF MEETING: April 1, 2021

SUMMARY: The attached self-assessment surveys were developed and approved in 2018 to solicit feedback from the Regents on BOR and committee operations, staffing and support, and their understanding and perspective on the BOR's roles in decision-making, leadership and accountability of the USM and its institutions.

The surveys have not yet been administered, but will be soon. They are being brought to the Committee on Governance and Compensation for final discussion before administration.

ALTERNATIVE(S): The Committee could choose not to discuss the topic.

FISCAL IMPACT: Fiscal impact is minimal.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review and discuss the attached BOR and committee surveys.

COMMITTEE ACTION:

DATE: April 1, 2021

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson, dwickerson@usmd.edu, 410-576-5734 or 301-445-1906

USM BOR Survey

Board Chair

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The Board Chair effectively establishes the Board's priorities.
2. The Board Chair maintains an effective relationship with
 - a. other Regents
 - b. the Chancellor
 - c. the Presidents
 - d. the Maryland General Assembly
3. The Board Chair effectively balances the Board's fiduciary and strategic roles.
4. The Board Chair encourages an environment of
 - a. accountability
 - b. collegiality
 - c. diversity and inclusion
 - d. good governance
 - e. information sharing
 - f. innovation
 - g. mutual trust
5. Overall, the Board Chair is an effective leader.
6. Please provide additional feedback on the Board Chair's performance.

USM BOR Survey
Full BOR

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The BOR has a clear understanding of the USM's mission and vision and the priorities in its strategic plan.
2. The decision-making responsibilities of the BOR, Chancellor and presidents are well defined and the BOR's role in decision-making on important issues and priorities of the USM is appropriate.
3. The BOR understands the key indicators to track progress of the system and institutions across all aspects of their work (academic affairs, student affairs, finance and administration including campus infrastructure).
4. The current BOR committees are appropriate to address major USM issues.
5. Meeting formats, materials and legal advice are effective, informative and focused on the needs of the BOR.
6. The BOR is adequately staffed and supported by USM staff and the Office of the Attorney General.
7. The BOR has adequate opportunities to interact with the presidents and institutions, both formally and informally.
8. The BOR employs appropriate measures to ensure accountability of chancellor, presidents and senior staff.
9. Regents have adequate opportunity to express their opinions on matters that come before the BOR and a clear understanding about who speaks on behalf of the BOR.
10. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

USM BOR Committee Survey
Advancement Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee’s charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - is provided with sufficient time at meetings
3. The committee has appropriate discussions to plan the work of the committee for each year.
4. The committee focuses on relevant and important matters that should be reviewed by the BOR.

Questions:

5. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

6. Do you have any recommendations to improve the work of the committee?

USM BOR Committee Survey
Audit Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - Is provided with sufficient time at meetings
3. The committee focuses on relevant and important matters that should be reviewed by the BOR.
4. The committee as a whole has sufficient expertise to fulfill its responsibilities to oversee the adequacy of financial, internal controls, compliance and risk management practices.
5. The independent and internal audit functions provide adequate support to assist the committee in fulfilling its fiduciary responsibilities.
6. The committee is aware of all the services performed by the independent auditor for USM and its institutions.
7. The committee receives sufficient legal counsel.

Questions:

8. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

9. Do you have any recommendations to improve the work of the committee?

USM BOR Committee Survey
Economic Development and Technology Commercialization Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - Is provided with sufficient time at meetings
3. The committee has appropriate discussions to plan the work of the committee for each year.
4. The committee focuses on relevant and important matters that should be reviewed by the BOR.
5. The committee has adequate opportunity to ask questions and provide input during meetings and /or throughout the year?

Questions:

6. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

7. Do you have any recommendations to improve the work of the committee?

USM BOR Committee Survey
Education Policy and Student Life Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - Is provided with sufficient time at meetings
3. The committee has appropriate discussions to plan the work of the committee for each year.
4. The committee focuses on relevant and important matters that should be reviewed by the BOR.
5. The EPSL is provided with sufficient opportunity to engage with appropriate constituencies (AAAC, VPSA, faculty and students) on important issues.
6. The Committee is provided sufficient information on the national and campus contexts for critical issues of the time (e.g., diversification of faculty, inclusion, free speech/hate speech)

Questions:

7. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

8. Do you have any recommendations to improve the work of the committee?

USM BOR Committee Survey
Finance Committee

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - Is provided with sufficient time at meetings
3. The committee has appropriate discussions to plan the work of the committee for each year.
4. The committee focuses on relevant and important matters that should be reviewed by the BOR.
5. The committee receives sufficient information in an agenda/action item to avoid potential conflicts of interest.
6. The committee receives sufficient information to make recommendations to the full board regarding the acquisition of real estate and awarding of procurement contracts.
7. The committee receives sufficient information to make recommendations to the full board regarding the Capital Budget.

Questions:

8. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

9. Do you have any recommendations to improve the work of the committee?

**USM BOR Committee Survey Governance
and Compensation Committee**

Ranking Scale: Strongly Agree, Agree, Uncertain, Disagree, Strongly Disagree

1. The committee members have a good understanding of the committee's charge and role.
2. The committee receives sufficient support to address important issues that come before the committee. The committee:
 - Meetings are well structured, productive and well-run
 - Receives high quality information,
 - Is supported by a responsive staff, and
 - Is provided with sufficient time at meetings
3. The committee has appropriate discussions to plan the work of the committee for each year.
4. The committee focuses on relevant and important matters that should be reviewed by the BOR.
5. The committee receives sufficient support and information to perform evaluations of the Chancellor and presidents and make recommendations to the full board regarding performance and compensation.
6. The committee receives sufficient support and information to evaluate and make recommendations concerning collective bargaining MOUs.
7. The Board/CEO relationship is built on respect and confidence and a climate of mutual trust exists between the Board and the Chancellor.
8. The method of holding the Chancellor, senior staff and presidents accountable is effective.

Questions:

1. Please provide any additional feedback or explanation/clarification of your responses above, particularly those you disagree with.

2. Do you have any recommendations to improve the work of the committee?



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: April 1, 2021

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 Intercollegiate Athletics and Student-athlete Health and Welfare, as well as the associated bylaws revisions are attached.

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

FISCAL IMPACT: No fiscal impact.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Committee certify the charge of the Committee on Intercollegiate Athletics and Student-athlete Health and Welfare and the bylaws revisions.

COMMITTEE ACTION: DATE: April 1, 2021

BOARD ACTION: DATE:

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



UNIVERSITY SYSTEM
of MARYLAND
Board of Regents

Committee on Intercollegiate Athletics and Student-athlete Health and Welfare
April, 2021

BYLAWS Article X. Section 5.

Charge:

The Committee on Intercollegiate Athletics and Student-athlete Health and Welfare shall perform all necessary oversight of compliance with Board of Regents policy expectations, consider issues associated with intercollegiate athletics and student-athlete health and welfare concerns, and the need for further or changed Board of Regents policy requirements.

Role and Responsibilities:

The Committee on Intercollegiate Athletics and Student-athlete Health and Welfare shall consider and report or recommend to the Board of Regents on matters concerning expectations and requirements of institutions with intercollegiate athletics programs; minimum standards System-wide for institutions arrangements with student-athletes including scholarships, student support services, health insurance and Title IX practices and compliance, and new Board of Regents policy changes recommended for full Board of Regents approval. The Committee will also review presidential success in managing institutional intercollegiate athletics in accordance with policy requirements. The Committee on Intercollegiate Athletics and Student-athlete Health and Welfare will also monitor developments in intercollegiate athletics nationally, whether with the NCAA, athletic conferences, or Federal legislation, rule-making or other forms of national accountability, and assess implications for USM institutions.

Members of the Committee on Intercollegiate Athletics and Student-athlete Health and Welfare are appointed annually by the Chairperson of the Board. The Committee shall meet as needed, but no fewer than three times during the fiscal year. The members of the Committee may expect to receive information for review in order to consider, and/or act on any of the following matters:

- A. Information on health and academic support protocols provided to student-athletes.
- B. Information on Title IX compliance.
- C. Information on institution's student-athletes academic progress and graduation success.
- D. Institution submitted reports documenting athletic program status or performance relative to student-athlete health, safety, and well-being standards or expectations.
- E. Institution submitted reports documenting athletic program status or performance relative to academic, financial or other standards as required by the NCAA, athletic conferences or other organized bodies that may impose sanctions or influence the ICA program's resources or operations.
- F. Financial status, commitments and obligations, results of operations and financial projections for the coming five-year period.



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Convening Closed Session

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: April 1, 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.

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: April 1, 2021
Time: Approximately 9:00 a.m.
Location: Zoom

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. Review of a President's board membership;
- 2. Ratification of collective bargaining MOU at SU;

3. Update on status of collective bargaining at USM institutions;
4. Discussion of BOR communication strategy concerning proposed legislation; and
5. Information update regarding specific personnel contracts at UMCP subject to review under BOR VII-10.0 Policy on Board of Regents Review of Certain Contracts and Employment Agreements.

REASON FOR CLOSING:

1. To maintain confidentiality regarding specific employment agreements and a personnel matter concerning a specific employee (§3-305(b)(1));
2. To discuss an administrative matter in connection with proposed legislation (§3-103(a)(1)(i)); and
3. To maintain confidentiality regarding collective bargaining negotiations at USM institutions (§3-305(b)(9)).