

SUMMARY OF ITEM FOR ACTION,  
INFORMATION OR DISCUSSION

---

**TOPIC:** Review of the charge for the BOR Committee on Organization and Compensation

**COMMITTEE:** Committee on Organization and Compensation

**DATE OF COMMITTEE MEETING:** November 21, 2016

**SUMMARY:** The USM BOR bylaws include a charge for each BOR standing committee that provides guidance for the work of the committee. To ensure that the committees are focusing their efforts in accordance with the bylaws, the Organization and Compensation Committee established guidelines requiring each committee to review their charge annually.

**ALTERNATIVE(S):** This is an action item.

**FISCAL IMPACT:** No fiscal impact.

**CHANCELLOR'S RECOMMENDATION:** The Chancellor recommends approval of the suggested changes to the committee charge

---

COMMITTEE ACTION: Recommend approval

DATE: November 21, 2016

---

BOARD ACTION:

DATE:

---

SUBMITTED BY: Janice Doyle, [idoyle@usmd.edu](mailto:idoyle@usmd.edu), 301-445-1906

---

## Section 7. Committee on Organization and Compensation.

- A. The Committee shall consider and recommend to the Board on all matters pertaining to the performance and compensation of the Chancellor and System Presidents. The Committee ~~shall~~ consider and report to the Board on ~~all~~ matters requiring the attention of the Board concerning the organization and structure of the University System of Maryland, its constituent institutions and centers, and the System Office. ~~The Committee shall also consider and recommend to the Board on all matters pertaining to the performance and compensation of the Chief Executive Officers of the System.~~
- B. The Committee shall have the responsibility regarding matters that arise pertaining to from time to time for conducting strategic reassessments of the organizational and leadership structure ~~and leadership resources~~ of the System and its institutions and centers, reporting on these to the Board, and forwarding recommendations for changes as needed or desired. The Committee shall also consider any recommendations for major organizational changes, which are forwarded by the Chancellor for the Board's consideration.
- C. The Committee shall have responsibility for overseeing the annual performance evaluation of the Chancellor, for discussing this evaluation with the Chancellor and for reporting the evaluation to the Board. The Committee shall also have the responsibility for recommending annually to the Board the compensation package of the Chancellor.
- D. The Committee shall discuss with the Chancellor her/his performance evaluation of each institutional president, and each Vice Chancellor, and her/his consequent recommendations for compensation actions. Based on this discussion, the Committee shall consider and recommend to the Board annual compensation packages for each of these individuals.
- E. In the event that a vacancy occurs in a presidential position, on the recommendation of the Chancellor, the Committee shall recommend to the Board the appointment of an individual to serve in an acting or interim capacity until such time as the Board makes a permanent appointment. The Committee shall recommend all compensation actions for the acting or interim appointment to the full Board. The Committee shall also recommend to the Board any and all severance packages for the Chancellor, the System Presidents ~~Chief Executive Officers~~, and Vice Chancellors as appropriate.
- F. In the event that the Chancellor's position becomes vacant, the Committee shall recommend to the Board the appointment of and an appropriate compensation package for an Acting or Interim Chancellor.
- G. The Committee shall review, monitor, and implement processes and procedures for the Board's optimal performance. The Committee is also responsible for development and implementing assessment of the Board's activities.