



REVISED
BOARD OF REGENTS
Special Board Meeting
Conference Call
April 6, 2020

AGENDA FOR PUBLIC SESSION

5:00 P.M.

- | | |
|---|------------------------|
| Call to Order | Chair Gooden |
| 1. Chancellor's Update (information) | Chancellor Perman |
| 2. Suspend BOR Bylaws Article XII (action) | Chair Gooden |
| 3. Amendment to BOR Bylaws Article IX – Section 4 (action) | Chair Gooden |
| 4. Proposed Amendment to USM Policy VIII – 1.00 – Resolution Authorizing the Assistant Vice Chancellor for Financial Affairs to Approve Changes of Signatures on Bank Accounts (action) | Vice Chancellor Herbst |
| 5. Update from Secretary of the MD Department of Health (information) | Regent Neall |
| 6. Reconvene to Closed Session | |



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Temporary Suspension of Board of Regents Bylaws, Article XII

COMMITTEE: Committee of the Whole

DATE OF MEETING: April 6, 2020

SUMMARY: The Board of Regents will conduct its May 1, 2020, meeting by teleconference or video conference in order to comply with COVID-19-related Federal restrictions on public gatherings and the Governor of Maryland’s executive order (20-03-30-01) requiring individuals to stay at home. Additionally, the Board’s subsequent meetings will be conducted as such until these Federal and State restrictions are rescinded.

To address the need for the Board to conduct its meetings by telephone or video conference during emergency situations, the Board will need to first consider temporary suspension of Article XII of the Board of Regents Bylaws, which states:

These bylaws may be amended by majority vote of the members of the Board who are participating at any regular meeting and who are eligible to vote at such meeting, provided the proposed amendment or amendments have been sent to each member at least seven days before the meeting.

Article XII requires that a vote to amend the Board’s Bylaws take place during a regular meeting. Suspension of this provision will allow the Board to consider a vote to amend the Board’s Bylaws in today’s Special Meeting.

ALTERNATIVE(S): The Board could choose to not discuss a temporary suspension of Article XII.

FISCAL IMPACT: None.

CHANCELLOR’S RECOMMENDATION: The Chancellor recommends that the Board suspend Article XII of the Bylaws of the Board of Regents for the duration of April 6, 2020 Special Board Meeting to allow the Board to amend its Bylaws.

COMMITTEE ACTION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 301-445-1906



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Amendment to Article IX, Section 4 of the Board of Regents Bylaws

COMMITTEE: Committee of the Whole

DATE OF MEETING: April 6, 2020

SUMMARY:

The COVID-19-related Federal restrictions on public gatherings and the Governor of Maryland’s executive order (20-03-30-01) requiring individuals to stay at home prevent the Board of Regents from conducting meetings of the Board in person. The Board will conduct its May 1, 2020 regular meeting and future regular meetings by teleconference or videoconference until these restrictions are rescinded.

Article IX, Section 5, of the Board’s current Bylaws does not allow regents to vote or to be counted toward a quorum during regular meetings unless they are physically in attendance at the meeting. The Board recognizes that emergency situations may arise that prevent the Board from conducting a regular meeting in person as required by its Bylaws. At the same time, the Board recognizes the importance of carrying out its responsibilities even when conditions are not optimal for in-person meetings. The following amendment to Article IX, Section 4, permits the board to continue its work—including exercising its authority to vote—in a regular meeting conducted in an alternate format when emergency circumstances dictate.

ARTICLE IX

Section 4. Special Meetings **and Regular Meetings During Emergency Situations**. The Board shall hold special meetings upon the call of the Chairperson. The Chairperson may call a special meeting at his/her initiative or in response to the written request of six voting members of the Board at any time. Five days’ notice of any special meeting shall be given to all Board members, except when the Chairperson determines that special circumstances warrant a shorter notice. At special meetings, only matters covered in the notice to members may be transacted. Special meetings, **and regular meetings scheduled to take place during extreme weather, public health, or similar emergencies**, may be conducted by telephone or video conferencing, provided that all participating Regents deliberate collectively, each in the hearing of every other Regent and others in attendance at the meeting, and all legal requirements for such meeting are met, including those set forth in Sections 9 and 10 of this Article. Individual Regents may participate in a Board meeting through such means, and such participating Regents as are eligible to vote shall be counted for quorum purposes and their votes shall be counted when determining the actions of the Board.

ALTERNATIVE(S): The Board could revise the amendment or choose to not consider the amendment.

FISCAL IMPACT: None.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Board consider the proposed amendment to Article IX, Section 4, of the Board of Regents Bylaws.

COMMITTEE ACTION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 301-445-1906



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Proposed Amendment to USM Policy VIII-1.0— RESOLUTION AUTHORIZING THE ASSISTANT VICE CHANCELLOR FOR FINANCIAL AFFAIRS TO APPROVE CHANGES OF SIGNATURES ON BANK ACCOUNTS

COMMITTEE: Committee of the Whole

DATE OF COMMITTEE MEETING: April 6, 2020

SUMMARY: The referenced policy permits the incumbent to authorize a change of signatures for the Working Fund and other USM bank accounts. The proposed amendment involves two technical adjustments:

1. Update the current title of the position from Assistant Vice Chancellor to Associate Vice Chancellor
2. Update the name of the System

The redline document is attached.

ALTERNATIVE(S): The Board could elect not to approve the proposed policy amendment or could recommend alternatives to the proposed amendment.

FISCAL IMPACT: None.

CHANCELLOR’S RECOMMENDATION: That the Board of Regents approve the proposed amendment to the policy.

COMMITTEE RECOMMENDATION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Ellen Herbst (301) 445-1923

239.0 VIII-1.00- RESOLUTION AUTHORIZING THE ~~ASSISTANT ASSOCIATE~~ VICE CHANCELLOR FOR FINANCIAL AFFAIRS TO APPROVE CHANGES OF SIGNATURES ON BANK ACCOUNTS

(Approved by the Board of Regents, September 28, 1988; Amended)

WHEREAS, it becomes necessary from time to time to change the authorized signatures on Working Fund accounts and other bank accounts in the name of the University SYSTEM of Maryland ~~System~~; and

WHEREAS, such changes do not increase or decrease the number of authorized signatures or change the names of any of the accounts;

NOW, THEREFORE, BE IT RESOLVED, that the ~~Assistant ASSOCIATE~~ Vice Chancellor for Financial Affairs of the University SYSTEM of Maryland ~~System~~ is authorized to approve changes in the names of persons authorized to sign checks or other notices of withdrawal from checking or savings accounts carried in the name of the System, and that the ~~Assistant ASSOCIATE~~ Vice Chancellor for Financial Affairs of the System shall notify the depository of such changes by letter together with a copy of this resolution.

BE IT FURTHER RESOLVED, that the ~~Assistant ASSOCIATE~~ Vice Chancellor for Financial Affairs of the System send a copy of all such changes to the Secretary of the Board of Regents.

Replacement for: BOR V-10.00



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Convening Closed Session

COMMITTEE: Committee of the Whole

DATE OF MEETING: April 6, 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

Date: April 6, 2020
Time: Approximately 5:30 p.m.
Location: Conference Call

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
 - [] (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.

- (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. Meeting with a president in connection with a performance evaluation; and
2. Briefing regarding process for understanding the financial impact of COVID-19 and efforts to address its fiscal impact.

REASON FOR CLOSING:

1. To maintain confidentiality of discussions regarding specific employees' performance evaluations (§3-305(b)(1)); and
2. To discuss an administrative matter involving a report by staff on the process for understanding the financial impact of COVID-19 and the status of efforts to address the impact (§3-103(a)(1)(i)).