

USM Board of Regents
Committee on Governance and Compensation
November 4, 2021

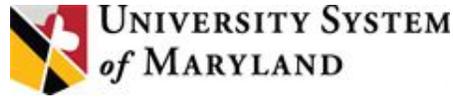
AGENDA FOR OPEN SESSION

8:30 a.m.

Call to Order

Regent Rauch

1. [Approval of Public and Closed Session Minutes from September 2, 2021 Committee on Governance and Compensation Meeting \(action\)](#)
2. [Presidential Search Guidelines \(action\)](#)
3. [Convene to Closed Session \(action\)](#)



USM Board of Regents
Committee on Governance and Compensation
Minutes from Public Session
September 2, 2021
Zoom

Minutes of the Public Session

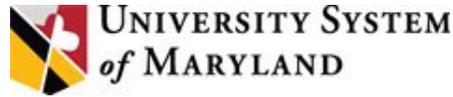
Regent Rauch called the meeting of the Governance and Compensation Committee of the University System of Maryland Board of Regents to order in public session at 8:30 a.m. on Thursday, September 2, 2021 via Zoom.

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

1. **Revisions to the Board of Regents Bylaws.** The Committee voted to approve the revisions to the bylaws for the Board of Regents. Revisions included:
 - During the second year of the term of a Student Regent, they are eligible for up to the value of two semesters of in-state tuition at their constituent institution, excluding any tuition differentials
 - A provision that allows Regents to participate by telephone or video conferencing in a special board meeting or a regular board meeting being held during extreme weather, public health, or similar emergency(Moved by Regent Gooden, seconded by Regent Attman; unanimously approved).

2. **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 Wallace, seconded by Regent Wood; unanimously approved).

The public session meeting adjourned at 8:39 a.m.



USM Board of Regents
Committee on Governance and Compensation
Minutes from Closed Session
September 2, 2021
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 8:40 a.m. on Thursday September 2, 2021, via Zoom.

Those in attendance included Regents Rauch, Gooden, Attman, Neall, Wallace, and Wood; Chancellor Perman; Vice Chancellors Herbst and McDonough; AAGs Bainbridge and Langrill; Associate Vice Chancellor Skolnik; Ms. Wilkerson and Ms. Beckett. Mr. Colella and Ms. Lambert Jones from UMCP; Ms. Rhodes, Ms. Dickerson, and Mr. Bittner from UMB; Ms. Reed from UBalt; and Ms. Savia and Ms. Hobson from BSU were present for portions of the meeting.

- 1. University of Maryland, College Park Mid-Negotiation Briefing re Exempt and Nonexempt Employee MOU with AFSCME.** The Regents received a mid-negotiation briefing regarding the University of Maryland, College Park Exempt and Nonexempt Employee MOU with AFSCME. (§3-305(b)(9)).
- 2. University of Maryland, Baltimore Pre-Negotiation Briefing re MOU with AFSCME covering nonexempt staff.** The Regents received a mid-negotiation briefing regarding the University of Maryland, Baltimore MOU with AFSCME covering nonexempt staff. (§3-305(b)(9)).
- 3. Collective Bargaining Update.** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).
- 4. Two Bowie State University Voluntary Separation Incentive Plans for Bargaining Unit Employees.** The Regents voted to approve two Bowie State University Voluntary Separation Incentive Plans for Bargaining Unit Employees. (§3-305(b)(9)).
- 5. Review of Certain Contracts and Employment Agreements.** The Regents reviewed personnel contracts from UMCP, UMES, and UMBC subject to review under Policy VII-10.0. (Moved by Regent Gooden; seconded by Regent Rauch; unanimously approved). (§3-305(b)(1)).

The closed session meeting adjourned at 9:40 a.m.



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: University System of Maryland Guidelines for the Selection of University Presidents

COMMITTEE: Governance and Compensation

DATE OF MEETING: November 4, 2021

SUMMARY: The University System of Maryland maintains guidelines for the selection of USM institutional presidents. Attached are proposed revisions to the presidential search guidelines.

ALTERNATIVE(S): The Committee could choose not to approve the suggested revisions.

FISCAL IMPACT: Fiscal impact is to be determined.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Committee approve the revisions to the Guidelines for the Selection of University Presidents.

COMMITTEE ACTION: DATE: November 4, 2021

BOARD ACTION: DATE:

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



GUIDELINES FOR THE SELECTION OF PRESIDENTS

(Approved by the Board of Regents, January 24, 1991; Revised July 13, 2001; Revised October 22, 2004, Revised February 22, 2019)

Purpose

The purpose of these guidelines is to establish a general procedural framework for the search and selection of university presidents within the University System of Maryland (“USM” or “System”). The Board of Regents (“BOR” or the “Board”) deems it important that there be general consistency in the presidential search and selection process among the institutions of the System. It is recognized, however, that differences in institutional objectives, traditions, and cultures may require some institution-specific variation in search procedures within and consistent with these general guidelines.

Selection and Appointment of Presidents

The final selection and appointment of a university president is, by law, the responsibility and prerogative of the Board of Regents. All other elements of the search process under these guidelines are designed to assist the Board in meeting that responsibility in a manner responsive to the leadership needs of the institution and the System.

To facilitate the recruitment of high caliber candidate pools, searches for USM presidents will be conducted as closed searches, meaning the identity of candidates will not be publicly disclosed during the search process. At the same time, a closed search process should be inclusive and reflect input from the campus and the community in which the campus resides, such that the selection of a president is a product of stakeholder engagement.

Presidential Search Process

The Chair of the Board of Regents will appoint a Regent to serve as chair of the president search and screening committee. The Chancellor will launch the start of a president’s search by inviting the campus community to nominate individuals to serve on the search and screening committee and meet ~~meeting~~ with campus stakeholders to discuss the search ~~and to invite nominations for members of the search committee.~~ Thereafter, the Chancellor will appoint a search committee (see below for more information on the search committee composition and responsibilities), with Board ~~review approval.~~ including a member of the Board of Regents as the Chair of the search committee. The Chancellor may, but is not required to, employ an executive search firm to assist with the process. Once the committee has been established, the Chancellor will give the search committee its charge.

The search committee will develop for itself procedures that will govern the conduct of the search. It should, to the best of its ability, adhere to these guidelines.

The search committee and the executive search firm consultant(s), if applicable, will meet with campus constituents—in groups and individually – to ascertain criteria and skills desired in a new president. In consultation with and subject to the approval of the Chancellor, the search committee will develop a comprehensive leadership profile, which includes information about the campus and, more importantly, includes a statement of professional qualifications and personal qualities sought in the individual to be selected as president.

The search committee will conduct an intensive and extensive proactive search for qualified candidates, using the search firm (if applicable) and its own contacts and soliciting the assistance of any and all appropriate individuals or organizations internal and external to the institution. Additionally, the committee will undertake major recruitment efforts to include advertising in key national publications and other means to disseminate information about the availability of the position.

The search committee will review and discuss candidate submissions, and then select and interview a group of semi-finalist candidates. Typically, the semi-finalist group includes 6-10 candidates, and the interviews are conducted as “airport interviews” over a period of two days. After these interviews and deliberation on the semi-finalists, the committee should identify three to four finalists from the semi-finalist pool for the Regent’s consideration.

Prior to submitting the list of finalists to the Chancellor, the search firm consultant(s) should conduct background and reference checks on each finalist. If a search firm was not utilized in the search process, then the committee must employ a professional reference checker to ensure thorough, consistent, and fair use of sources of references on candidates, including checking references other than those submitted by the candidates.

The committee should submit to the Chancellor the names of the finalists, unranked, together with all relevant information, and a written report of the Committee’s assessment of the strengths and weaknesses of each finalist. Following receipt of the report of the search committee, the Chancellor will consult with the committee chair along with the search firm consultant(s) or the professional reference checker (if separate from the search service) and conduct any further reference checks that may be appropriate.

The Office of the Chancellor will arrange for interviews of the finalists by the Chancellor and the Regents. Additionally, the Chair of the search committee will personally brief the Regents and the Chancellor on the work and recommendations of the committee.

Following the interviews of the final candidates, the Regents will hear the recommendation of the Chancellor and either proceed to select the successful candidate or charge the committee to present other names.

Following the Regents’ selection, the Chancellor, in consultation with the Chair of the Board and with the advice of the Office of the Attorney General, will negotiate the terms of

appointment, compensation, and other details with the successful candidate. Formal appointment by the Board of Regents and public announcement of the appointment will follow.

Search Committee

The search committee will normally consist of ~~12-15~~15 - 18 persons selected by the Chancellor from the following institutional constituent groups and/or individuals: ~~including~~ faculty, students, administrators, staff, alumni, foundation boards, boards of visitors, and ~~often, the members of the~~ community in which the institution is situated. ~~in~~In addition to the search committee Chair, second Regent should be appointed to the committee. The Committee will be composed of a balanced selection of individuals drawn from some or all of these groups. It is essential that the members of the Committee see themselves and function not as representatives of particular special interest groups, but as members of a team dedicated to a single objective: the identification and recommendation of the strongest possible candidates for the presidency of the institution.

The Chancellor will designate a Chancellor's liaison to the search committee. The function of the Chancellor's liaison is to provide to the committee a direct and immediate source of informed advice as its work proceeds. The Chancellor's liaison is not a voting member of the committee.

Search Committee Staff Support

The Office of the Chancellor will arrange staff support for the search committee. In most cases, the primary staff support for the committee will come from the committee's institution and will assist the committee with campus communication and logistics during the process.

As needed, USM Office staff will assist in such matters as: providing advice and assistance to the Chair of the search committee in handling committee documents and communications; providing assistance in preparing committee reports to the Chancellor; providing liaison between finalist candidates and the Chancellor and Regents in the final stages of the process; and maintaining the permanent records of the search.

Responsibilities of the Search Committee

The primary responsibilities of the search committee are three-fold:

- 1. To develop a broad and deep pool of strong candidates, through a national and proactive search using all available means;**
- 2. To select from that pool, with care, deliberation, and thoroughness, a group of no fewer than three and (usually) no more than five finalist candidates to be recommended to the Regents, unranked.**
- 3. To adhere to a strict code of confidentiality.**

In meeting its primary responsibilities, the Committee will:

- Agree on a statement of professional qualifications and personal qualities sought in the individual to be selected as president, in consultation with and subject to the approval of the Chancellor.
- Review the evolving role of a university president in today's environment and develop a set of criteria that recognizes and encourages traditional academic candidates as well as non-traditional candidates.
- Ensure that the search is demonstrably conducted in a manner consistent with both the letter and the spirit of relevant equal opportunity and diversity policies and requirements.
- Screen candidates fairly and consistently, using evaluative criteria based on the professional qualifications and personal qualities sought.
- Maintain confidentiality during the entire process to protect the candidates, the integrity of the process, and the interests of the institution. Only the University System Office at the direction of the Chancellor or the Chancellor's designee should disclose information about the status of the search.

Duration of Searches

It is extremely important that a search be conducted expeditiously, in order to protect the candidate pool and the semi-finalist and finalist groups from erosion by competing searches at other institutions, and to impress upon candidates the seriousness and professionalism with which the search is conducted. Every effort must be made to avoid the deleterious consequences that can accompany a lengthy search process. The Regents expect that a search for president should normally lead to the appointment of a president within six months following the initiation of the process with the first meeting of the search committee. This means that the work of the Committee should normally extend over no more than six to nine months. It is recognized that the nature of the academic calendar or other circumstances may in some cases compel extending the search period.

Costs of the Search

Costs of a search will normally be borne by the institution for which the search is conducted.



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Convening Closed Session

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: November 4, 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: November 4, 2021
Time: Approximately 8:45 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. Discussion of USM presidents' compensation;
2. Discussion of two presidents' proposed board memberships;
3. Briefing of collective bargaining negotiations at three USM institutions;

4. Update on status of collective bargaining at USM institutions; 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 of discussion regarding specific presidents' professional/community activities in the context of their USM positions (§3-305(b)(1)(ii));
2. To maintain confidentiality of discussion regarding specific employment agreements and compensation (§3-305(b)(1)); and
3. To maintain confidentiality regarding collective bargaining negotiations (§3-305(b)(9)).