



USM Board of Regents
Committee on Governance and Compensation
February 3, 2022

AGENDA FOR OPEN SESSION

8:30 a.m.

Call to Order

Regent Rauch

1. [Approval of Public and Closed Session Minutes from November 30, 2021 Committee on Governance and Compensation Meeting \(action\)](#)
2. [Convene to Closed Session \(action\)](#)



USM Board of Regents
Committee on Governance and Compensation
Minutes from Public Session
November 30, 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 Tuesday, November 30, 2021 via Zoom.

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

- 1. Approval of Public and Closed Session Minutes from November 4, 2021 Committee on Governance and Compensation.** The Committee voted to approve the minutes from the November 4, 2021 Committee on Governance and Compensation meeting (Moved by Regent Wood, seconded by Regent Gooden; unanimously approved).
- 2. Board Service Letter.** Chancellor Perman discussed a letter to the Presidents regarding external board service. This letter makes consistent the expectations on external board service and will serve as an addendum to each president's appointment letter.
- 3. 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 Gooden, seconded by Regent Wallace; unanimously approved).

The public session meeting adjourned at 8:38 a.m.



USM Board of Regents
Committee on Governance and Compensation
Minutes from Closed Session
November 30, 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 8:39 a.m. on Tuesday November 30, 2021, via Zoom.

Those in attendance included Regents Rauch, Gooden, Neall, Wallace, and Wood; Chancellor Perman; Vice Chancellor Herbst; AAGs Bainbridge and Langrill; Associate Vice Chancellor Skolnik; Ms. Wilkerson and Ms. Beckett. Mr. Adwin from Segal; Presidents Anderson and Breaux; Mr. Donoway and Ms. Hersch from FSU; Ms. Rhodes and Ms. Dickerson from UMB; and Ms. Hobson from BSU were present for portions of the meeting.

- 1. Presidential Compensation Study.** Mr. Adwin from Segal presented information about the presidential compensation study that is currently underway. (§3-305(b)(1))
- 2. Review of a USM President's Compensation.** The Regents authorized the Chancellor to negotiate a USM president's compensation. (§3-305(b)(1)).
- 3. University of Maryland, Baltimore Mid-Negotiation Briefing re MOU with the American Federation of State, County and Municipal Employees** The Regents received a mid-negotiation briefing regarding the University of Maryland, Baltimore MOU with AFSCMS (§3-305(b)(9)).
- 4. Collective Bargaining Update.** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).

The closed session meeting adjourned at 10:48 a.m.



BOARD OF REGENTS

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Convening Closed Session

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: February 3, 2022

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, dwickerson@usmd.edu, 301-445-1906



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

Date: February 3, 2022
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:
 - [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):

- [] Administrative Matters

TOPICS TO BE DISCUSSED:

1. Ratification of a collective bargaining MOU at a USM institution;
2. Update on status of collective bargaining at USM institutions;
3. A USM president's transition agreement; and

4. Information update regarding specific personnel contracts 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 employment agreements and compensation (§3-305(b)(1)); and
2. To maintain confidentiality regarding collective bargaining negotiations (§3-305(b)(9)).