



**BOARD OF REGENTS
SPECIAL BOARD MEETING**

August 22, 2022

AGENDA FOR PUBLIC SESSION

4:00 P.M.

Call to Order

Chair Gooden

1. Fall Semester Update (information)
2. Amendment to the Bylaws of the Board of Regents (action)
3. Reconvene to Closed Session (action)

TOPIC: Fall Semester Update

COMMITTEE: Committee of the Whole

DATE OF MEETING: August 22, 2022

SUMMARY: Chancellor Perman will provide an update on the Fall 2023 semester.

ALTERNATIVE(S): Information only

FISCAL IMPACT: Information only

CHANCELLOR'S RECOMMENDATION: Information only

COMMITTEE ACTION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 410-576-5734

TOPIC: Amendment to USM Board of Regents Bylaws

COMMITTEE: Committee of the Whole

DATE OF MEETING: August 22, 2022

SUMMARY: The Committee will review the attached revisions to Article IX of the Bylaws of the Board of Regents. The proposed revisions include:

- a) A provision that allows Regents to participate in the Annual Meeting or a regular Board meeting by telephone or video conferencing due illness, disability or extenuating personal circumstances and with the prior written approval of the Chair.

ALTERNATIVE(S): The Board could choose not to approve the amendments to the BOR Bylaws, as presented.

FISCAL IMPACT: There is no fiscal impact

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends approval of the amendments to the Board of Regents Bylaws, as presented.

COMMITTEE ACTION:

DATE:

BOARD ACTION:

DATE:

SUBMITTED BY: Denise Wilkerson, dwilkerson@usmd.edu, 410-576-5734

ARTICLE IX
BOARD MEETINGS

Section 1. Regular Meetings. The Board shall hold at least six regular meetings during each fiscal year ending June 30, at such time and place as the Board may determine. One of the regular meetings shall be held during the month of June and shall be designated as the annual meeting, at which time the Chancellor shall make an annual report, and the Chairperson shall present a schedule of the time and place of regular meetings for the ensuing year for approval by the vote of a majority of the members of the Board who are participating in the annual meeting and eligible to vote at such meeting. One of the regular meetings shall be held during the month of December and shall be designated as the election meeting, at which time officers of the Board shall be elected by vote of a majority of the members of the Board who are participating in the meeting and who are eligible to vote at such meeting. Except in an emergency, as determined by the Chairperson, the date of the annual meeting, the election meeting and other regular meetings may be changed only by majority vote of the members of the Board who are participating in the meeting and who are eligible to vote at such meeting. In the event of an emergency, as determined by the Chairperson, the Chairperson shall designate a new date for the annual meeting, the election meeting, and other regular meetings.

Section 2. Location of Meetings. The Board shall hold its regular meetings at the constituent institutions within the System to the extent feasible and appropriate. The Chairperson, in consultation with the Chancellor, shall designate the location of each meeting of the Board for the coming fiscal year.

Section 3. Meeting Agenda. An agenda for the Annual Meeting and for regular meetings of the Board shall be prepared by the Chancellor in accordance with directions of the Board Chairperson and shall be sent by the Chancellor to each member of the Board at least seven days in advance of each meeting. Discussions and actions by the Board shall not, however, be limited to the items included on the agenda but may include any business not inconsistent with applicable law and the bylaws and within the duties and powers of the Board.

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. Regular meetings scheduled to take place during extreme weather, public health, or similar emergencies and all special meetings, 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.~~ Individual Regents may participate in a special Board meeting or a regular Board meeting scheduled to take place during extreme weather, public health, or similar emergency by telephone or video conferencing, 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. –Additionally, in the unusual event that a member of the Board is unable to participate in the Annual Meeting or a regular Board meeting due to such Regent's illness, disability or extenuating personal circumstances and with the prior written approval of the Chair, a Regent may participate in the Annual Meeting or regular Board

meeting by telephone or video conferencing. In that event, such participating Regent as is eligible to vote shall be counted for quorum purposes and their vote shall be counted when determining the actions of the Board. If a Regent will be participating by telephone or video conferencing at an Annual Meeting, regular or special meeting of the Board of Regents, all participating Regents must deliberate collectively, each in the hearing of every other Regent and others in attendance at the meeting, and all legal requirements for such meeting must be met.

Section 5. Quorum. A quorum for any meeting of the Board shall consist of a majority of voting members of the Board. No formal action may be taken by the Board without the approval of a majority of the members of the Board who are participating in the meeting and who are eligible to vote at such meeting. Regents may monitor Board meetings by telephone but may not be counted for quorum purposes and they shall not vote on actions of the Board, except as otherwise provided in Section 4 of this Article.

Section 6. Addressing the Board. Each open meeting of the Board shall allow reasonable time for public comment. The Board will establish a protocol for advance sign up by persons who wish to comment at an open meeting of the Board, limits on time for an individual's comments, and overall limit on the time for all public comments; any aspect of the protocol may be waived by the Board provided that such waiver shall still permit the efficient conduct of the Board meeting. The Council of University System Presidents, the Council of University System Faculty, the Council of University System Staff and the University System of Maryland Student Council may, from time to time, make reports and recommendations to the Board.

Section 7. Notice of Meetings. Notice of regular meetings of the Board shall be given to State officials as required by Section 12-103 of the Education Article, Maryland Annotated Code, and to other appropriate State officials, and to the public as permitted by Section 3-302 of the General Provisions Article, Maryland Annotated Code and shall be available, on request, in the Office of the Chancellor. As officers of the University System, the Chancellor and each President and major unit heads shall be invited to be present at all open meetings of the Board and its Committees. The Chancellor shall give notice to such other persons as the Chancellor may deem appropriate.

Section 8. Open Meetings. All Board meetings shall be conducted in accordance with Title 3 of the General Provisions Article, Maryland Annotated Code.

Section 9. Live Streaming. All open, regular meetings of the Board shall be made available to the public by live and archived video streaming.

Section 10. Motions and Vote Tallies. The Board shall include all motions and vote tallies from open and closed sessions in Board minutes that are made publicly available in accordance with Title 3 of the General Provisions Article, Maryland Annotated Code.

TOPIC: Convening Closed Session

COMMITTEE: Committee of the Whole

DATE OF MEETING: August 22, 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, dwilkerson@usmd.edu, 410-576-5734



STATEMENT REGARDING CLOSING A MEETING
OF THE USM BOARD OF REGENTS
SPECIAL BOR MEETING

Date: August 22, 2022
Time: Approximately 4:15 p.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.

- (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. Board Officer Election; and
2. Discussion of the Regent Liaison Program.

REASON FOR CLOSING:

1. To handle administrative matters concerning Board Officer election and the assignment of regents as liaisons to institutions §3-103(a)(1)(i).