



USM Board of Regents
Committee on Governance and Compensation
October 17, 2023
Zoom

AGENDA FOR OPEN SESSION

8:30 a.m.

Call to Order

Regent Rauch

1. [Approval of Meeting Minutes from September 12, 2023 Public and Closed Sessions](#) (action)
2. [Committee on Governance and Compensation Charter](#) (action)
3. [Convene to Closed Session](#) (action)



USM Board of Regents
Committee on Governance and Compensation
Minutes from Public Session
September 12, 2023
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 8:31 a.m. on Tuesday September 12, 2023 via Zoom.

Those in attendance included Regents Rauch, Gooden, Hur, Leggett, McMillen, Smarick, Wallace, and Wood; Chancellor Perman; Vice Chancellor Herbst; AAGs Langrill and Bainbridge; and Ms. Wilkerson.

- 1. Segal Study.** Jason Adwin from Segal presented an overview of executive compensation principles and nationwide trends. He discussed comparison information and how it impacted the Board's decision to set a goal of setting presidential salaries at the 75th percentile.
- 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 Gooden, seconded by Regent Leggett; unanimously approved).

The public session meeting adjourned at 9:14 a.m.



USM Board of Regents
Committee on Governance and Compensation
Minutes from Closed Session
September 12, 2023
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 9:15 a.m. on Tuesday September 12, 2023 via Zoom.

Those in attendance included Regents Rauch, Gooden, Hur, Leggett, McMillen, Smarick, Wallace, and Wood; Chancellor Perman; Vice Chancellor Herbst; AAGs Langrill and Bainbridge; and Ms. Wilkerson, Ms. Skolnik, Ms. Roxas, and Ms. Beckett.

- 1. Collective Bargaining Update.** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).
- 2. Consolidated Collective Bargaining Update.** The Regents were provided with an update on the consolidated collective bargaining negotiations. (§3-305(b)(9)).
- 3. Review of Certain Contracts and Employment Agreements.** The Regents reviewed personnel contracts from TU, UMCES, BSU, UMCP, and UMES subject to review under Policy VII-10.0 (§3-305(b)(1)).
- 4. Update on President's Compensation.** Chancellor Perman provided the Regents with an update on a president's compensation. (§3-305(b)(1)).

The meeting adjourned at 10:33 a.m.

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Committee on Governance and Compensation Charter

COMMITTEE: Governance and Compensation

DATE OF MEETING: October 17, 2023

SUMMARY: The Committee on Governance and Compensation reviews its charter each year. Attached is the current committee charter. The committee will review and vote on whether to certify the committee charter.

ALTERNATIVE(S): The Committee could choose not to discuss the topic or could propose revisions.

FISCAL IMPACT: Fiscal impact is minimal.

CHANCELLOR'S RECOMMENDATION: The Chancellor recommends that the Regents review the committee charter and vote to certify it.

COMMITTEE ACTION: DATE: October 17, 2023

BOARD ACTION: DATE:

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



**UNIVERSITY SYSTEM
of MARYLAND**

**Board of Regents
Committee on Governance and Compensation**

PURPOSE

To assist the Board of Regents in fulfilling its responsibilities for the oversight of leadership of the University System of Maryland, specifically pertaining to optimal performance of the Board and personnel matters.

RESPONSIBILITIES

The Governance and Compensation Committee regularly meets six times annually and, with the approval of the BOR, is granted the authority to ensure that the Board operates according good governance principles and realizes its full potential as high performing Board. The committee is charged with reviewing matters pertaining to the organization and leadership structure of the University System of Maryland, its constituent institutions and centers and the System Office, other personnel matters such as collective bargaining agreements, compensation for individuals under BOR Policy VII-10.0 and matters pertaining to the optimal operation of the BOR.

- A. Leads the Board in evaluating its performance, including developing guidelines for Board evaluations, administering biannual Board self-assessments, coordinating periodic comprehensive reviews of the Board, and assessment of Board committees.
- B. Reviews Board Bylaws as needed and recommends changes for Board approval.
- C. Reviews the program for new Regent orientation and ongoing Board development to ensure that Regents receive appropriate education and training, including Regent Mentor program and Regent Liaison Program.
- D. Reviews and monitors compliance related to Board composition and Regent attendance.
- E. Certifies the annual review of committee charters.
- F. Defines and implements USM's philosophy for executive compensation, including
 - Periodic benchmarking and aging of peer compensation data;
 - Conducting a comprehensive review of peer data every 3 – 5 years;
 - Utilizing data to inform compensation for new presidents and chancellors; and
 - Monitor trends in compensation and maintain compensation tally sheets.
- G. Develops and implements a framework for goal setting and annual and comprehensive executive performance review, including
 - Establishing/reviewing guidelines for comprehensive performance reviews of the USM Presidents and Chancellor
 - Approving annual goals for the Chancellor and USM Presidents,

- Reviewing annual performance assessments of the USM Presidents and Vice Chancellors,
 - Conducting an annual review of the Chancellor,
 - Conduct a comprehensive review of the Presidents every 3 – 5 years and review feedback,
 - Under special circumstances, request additional performance reviews of the Chancellor and USM presidents, as appropriate
- H. Recommends to the Board appointments and compensation for an Acting or Interim Chancellor or, on the recommendation of the Chancellor, Acting or Interim Presidents in the event of vacancies.
- I. Monitors trends and opportunities for succession planning and leadership development
- J. Maintains guidelines for Chancellor and Presidents Searches.
- K. Maintains an annual calendar for the Governance and Compensation Committee
- L. Maintains a schedule for USM policy review.
- M. Reviews for information purposes contracts and appointment letters of certain personnel entered into by the USM and its institutions in accordance with Board of Regents Policy VII-10.0 Policy on Board of Regents Review of Certain Contracts and Employment Agreements.
- N. Develops the parameters for compensation and terms of appointment for President and Chancellor hires for recommendation to the Board, to permit the Board to delegate negotiation of an appointment letter to the Chancellor or, in the case of a Chancellor's hire, the Board Chair.
- O. Reviews and recommends for board approval, as appropriate, collective bargaining agreements and related reporting on collective bargaining activity in the USM.

TOPIC: Convening Closed Session

COMMITTEE: Committee of the Whole

DATE OF MEETING: October 17, 2023

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
GOVERNANCE AND COMPENSATION COMMITTEE

Date: October 17, 2023
Time: Approximately 8:40 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.

- (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. Update on Segal study regarding USM presidents' compensation;
2. Update on status of collective bargaining at USM institutions;

3. 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; and
4. Approval letter for Chancellor's weekly clinic as per his employment agreement.

REASON FOR CLOSING:

1. To maintain confidentiality regarding collective bargaining negotiations (§3-305(b)(9)); and
2. To maintain confidentiality of discussion regarding specific employment agreements and compensation (§3-305(b)(1)).