



USM Board of Regents
Committee on Governance and Compensation
March 24, 2025
Zoom

AGENDA FOR OPEN SESSION

8:30 a.m.

- | | |
|--|-----------------------------------|
| 1. Call to Order | Chair Leggett |
| 2. Approval of Meeting Minutes from January 29, 2025 Public and Closed Sessions (action) | Chair Leggett |
| 3. Review of CUSS Constitutional Amendments (action) | Dr. Kalia Patricio, CUSS Chair |
| 4. Reconvene to Closed Session (action) | Chair Leggett |

SUMMARY OF ITEM FOR ACTION,
INFORMATION OR DISCUSSION

TOPIC: Approval of Meeting Minutes from January 29, 2025 Public and Closed Sessions

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: March 24, 2025

SUMMARY: The Committee on Governance and Compensation will review and approve meeting minutes from January 29, 2025 Public and Closed sessions.

ALTERNATIVE(S): None.

FISCAL IMPACT: None.

CHANCELLOR'S RECOMMENDATION: This is an information item.

COMMITTEE ACTION: DATE: March 24, 2025

BOARD ACTION: DATE:

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



USM Board of Regents
Committee on Governance and Compensation
Minutes from Public Session
January 29, 2025
Zoom

Minutes of the Public Session

Regent Leggett 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 Wednesday, January 29, 2025 via Zoom.

Those in attendance included Regents Gooden, Leggett, Lewis, McMillen, Smarick, and Wood; Chancellor Perman; Senior Vice Chancellors Herbst and Wrynn; Vice Chancellors Masucci, and Sandler; AAGs Bainbridge and Langrill; and Ms. Wilkerson, Ms. Perry, Mr. Chanen, Ms. Roxas, Mr. Samuel.

1. **Approval of the Meeting Minutes from December 4, 2024.** The Regents reviewed and approved the meeting minutes. (Moved by Regent Leggett, seconded by Regent McMillen; unanimously approved).
2. **Convene to Closed Session.** Regent Leggett read the closing statement on matters exempted from the Open Meetings Act, under the General Provisions Article, §3-305(b). (Moved by Regent McMillen, seconded by Regent Wood; unanimously approved).

The public session meeting adjourned at 8:32 a.m.



USM Board of Regents
Committee on Governance and Compensation
Minutes from Closed Session
January 29, 2025
Zoom

Minutes of the Closed Session

Regent Leggett called the meeting of the Governance and Compensation Committee of the University System of Maryland Board of Regents to order in closed session at 8:32 a.m. on Wednesday, January 29, 2025 via Zoom.

Those in attendance included Regents Gooden, Leggett, Lewis, McMillen, Smarick, and Wood; Chancellor Perman; Senior Vice Chancellors Herbst and Wrynn; Vice Chancellors Masucci, and Sandler; AAGs Bainbridge and Langrill; and Ms. Wilkerson, Ms. Perry, Mr. Chanen, Ms. Roxas, and Mr. Samuel from USMO, Mr. Jones and Mr. Herring from TU, Ms. Rhodes, Ms. Monger and Ms. Jones from UMB, and Mr. Reuning, Ms. Richmond, and Ms. Williams from UMCP.

- 1. Collective Bargaining Update.** The Regents were provided with the status of collective bargaining negotiations at each USM institution. (§3-305(b)(9)).
- 2. Towson University Pre-Negotiation Briefing Re MOU with FOP.** The Regents heard an information item related to an MOU with FOP at Towson University. (§3-305(b)(9)).
- 3. University of Maryland, Baltimore Pre-Negotiation Briefing re MOU with FOP.** The Regents heard an information item related to an MOU with FOP at University of Maryland, Baltimore. (§3-305(b)(9)).
- 4. University of Maryland, College Park Pre-Negotiation Briefing re MOU with FOP.** The Regents heard an information item related to an MOU with FOP at University of Maryland, College Park. (§3-305(b)(9)).
- 5. Review of Certain Contracts and Employment Agreements.** The Regents reviewed a personnel contract from UMB, subject to review under Policy VII-10.0 (§3-305(b)(1)).

The meeting adjourned at 9:19 a.m.

TOPIC: Approval of CUSS Constitutional Changes

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: March 24, 2025

SUMMARY: The Council of University System Staff (CUSS) proposes two changes to its constitution for the Board to review and approve.

ALTERNATIVE(S): None.

FISCAL IMPACT: None.

CHANCELLOR'S RECOMMENDATION: This is an information item.

COMMITTEE ACTION: DATE: March 24, 2025

BOARD ACTION: DATE:

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

| Old Language | Proposed Language | Justification |
|--|---|---|
| <p>Membership:</p> <p>consist of representatives of those USM are not in a collective bargaining unit representative, or who are in such unit but not participating in collective bargaining. be elected from among such institution shall determine the qualifications representatives, as well as the procedures for</p> | <p>Article II. Section 1. Membership:</p> <p>The Council shall consist of representatives of those USM Staff employees who are not in a collective bargaining unit having an exclusive representative, or who are in such a unit but are excluded by law from participating in collective bargaining. Representatives shall be elected from among all such employees at their institution and at least one elected member should serve as an ex-officio member on the primary staff-related shared governing body on their campus. Each institution shall determine the qualifications required for their representatives, as well as the procedures for their election.</p> | <p>Require that CUSS representative the general population of non-ba non-exempt staff. Also requires some form of CUSS representative shared governance to ensure co collaboration.</p> |
| <p>Constituencies:</p> <p>representation on the Council, institutions of the State University (BSU), Coppin State University (FSU), Salisbury University (TU), University of Maryland, Baltimore (UMB), Baltimore County (UMBC), University Park (UMCP), University of Maryland), University System of Maryland Office Maryland University College (UMUC), Center for Environmental Science University of Maryland Biotechnology Institute</p> | <p>Article II. Section 2. Constituencies:</p> <p>For purposes of representation on the Council, institutions of the System are: Bowie State University (BSU), Coppin State University (CSU), Frostburg State University (FSU), Salisbury University (SU), Towson University (TU), University of Baltimore (UBalt), University of Maryland, Baltimore (UMB), University of Maryland, Baltimore County (UMBC), University of Maryland, College Park (UMCP), University of Maryland Eastern Shore (UMES), University System of Maryland Office (USMO), University of Maryland Global Campus (UMGC), and University of Maryland Center for Environmental Science (UMCES), and University of Maryland Biotechnology Institute (UMBI).</p> | <p>Institution name updates.</p> |

1 USM Bylaws, Policies and Procedures of the Board of Regents

2
3 I - 3.50 -CONSTITUTION FOR THE COUNCIL OF UNIVERSITY SYSTEM STAFF

4
5 (Approved by the Chancellor, November 18, 1993; Amended by the Board of
6 Regents, December 5, 1997; Amended by the Board of Regents, June 27,
7 2003; Technical Changes approved by the Chancellor August 19, 2003;
8 Amended by the Board of Regents, February 18, 2005)
9

10 Basic to the effective operation of any system of higher
11 education is the acceptance of the concept of shared governance. The
12 Staff employees in both teaching and non-teaching institutions provide
13 a wide range of services and expertise that is critical to the
14 fulfillment of the System's many missions. In recognition of this
15 essential role, Staff employees shall have a voice in basic decisions
16 that affect the welfare of the System, its institutions, and its
17 employees, including an informed advisory role in administrative areas
18 and in the functional support aspects of academic matters.
19

20 Article I

21
22 Section 1. Purpose:

23
24 The Council of University System Staff (CUSS) advises the
25 Chancellor and the Board of Regents. Its responsibility will be to
26 consider and make recommendations on System wide issues affecting Staff
27 employees who are not in a collective bargaining unit having an
28 exclusive representative or who are in such a unit but are excluded by
29 law from participating in collective bargaining, to communicate such
30 Staff employee concerns to the Chancellor and the Board, and to inform
31 such Staff employees at each constituent institution of the Council's
32 activities and the System's related actions.
33

34 Article II

35
36 Section 1. Membership:

37
38 The Council shall consist of representatives of those USM Staff
39 employees who are not in a collective bargaining unit having an
40 exclusive representative, or who are in such unit but are excluded by
41 law from participating in collective bargaining. Representatives shall
42 be elected from among such employees. Each institution shall determine
43 the qualifications required for their representatives, as well as the
44 procedures for their election.
45

46 Section 2. Constituencies:

47
48 For purposes of representation on the Council, institutions of
49 the System are: Bowie State University (BSU), Coppin State University
50 (CSU), Frostburg State University (FSU), Salisbury University (SU),
51 Towson University (TU), University of Baltimore (UB)), University of
52 Maryland, Baltimore (UMB), University of Maryland, Baltimore County
53 (UMBC), University of Maryland, College Park (UMCP), University of
54 Maryland Eastern Shore (UMES), University System of Maryland Office
55 (USMO), University of Maryland University College (UMUC), and University
56 of Maryland Center for Environmental Science (UMCES).
57

58 Section 3. Apportionment of Membership:

59
60 a. Membership on the Council of University System Staff shall be
61 apportioned according to the Bylaws and subject to the requirements of
62 Section 3.b., below.

63
64 b. Membership on the Council shall be apportioned among
65 institutions according to the number of full-time equivalent (FTE)
66 Regular and Contingent II Status Staff employees in its work force.
67 Each institution shall have a minimum of two members (one Exempt and
68 one Nonexempt). In the event that no person is nominated or elected
69 from either one of these groups, an institution may elect all members
70 from the same group (all Exempt or all Nonexempt not represented by
71 collective bargaining). This method for selecting Council members
72 applies solely to institutions where the Shared Governance structure
73 includes members from both groups. Employees in collective bargaining
74 units having an exclusive representative and are not excluded by law
75 from participating in collective bargaining; Contingent I Staff
76 employees; work-study and other part-time student workers; graduate
77 teaching assistants; and graduate research assistants may not be
78 counted toward an institution's FTE Staff employee work force.

79
80 c. An institution newly incorporated into the System will receive
81 representation on the Council according to Article II, Section 3.b.
82

83 Section 4. Terms of Members:

84
85 Members of the Council shall serve two-year terms. Institutions
86 are encouraged to stagger the election process.
87

88 Article III

89
90 Section 1. Officers:

91
92 The Council shall elect annually a Chair, Vice Chair, Secretary,
93 and two At-Large members to form an Executive Committee. The Executive
94 Committee sets the agenda for meetings of the Council. No two members
95 of the Executive Committee shall be from the same institution.
96

97 Section 2. Meetings:

98
99 The Council shall meet as specified in its bylaws, but no less
100 than once each traditional semester. Additional meetings may be
101 convened according to procedures specified in the bylaws.
102

103 Section 3. Bylaws:

104
105 The Council shall develop bylaws consistent with this
106 Constitution to define further its structure, rules, and procedures.
107

108 Article IV

109
110 Section 1. Amendment:

111
112 Any member of the Council may propose amendments to this
113 Constitution. The procedures for adoption of an amendment are: (1)
114 initial agreement by an absolute majority vote of the Council to refer

115 the proposed amendment, for some specified time, to the Staff employees
116 of institutions for consideration and comment; (2) referral to Staff
117 employees; (3) final approval by a two-thirds vote of the Council; and
118 (4) acceptance by the Chancellor and Board of Regents.

119

120 Updated: 3/2016

TOPIC: Convening Closed Session

COMMITTEE: Committee on Governance and Compensation

DATE OF MEETING: March 24, 2025

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: March 24, 2025
Time: Approximately 9:00 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):

[X] Administrative Matters

TOPICS TO BE DISCUSSED:

1. Update on the status of collective bargaining at USM institutions
2. Ratification briefings regarding three institution labor MOUs;
3. Pre-negotiation briefing regarding an institution labor MOU;

4. Administrative matter regarding an internal board self-assessment; and
5. 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 regarding collective bargaining negotiations (§3-305(b)(9));
2. To maintain confidentiality regarding an administrative matter (§3-103(a)(1)(i)) and;
3. To maintain confidentiality of discussion regarding specific employment agreements and compensation (§3-305(b)(1)).