



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.