



**USM BOARD OF REGENTS
COMMITTEE ON ORGANIZATION & COMPENSATION
MINUTES – PUBLIC SESSION
January 19, 2016
University of Maryland, Baltimore
14th floor, President's Conference Room
Saratoga Building
10:30 AM**

Call to order: Regent Kinkopf called the public session meeting of the Organization and Compensation Committee to order at 10:30 a.m.

Those in attendance were: Regents Kinkopf, Gossett, Rauch, Attman, Slater, Neall, Augustine; Chancellor Caret; Ms. Ryan; Ms. Bainbridge, Ms. Langrill, Ms. Doyle, Ms. Goedert, Mr. Vivona

1. **Presidential Search Guidelines:** The system councils representing students, staff and faculty (USMSC, CUSS and CUSF) passed a resolution recommending a revision of the presidential search guidelines to include certain standing positions for elected leaders of the institutional shared governance bodies on such search committees. The guidelines currently direct the Chancellor to select representatives from all the campus constituent groups. The committee supports the chancellor's ability to have flexibility in selecting representatives for such search committees and is not moving the recommendation of the councils to the full board for consideration.
2. **Policy Review:** Ms. Doyle reviewed the process that the USM staff is implementing for a comprehensive organized approach to reviewing and updating board policies. Regular review of the bylaws and policies will be undertaken by the appropriate board committees. The committee agreed that the process is helpful and will result in conscientious regular review of the policies.
3. **Associates Policy:** Policy VII-5.10 recognizes contributions and responsibilities for the spouses of the Chancellor and USM presidents. A proposed amendment provides a change in the process for granting approval

for USM-related travel for the Associates. It was moved and seconded (Attman, Neall) and the committee unanimously voted to approve the change.

4. **Outside board memberships and waivers:** When Board of Regents are appointed, they are able to disclose and seek a waiver for any secondary employment (either employment or board service) deemed to create a conflict of interest. Once appointed, however, they are not able to accept other board positions that are viewed in conflict with their regent's duties. There has been some concern about this expressed by regents, and the Attorney General's office was asked if there was a way to seek a waiver during a current appointment. The only current option seems to be that a regent resign and seek reappointment, requesting that the conflict be waived.. The committee asked that the staff pursue other potential options for seeking a waiver – through the Ethics Commission or by a legislative change.
5. There was a motion to convene in closed session to discuss the topics set forth in the closing statement, matters exempted from the Open Meetings Act, under the General Provisions Article, §3-305(b) (1) (i): the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation or performance evaluation of appointees, employees or officials over whom it has jurisdiction; (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; (7) to consult with counsel to obtain legal advice on a legal matter; and (9) to conduct collective bargaining negotiations or consider matters that relate to the negotiations. (Kinkopf/Rauch). Motion was unanimously approved.

Meeting adjourned at 11:10 AM