



**BOARD OF TRUSTEES
TRUSTEE GOVERNANCE COMMITTEE**

**OPEN SESSION
REPORT SUMMARY**

Date of Meeting: Friday, May 12, 2023 **Date of Next Meeting:** Friday, October 13, 2023

Committee Chair: Paula Collins

Committee Members: Board Chair Susan Lawrence Dyer; President Tuajuanda Jordan; Donny Bryan '73; Gail Harmon; Glen Ives; Danielle Troyan '92; John Wobensmith '93.

Staff Member: David Taylor

Executive Summary:

Convene meeting to go into closed session for consideration and vote on action items in compliance with Title 10, Subtitle 3 of the General Provisions Article (the Open Meetings Act).

Action Item(s):

None

Information Items:

February 3, 2023, open session minutes.



**BOARD OF TRUSTEES
TRUSTEE GOVERNANCE COMMITTEE
MAY 12, 2023**

**OPEN SESSION
AGENDA**

- I. MEETING CALLED TO ORDER**
- II. DISCUSSION ITEMS** (None)
- III. ACTION ITEMS** (None)
- IV. INFORMATION ITEMS**
 - A. Minutes from February 3, 2023
- V. MOTION TO CLOSE MEETING**
 - A. Vote in Compliance with Title 10, Subtitle 3 of the General Provisions Article (the Open Meetings Act)

**BOARD OF TRUSTEES
TRUSTEE GOVERNANCE COMMITTEE**

**OPEN SESSION
MINUTES**

Date of Meeting: February 3, 2023

Status of Minutes: Approved

Committee Chair: Paula Collins

Committee Members Present: Board Chair Susan Lawrence Dyer; Donny Bryan '73; Glen Ives; President Tuajuanda Jordan; Danielle Troyan '92; John Wobensmith '93.

Committee Members Absent: Gail Harmon.

Staff Member: David Taylor

Trustees Present: Nick Abrams '99; John Bell '95; Alice Bonner '03; Peter Bruns; Peg Duchesne '77; Judy Fillius '79; Elizabeth Graves '95; Melanie Hilley '92; Sven Holmes; Larry Leak '76; Doug Mayer '04; Jesse Price '92; Brayan Ruiz-Lopez '24; Ray Wernecke.

Others Present: Betsy Barreto; Mary Broadwater; Carolyn Curry; Katherine Gantz; David Hautanen; Jerri Howland; Paul Pusecker; Dereck Rovaris; Isabella Woel-Popovich '24.

Executive Summary:

Committee Chair Paula Collins called the meeting to order at 9 a.m. A quorum was noted.

Discussion Items

Chair Collins began a discussion of the ongoing need to have high quality trustee candidates with a range of skills and experiences and asked Committee members to assist in identifying candidates for the 2025 class. Chair Collins noted that with specific members rotating off the board as their terms come to an end, we are seeking in particular, trustees who have experience in academia, who have held very senior positions in institutions of higher education and can interact easily with faculty, students, and the senior administrative team, as well as candidates with strong legal experience. She also suggested that candidates who understand property development and health care, might also be beneficial additions to the Board. Chair Collins emphasized that increasing the diversity of the Board is also critically important to better reflect the makeup of the student body and the state. She reminded Trustees that in considering individuals to put forward, that candidates should understand that appointment to the Board is an honor bestowed by the Governor and that while the Board terms are six years, Trustees are often encouraged to serve two terms.

Action Items

Chair Collins presented an action item discussed previously at the October 14, 2022, Trustee Governance Committee meeting, to implement a Bylaws change so that the Board can benefit from the range of trustee expertise. Currently, the Bylaws state that "all voting trustees shall serve on at least one but not more than two, standing committees at the same time." The proposed change introduced a wording alteration to suggest that "all voting trustees shall serve on at least one, but *routinely* not more than two, standing committees at the same time."

A motion to approve the change and send the action item to the full Board for consideration was made and seconded; on a unanimous VOTE the motion passed.

A motion was made to end the open session and go into closed session; the motion was seconded and on a VOTE the motion unanimously passed; the open session ended at 9:10 a.m.

**STATEMENT REGARDING CLOSING A MEETING OF THE BOARD OF TRUSTEES
ST. MARY'S COLLEGE OF MARYLAND
TRUSTEE GOVERNANCE COMMITTEE**

Date: May 12, 2023

Time: 9:00 a.m.

Location: St. Mary's College of Maryland, Glendening Annex

STATUTORY AUTHORITY TO CLOSE A SESSION

Md. Gen. Prov. Code Ann. §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.

TOPICS TO BE DISCUSSED:

(1)(i) – The appointment of the proposed Board Officers for Academic Year 2023-2024; **(2)** – The consideration of a nominee for an emeritus trustee position.

REASON FOR CLOSING:

To protect the privacy and identity of individuals who will be discussed.