

ST MARY'S
COLLEGE of MARYLAND
The National Public Honors College

**BOARD OF TRUSTEES
TRUSTEE GOVERNANCE COMMITTEE
MAY 10, 2024**

**OPEN SESSION
AGENDA**

- I. MEETING CALLED TO ORDER**
- II. DISCUSSION ITEMS**
 - A. Board Questionnaire/Survey
 - B. Trustee Recruitment
- III. ACTION ITEMS**
 - A. Three Year Calendar
- IV. INFORMATION ITEMS**
 - A. Minutes from meeting of February 2, 2024.
- V. MOTION TO CLOSE SESSION**

BOARD OF TRUSTEES

Self-assessment Survey – DRAFT

INSTRUCTIONS: Please indicate your view on each of the following statements by choosing the sentiment that comes closest to your opinion -- on a scale of 1 to 5 with 1 meaning you strongly disagree and 5 meaning you strongly agree. Please also complete the comments section at the end of each category, particularly if you disagree or disagree strongly with any of the following statements, as we are seeking any and all suggestions, viewpoints, impressions, etc. that will help to improve the Board process.

Information Flow/Meeting Preparation

- 1) The Board materials I receive in advance of each meeting contain an agenda that focuses on matters of importance.
- 2) The Board materials I receive in advance of each meeting contain the appropriate quantity and detail of information regarding the College's operations.
- 3) The Board materials I receive in advance of each meeting are well-organized and easily understandable.
- 4) I consistently receive my Board material sufficiently in advance of each Board meeting.
- 5) I feel confident using the OnBoard platform to access my materials.
- 6) I come to each Board of Trustees meeting well-prepared.
- 7) Other Trustees are consistently well-prepared for Board meetings.

Recommendations for improvement

Conduct of Board Meetings

- 1) Board meetings are conducted efficiently.
- 2) Board meetings are about the right length.
- 3) Board meetings put important issues in clear focus and provide ample discussion time.
- 4) The Board allots the right amount of time at meetings on Administration reports and presentations.
- 5) The Board allots the right amount of time at meetings on Committee reports and presentations.
- 6) The Board allocates sufficient time at meetings discussing and solving problems.
- 7) Board meetings generate meaningful and candid conversations among Trustees.
- 8) Board meetings generate meaningful and candid conversations between Trustees and senior College leaders.
- 9) I feel free to provide input into the setting of Board agendas.
- 10) Administration presentations are consistently of high quality and helpful to my understanding of issues affecting the College and/or higher education generally.

Recommendations for improvement

Board Priorities

- 1) The Board has a strong understanding of the College's mission.
- 2) The Board has a strong understanding of the College's strategic plan.
- 3) The Board is appropriately focused on strategic challenges, plans and progress.
- 4) The Board understands and regularly assesses the financial health and performance of the College.
- 5) The Board regularly assesses and has a good understanding of the competitive position of the College.
- 6) The Board has a strong understanding of the ultimate needs and expectations of the students.
- 7) The Board effectively monitors communications/relationships with key stakeholders (students, faculty, parents, community, government).

Recommendations for improvement

Governance

- 1) The board is effective in ensuring the integrity of College operations.
- 2) The Board meaningfully inquires about major performance deficiencies or matters that have a significant effect on the College.
- 3) The Board has an understanding of and is effective in addressing legal and compliance issues.
- 4) The Board is effective in handling urgent matters between meetings and addressing unforeseen crises.
- 5) The Board is effective in ensuring that institutional planning is conducted by the Administration.
- 6) The Board has a good understanding of shared governance and the roles and responsibilities of key stakeholders (Board, Administration, faculty, students) at the College.
- 7) The Board involves itself appropriately in College business matters, but does not overstep or micromanage College administrators or administrative matters.
- 8) The Trustees are willing to disagree with others when necessary.
- 9) Trustees do what is best for the College and students regardless of countervailing pressures.
- 10) I have read and periodically review the bylaws and the Maryland Statutory Authority for the College and understand my fiduciary and statutory responsibility as trustee of the College.
- 11) I understand and adhere to the College's bylaws regarding conflicts of interest.

Recommendations for improvement

Board Relations with College Administration

- 1) The relationship between the Board of Trustees and senior College leaders is sufficiently productive and supportive.
- 2) My level of communication with and access to senior College leaders outside of Board meetings is just right.
- 3) The College takes full advantage of the skills, experience and insights that I make available to them.
- 4) The Board goals, expectations and concerns are openly communicated with the President and relevant senior College leaders.

Recommendations for improvement

General Matters:

- 1) All Trustees hold sensitive Board and committee meeting discussions in confidence.
- 2) The Board continuously educates itself about the competitive landscape, factors and trends that affect the College and its key stakeholders (students, faculty, staff).
- 3) The Board always tries to reach an informed consensus.
- 4) I am pulling my own weight and making an active, objective and constructive contribution to the Board.
- 5) Each of the other Trustees is pulling his or her own weight and making an active, objective and constructive contribution to the Board.
- 6) Collectively our Board has the right mix of perspectives, experience, characteristics and skills.
- 7) While set statutorily, I believe the current size and composition of the Board enables it to meet the needs of the College.
- 8) The Board's mix of alumni and non-alumni Trustees is appropriate.
- 9) The Board is a smoothly performing, highly effective body.
- 10) The Board has adequate opportunity to interact with faculty and staff.
- 11) The Board has adequate opportunity to interact with students.
- 12) New Trustees receive an appropriate orientation about their role.
- 13) I would benefit from a refresher orientation on my responsibilities as a Trustee.
- 14) I would benefit from training on filling out my financial disclosure statement.

Recommendations for improvement



TRUSTEE GOVERNANCE COMMITTEE
May 10, 2024

ACTION ITEM III. A
BOARD OF TRUSTEES CALENDAR – 2024-2026

RECOMMENDED ACTION

The Trustee Governance Committee recommends the following dates for approval as the Board of Trustees meeting schedule for 2024-2026.

CALENDAR YEAR 2024

- February 2, 2024 - Committee Meetings
- February 3, 2024 - Board Meeting
- May 10, 2024 - Board Meeting (*one day for Committees and Board*)
- May 11, 2024 - Commencement
- July 26, 2024 - Board Retreat
- July 27, 2024 - Board Retreat
- October 11, 2024 - Committee Meetings
- October 12, 2024 - Board Meeting

CALENDAR YEAR 2025

- January 31, 2025 - Committee Meetings
- February 1, 2025 - Board Meeting
- May 9, 2025 - Board Meeting (*one day for Committees and Board*)
- May 10, 2025 - Commencement
- July 25, 2025 - Board Retreat
- July 26, 2025 - Board Retreat
- October 10, 2025 – Committee Meetings
- October 11, 2025 – Board Meeting

CALENDAR YEAR 2026

- February 6, 2026 – Committee Meetings
- February 7, 2026 – Board Meeting
- May 15, 2026 – Board Meeting (*one day for Committees and Board*)
- May 16, 2026 – Commencement
- July 24, 2026 – Board Retreat
- July 25, 2026 – Board Retreat
- October 9, 2026 – Committee Meetings
- October 10, 2026 – Board Meeting

ST MARY'S
COLLEGE of MARYLAND

The National Public Honors College

**BOARD OF TRUSTEES
GOVERNANCE COMMITTEE**

**OPEN SESSION
MINUTES**

Date of Meeting: February 2, 2024

Status of Minutes: Approved

Committee Chair: Paula Collins

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

Committee Members Absent: Lex Birney.

Staff Member: David Taylor

Others Present: Betsy Barreto; Anirban Basu; Mary Broadwater; Jeffrey Byrd; Megan Chee; Carolyn Curry; Meghan Druzgala; Judy Fillius '79; Katie Gantz; Melissa Golowski; Cynthia Greb; Kristen Greenaway; Jerri Howland; Kayla Lovitts; Melanie Rosalez '92; Dereck Rovaris; David Taylor.

Chair Collins called the meeting to order, and a quorum was noted. She called for a motion to approve the agenda as written; Trustee Wernecke made a motion; Trustee Harmon made a second; on a unanimous vote, the agenda was approved as written.

Chair Collins said we are in open session with three discussion items – all updates regarding the Ark and Dove Award; upcoming trustee vacancies; and the Board survey discussed at the last meeting. We then will go into closed session to consider an honorary degree recipient.

Chair Collins said we are accepting nominations for the Ark and Dove Award; the Committee will review, and the Board will vote in May for presentation in October. We have one nominee and possibly a second to present in May.

Chair Collins noted that in spring 2025, the Board will have five vacancies to fill; the Board will review candidates and vote in October to enable submission for the Governor's review/approval in early spring as part of that state process. A number of strong candidates (at least three and possibly a fourth) are currently under consideration via the interview process; additional nominees are encouraged, and in particular, we seek candidates with a range of skill sets that will bring expertise, gravitas, and enthusiasm to advance the College mission. We also are seeking to ensure the Board is reflective of the demographics of the state. The plan is to have the new trustees join the Board in June 2025.

The third item was an update on the Board survey. Building on business from the October meeting and a sample document based on the survey provided by Trustee Wobensmith, the

Committee continues to work to design a Board questionnaire to survey trustees. To assist with this effort, our technology platform, OnBoard, has the capability to assist with questionnaire design and distribution as part of our contracted service. A meeting was held with them in late fall to assess how they might help. Chair Collins reviewed a current sample survey with OnBoard to ensure that it's consistent with their processes and they confirmed it is. The goal is for the Governance Committee to review the most recent survey document, finalize it, and present it to the full Board in May for endorsement. It also could be part of a larger discussion of Board best practices for the summer retreat, possibly with assistance from the Association of Governing Boards.

That concluded the open session of the meeting and Chair Collins asked for a motion to go into closed session, in accordance with Maryland General Provisions Code Ann. § 3-305 (b) to review and discuss items permitted in closed session – specifically (2) to protect the privacy or reputation of individuals with respect to a matter that is not related to public business - to discuss an honorary degree nomination to be presented at the May 2024 commencement. On a motion by Trustee Wernecke and a second by Trustee Harmon and a unanimous vote, the open session was closed. Chair Collins said we would not reconvene in open session. Attending the closed session were:

Committee Chair: Paula Collins.

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

Committee Members Absent: Lex Birney.

Staff Member: David Taylor.

Others Present: Betsy Barreto; Mary Broadwater.