



**BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
SEPTEMBER 11, 2024 - Open Session**

AGENDA

- I. Call to Order**
- II. Discussion Items**
 - A. Ark & Dove**
- III. Information Items**
 - A. Minutes from May 10, 2024 Meeting Open Session**
- IV. Motion to Close the Open Session**
 - A. Closing Statement**



**BOARD OF TRUSTEES
GOVERNANCE COMMITTEE**

**OPEN SESSION
MINUTES**

Date of Meeting: May 10, 2024

Status of Minutes: Approved

Committee Chair: Paula Collins

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

Committee Members Absent: None

Staff Member: Anna Yates

Others Present: Betsy Barreto; Jennifer Falkowski; Amir Mohammadi; Carolyn Curry; Katie Gantz; David Hautanen; Jerri Howland; Dereck Rovaris; Anirban Basu; Jamie Athey; Jacqueline Savarese; Jeff Byrd; Jenny Sivak; Sven Holmes; Daniel Savelle; Caroline King; Grace De Oro, John Spinicchia; Megan Chee; Kristina Ly; Aaron Tomarchio '96; Kristen Greenaway.

Chair Collins called the open session meeting to order at 9:00 a.m. and a quorum was noted. She asked for a motion to approve the agenda; Trustee Wernecke made a motion; Trustee Harmon made a second; and the agenda was unanimously approved.

The first discussion item was an update on potential trustee vacancies with five anticipated for the 2025 academic year. This included Carlos Alcazar; Lex Birney; Peg Duchesne; Gail Harmon; and Sven Holmes. Chair Collins said they have candidates to fill all five positions and they will bring needed skills and diversity to the Board. The slate of new candidates will be put forth in October for a vote to enable the Governor's Appointments Office sufficient time to review the nominations and begin the process prescribed by law prior to the 2025 academic year. Chair Collins noted that in the bylaws, biographies for each candidate must be provided to the Board 30 days prior to consideration for approval and that she would be calling a meeting of the Governance Committee in September so that the Committee's recommendations could be forwarded to the Board as required.

The next item was the Board Survey, which does not require a formal action, but which the Committee endorsed at the meeting. Chair Collins noted that the survey would be presented to Board for its endorsement and that it would be sent to Board members in May with the expectation that the results would be reviewed at the Board of Trustees retreat. This survey will be conducted on a regular basis moving forward and the content will change accordingly, as needed.

Chair Collins then brought forth Action Item III.A. Approval of the Board of Trustees Calendar. The first two years (calendar years 2024 and 2025) were previously approved; only the third year

(2026) is new. Chair Collins asked for a motion to approve. Trustee Bryan made a motion; Trustee Harmon made a second; and the action item was unanimously approved. This concluded the open session of the meeting.

Chair Collins made 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 sessions, specifically (1)(i) The appointment, employment, compensation, removal, resignation, or performance evaluation of appointees, employees, or officials over which it has jurisdiction; (2) To protect the privacy or reputation of individuals with respect to a matter not related to public business. Specifically, this was to review and vote on candidates for Board leadership positions and to discuss and vote on a candidate nominated for the Ark and Dove Award. The Committee would not go back into open session.

Chair Collins made a motion to move into closed session at 9:04 a.m. Trustee Wernecke made a motion; Trustee Bryan made a second. The motion passed unanimously.

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

Date: Wednesday, Sept. 11, 2024
Time: 9:30 a.m.
Location: St. Mary’s College of Maryland, Virtual

**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, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of appointees, employees, or officials over whom this body has jurisdiction.

REASON FOR CLOSING: To protect the privacy and identity of individuals who may be discussed or performance matters that may not require public disclosure at this time.