



**BOARD OF TRUSTEES  
GOVERNANCE COMMITTEE  
APRIL 11, 2025**

**AGENDA – OPEN SESSION**

- I. CALL TO ORDER**
- II. DISCUSSION ITEM**
  - A. Board Self-Assessment
- III. ACTION ITEM**
  - A. Three-Year Calendar
- IV. ADJOURNMENT**
  - A. Closing Statement

# ST MARY'S

## COLLEGE of MARYLAND

*The National Public Honors College*

### BOARD OF TRUSTEES GOVERNANCE COMMITTEE MEETING MINUTES

**JANUARY 6, 2025  
OPEN SESSION**

**Trustees Present:** Paula Collins, Committee Chair; John Bell '95, Board Chair; Donny Bryan, '73; Kristen Greenaway; Sven Holmes; Melanie Rosalez '92; John Wobensmith '93; Tuajuanda Jordan, President.

**Trustees Absent:** None

**Others Present:** Mary Broadwater; Betsy Barreto; David Taylor; Jerri Howland; Carolyn Curry; Amir Mohammadi; Chuck Steenburgh.

Chair Collins called the meeting to order at 2:30 p.m. and a quorum was noted. She reminded all that the Ark & Dove presentation would be made at the January 31 Board dinner; the recipient (to be announced at the dinner) was unable to attend the originally planned presentation in October. For the 2025 award, suggestions should go to President Jordan with a "cc" to Committee Chair Collins and Chair Bell.

Chair Collins next began an action item discussion of the Board calendar for calendar years 2025-2026 with particular focus on the February 2026 Board meeting. The new schedule, with committee meetings held weeks prior to the full Board meeting, require that committee meetings be held in early January, which requires meeting prep work to be done in late December and during the holiday break (sometimes using "old data"); a proposal was therefore made to move the full meeting to a later date. The initial discussion suggested February 13-14 as a possibility; but the Monday President's Day holiday (Feb. 16) prompted the recommendation of Feb. 20-21 as a better Friday/Saturday meeting date. There were also minor "word edits" to eliminate the "committee day" terminology for both the 2025 and 2026 calendars. On a motion by Trustee Greenaway and a second by Trustee Bryan, the action item unanimously passed to forward to the full Board for a vote.

Chair Collins then asked for a motion to close this open session of the Governance Committee of the Board of Trustees, in accordance with Maryland General Provisions Code, Ann. § 3-305 (b) to review and discuss items permitted in closed session, specifically: (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; and (2) To protect the privacy or reputation of individuals with respect to a matter not related to public business. She noted the committee would discuss trustee candidates; the recent Board self-assessment; and potential honorary degree recipients. On a motion by Trustee Greenaway

and a second by Trustee Bryan, and a vote, the open session concluded. The committee would not go back into open session.

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**Action Item - Board of Trustees Calendar Edits:** The Governance Committee recommended edits to the Board of Trustees meeting calendar; the February 2026 date edit is to provide more time for committee meetings to be held and meeting materials prepared after winter break given the new committee meeting schedule. The May 2025; October 2025, February 2026; May 2026; and October 2026 wording edits are to convey more clearly the new meeting format. On a motion, second, and vote, the action item was unanimously approved for proposed action by the full Board.

## 2025 Board Self-assessment

**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) The concerns raised in last year's assessment about having final materials sufficiently in advance of the Board meetings are being effectively addressed.
- 5) I find OnBoard an effective tool for accessing and reviewing 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) The new format with Committee meetings held well in advance of the Board meetings has improved the ability of the Board to discuss and spend sufficient time addressing critical issues.
- 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 under the new format.
- 6) Board meetings generate meaningful and candid conversations among Trustees.
- 7) Board meetings generate meaningful and candid conversations between Trustees and senior College leaders.
- 8) 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 enquires about major performance deficiencies or matters that have a significant effect on the College.
- 3) The Board has a good understanding the College's finances and related issues.
- 4) The Board has an understanding of and is effective in addressing legal and compliance issues.
- 5) The Board is effective in handling urgent matters between meetings and addressing unforeseen crises.
- 6) The Board is effective in ensuring that institutional planning is conducted by the Administration.
- 7) The Board has a good understanding of shared governance and the roles and responsibilities of key stakeholders (Board, Administration, faculty, students) at the College.
- 8) The Board involves itself appropriately in College business matters, but does not overstep or micromanage College administrators or administrative matters.
- 9) The Trustees are willing to disagree with others when necessary.
- 10) Trustees do what is best for the College and students regardless of countervailing pressures.
- 11) I periodically review the bylaws and the Maryland Statutory Authority for the College and understand my fiduciary and statutory responsibility as trustee of the College.
- 12) I understand and adhere to the College's bylaws regarding conflicts of interest.

Recommendations for improvement

### **Committee Matters**

- 1) The Board has the appropriate committees in place.
- 2) The composition of the committees, their leadership and their size are reviewed at appropriate intervals.
- 3) The scope of each committee's responsibilities is clearly delineated and understood by the committees and the Full Board.
- 4) The committees are the right size.
- 5) The committee meetings are conducted efficiently.
- 6) The committee meetings put important issues into clear focus, provide ample discussion time and generate meaningful and candid dialogue.
- 7) The chairs of my committees are engaged and effective.

- 8) The committees are effective in bringing issues of concern or requiring action to the full Board.

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) The Board's mix of alumni and non-alumni Trustees is appropriate.
- 8) Concerns raised in last year's assessment about having an adequate opportunity to interact with faculty and staff is being effectively addressed and I note meaningful improvements. Concerns raised in last year's assessment about having an adequate opportunity to interact with students is being effectively addressed and I note meaningful improvements. New Trustees receive an appropriate orientation about their role.

Recommendations for improvement

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### **BOARD OF TRUSTEES GOVERNANCE COMMITTEE APRIL 11, 2025**

### **ACTION ITEM – III.A BOARD OF TRUSTEES THREE-YEAR CALENDAR MAY 2025 THROUGH OCTOBER 2027**

#### **RECOMMENDED ACTION**

The Governance Committee recommends the adoption of the following three-year calendar to establish working parameters for Board business.

#### **CALENDAR YEAR 2025**

- May 9, 2025 – Board Meeting
- May 10, 2025 - Commencement
- July 17, 2025 – Board Retreat/Annapolis
- July 18, 2025 – Board Retreat/Annapolis
- October 10, 2025 – Board Meeting
- October 11, 2025 – Board meeting

#### **CALENDAR YEAR 2026**

- February 20, 2026 – Board Meeting
- February 21, 2026 – Board Meeting
- May 15, 2026 – Board Meeting
- May 16, 2026 – Commencement
- July 17, 2026 – Board Retreat
- July 24, 2026 – Board Retreat
- October 9, 2026 – Board Meeting
- October 10, 2026 – Board Meeting

#### **CALENDAR YER 2027**

- February 19, 2027 – Board Meeting
- February 20, 2027 – Board Meeting
- May 14, 2027 – Board meeting
- May 15, 2027 – Commencement
- July 15, 2027 – Board Retreat
- July 16, 2027 – Board Retreat

- October 15, 2027- Board Meeting
- October 16, 2027 – Board Meeting