



# MLDS CENTER

Maryland Longitudinal Data System

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## MEMORANDUM

TO: MLDS Governing Board

FROM: Ross Goldstein

DATE: February 26, 2018

SUBJECT: Annual Review of MLDS Governing Board Bylaws

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### Purpose

Section 1.3.C of the *MLDS Governing Board Bylaws* requires the bylaws to, “*be reviewed by the members of the Board on an annual basis at the first meeting of the calendar year.*” To facilitate your review, Dawn O’Croinin and I have made a series of proposed revisions to conform to current practice, correct citations to the Maryland Annotated Code, and remove a procedure that is now covered in the *External Researcher Procedures*.

### Proposed Revisions

The following proposed revisions are recommended:

1. Amend §1.3E to include a requirement that the bylaws be posted on the MLDS Center website. This proposed change reflects current practice.
2. Amend §3.1C to provide the correct citation to the Open Meetings Act.
3. Amend §3.1E to require that, in the event an additional meeting cannot be held in person, the notice provided for the meeting include a conference call number to allow members of the public to participate.
4. Amend §3.2C to provide the correct citation to the Open Meetings Act.
5. Amend §3.3A to alter the standing agenda items to include a legal update (when appropriate) and change the Executive Director’s Report to a Center Report, consistent with current practice.
6. Amend §3.3D to clarify that closed meeting minutes must remain sealed and separate from the open meeting minutes. The open meeting minutes must contain a summary of the closed meeting.
7. Amend §3.3D to clarify the process for approving meeting minutes. The Chair is authorized to approve the draft minutes, which are then posted on the Center’s website. At the next scheduled meeting, the Board reviews and approves the final meeting minutes, which replace the draft minutes on the website.
8. Amend §4.1D to provide the correct citation to the Financial Disclosure Requirements.
9. Delete §§5.4D and 5.6, which establish a process for the Governing Board to review and approve the Center applying for a grant application or providing support for a grant application. These requirements are now addressed in the *External Research Procedures*.

### Requested Action

Review bylaws and consider proposed revisions for approval.



# **Bylaws of the Maryland Longitudinal Data System Governing Board**

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## **Article 1 – Adoption of Bylaws Generally**

### **Section 1.1 – Definitions**

- A. “Absence” means a duly appointed member is not present at or able to take part in a meeting.
- B. “Board” means the Governing Board of the Maryland Longitudinal Data System Center established under §24-704 of the Education Article.
- C. “Center” means the Maryland Longitudinal Data System Center established under §24-703 of the Education Article.
- D. “Director” means the Executive Director as provided under §24-703(d) of the Education Article.
- E. “Member” means a person as set forth in § 24-704(b) of the Education Article.
- F. “Quorum” means the presence of a majority of the members of the Board.
- G. “Supermajority” means 2/3 of the quorum present).
- H. “Vacancy” means a member was removed, died, or resigned from the Board.

### **Section 1.2 – Purpose**

These bylaws, adopted by the members of the Board, provide the rules of governance for the Board during the conduct of all duties assigned under State law.

### **Section 1.3 – Enactment**

- A. These bylaws shall be approved by a majority vote of the Board.
- B. In order to amend the bylaws, a member must make a motion and present the amendment during a regularly scheduled meeting of the Board. The motion to amend the bylaws must be approved by a majority vote of the Board at the next regularly scheduled meeting of the Board.
- C. The bylaws shall be reviewed by the members of the Board on an annual basis at the first meeting of the calendar year.
- D. Members may propose changes to the bylaws at any time. If the bylaws are amended they will be voted and approved as provided by subsection A above.
- E. A copy of the approved bylaws and any amendments shall be available for public inspection and posted on the agency website.

## **Article 2 – Organization of the Board**

### **Section 2.1 – Membership**

- A. The membership of the Board shall be as established in §24-704(b) of the Education Article.
- B. The term of a Board Member appointed by the Governor shall be as established in §24-704(e) of the Education Article.
- C. Ex Officio Members or their designees, as set forth in §24-704(b)1-5, and 7-8 of the Education Article, shall serve as long as that Member holds his/her official position.

### **Section 2.2 -- Chair**

- A. As required by § 24-704(d) of the Education Article, the Governor shall appoint a Chair of the Board from among its members.
- B. The duties of the Chair include:
  - 1. Running the Board meetings and setting agendas;

2. Serving as the primary Board member spokesperson for media inquiries;
3. Acting as the Board's primary point of contact for the Director; and
4. Entering into contracts and agreements approved by the Board, including grants and interagency agreements, on behalf of the Board and the Center, unless otherwise delegated to the Executive Director in Section 5.4.

### **Section 2.3 – Vice-Chair**

- A. Unless already serving as Chair, the following members of the Board shall serve a rotating one year term as the Vice-Chair, beginning with enactment of these bylaws:
  1. The Secretary of Higher Education;
  2. The State Superintendent of Schools;
  3. The Secretary of Labor, Licensing and Regulation; and
  4. Chancellor of the University System of Maryland.
- B. The Vice-Chair shall fulfill the role and duties of the Chair should the Chair be unavailable to do so.

### **Section 2.4 – Designees**

- A. The following members of the Board are entitled to appoint a designee to serve on the Board in their place:
  1. Secretary of Higher Education;
  2. The Chancellor of the University System of Maryland;
  3. The President of Morgan State University;
  4. The State Superintendent of Schools;
  5. The Secretary of Labor, Licensing and Regulation;
  6. The Executive Director of the Maryland Association of Community Colleges; and
  7. The President of the Maryland Independent College and University Association.
- B. Members listed in subsection A are encouraged to:
  1. Personally attend meetings and only appoint a designee on occasions when they cannot be in attendance; and
  2. Consistently appoint the same designee.
- C. Board members shall inform the Chair of who will serve as the member's designee.
- D. Designees are authorized to fully participate and vote during meetings.

## **Article 3 – Meetings**

### **Section 3.1 – Time and Location**

- A. Regular meetings. The Board shall meet quarterly on the second Friday of:
  1. March;
  2. June;
  3. September; and
  4. December.
- B. Location. Unless circumstances dictate otherwise, Board meetings will be held in the Grasmick Building, 200 West Baltimore Street, Baltimore, Maryland.

- C. Public Notice. Public notice of meetings must be provided prior to the meeting. Posting the meeting notice and agenda on the Center website constitutes public notice for purposes of this section in compliance with §3-302 of Md. Code, General Provisions Article.
- D. Cancellation of a regular meeting. The Chair may cancel a regular meeting of the Board. Reasonable notice of cancellation must be given prior to the meeting.
- E. Additional Meetings. In addition to the regularly scheduled meetings, the Chair of the Board may call an additional, non-scheduled meeting. However, no votes may be taken at an additional meeting unless 3 days of prior public notice were provided to all members, staff and the public. Notice of additional meetings shall be provided on the Center website as well as via distribution to a media contact list through the Communications Officer at the Office of the Attorney General. In the event that an additional meeting cannot be held in person, the notice given will contain a conference call number for members of the public to participate.

### **Section 3.2 – Rules of Order**

- A. Quorum
  - 1. A quorum must be present in order to conduct official business of the Board.
  - 2. A quorum of the Board shall consist of a majority of the members of the Board.
  - 3. A member who is not able to physically attend a meeting may attend and participate by phone.
  - 4. In the event of a vacancy on the Board, a quorum shall consist of a majority of members currently serving on the Board.
  - 5. There shall be no effect on the quorum when a member of the Board abstains or declines to vote or if a member is disqualified from participating under section 4.1 of these by-laws.
- B. Public Testimony
  - 1. The allowance of public testimony at a meeting must be approved by the Chair.
  - 2. It is the preference of the Board that the public make a request to the Chair to provide testimony in advance of a meeting.
  - 3. Each Board member shall receive notice of all requests to provide public testimony.
  - 4. Public Testimony shall be subject to a time limit set by the Chair.
- C. The Board, with the advice of counsel, shall follow the requirements of the Open Meetings Act as specified under Title 3, of the General Provisions Article<sup>1</sup>.

### **Section 3.3 – Meeting Agenda**

- A. Each Board meeting shall include, at a minimum, the following agenda items:
  - 1. Declaration of Quorum Present;
  - 2. Approval of Prior Meeting Minutes;
  - 3. Additions to the Agenda;
  - 4. Center ~~Executive Director's~~ Report;
  - 5. Legal update (if appropriate);
  - 6. Old Business;

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<sup>1</sup> For information and guidance on the Open Meetings Act, see the Attorney General's [\*Open Meetings Act Manual\*](#) (9<sup>th</sup> ed., December 2016).

7. New Business;
  8. Confirmation of Next Meeting;
  9. Closed Session (if appropriate); and
  10. Adjournment.
- B. Additional items may be added to the agenda at the discretion of the Chair.
- C. Prior to each meeting, the Director shall submit to the Board a written report of the activities of the Center since the last meeting. The report shall include information on personnel changes, meetings attended, significant correspondence received, and activities of each of the divisions of the Center. An oral summary of the written report shall be provided at each Board meeting.
- D. Minutes
1. Minutes shall be prepared by the Director.
  2. Closed meeting minutes shall include a summary of the meeting, the individuals in attendance, and the actions taken. The closed meeting minutes shall remain sealed unless the requirements of Md. Code, §3-306(c)(4) of the General Provisions Article are met. Only a summary of the closed meeting shall be provided and publicly available pursuant to Md. Code, §3-306(c)(2) may be:
    - a. ~~Included in the open meeting minutes; or~~
    - b. ~~In a separate sealed document, provided that a summary of the closed meeting is provided in the open meeting minutes.~~
  3. If the Director does not attend the closed meeting, the assistant attorney general or one of the members shall be responsible for preparing the closed meeting summary and minutes.
  4. Meeting minutes shall be prepared and presented to all Board members promptly after the meeting. The authority to approve the meeting minutes in a draft form is delegated to the Chair. ~~The Chair shall approve the draft minutes after the Board members have had at least two full business days to review and comment on the minutes.~~ The Director shall post the draft meeting minutes on the Center website.
  5. ~~The Director shall post the approved open meeting minutes on the Center website after receiving the Chair's approval.~~ At the next scheduled meeting, the Governing Board shall review and approve the minutes. The Director shall replace the draft minutes with the approved minutes on the Center's website.

## Article 4 – Rules of Conduct

### Section 4.1 – Ethics

- A. Members shall follow the provisions of the Maryland Ethics laws<sup>2</sup>, including:
1. By April 30<sup>th</sup> of each year, file the Financial Disclosure Statement<sup>3</sup> required under § 5-601 et seq. of the General Provisions Article; and
  2. Adhering to the prohibition against the solicitation or acceptance of gifts or honoraria as required under § 5-505 of the General Provisions Article.

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<sup>2</sup> See the *Maryland Public Ethics Law Summary* provided by the State Ethics Commission.

<sup>3</sup> Financial Disclosure Statements can be filed online - <https://efds.ethics.state.md.us/>.

## **B. Disqualification due to Conflict of Interest**

1. A member of the Board shall recuse himself or herself and may not participate as to a matter if the member:
  - i. Has a relative with an interest in the matter and the member knows of the interest;
  - ii. Is part of a business entity which has an interest in the matter;
  - iii. Is negotiating employment or has arranged prospective employment with a business entity which has an interest in the matter;
  - iv. Has a direct financial interest in the matter;
  - v. Has provided support through a contribution to or volunteering for or a candidate or petition that is the subject of the matter; or
  - vi. Otherwise believes that participation would create a conflict of interest.
2. A member of the Board may seek the advice from the Ethics Commission as to the presence of a conflict of interest or other good cause for disqualification.
3. If a member does not voluntarily recuse himself or herself, the other Board members may disqualify that member if a supermajority determines that the member has a conflict of interest that should disqualify that member from acting on a particular matter.
4. If a member recused himself or is disqualified from participating in a matter before the Board, the recusal or disqualification and the reason(s) for it shall be recorded in the meeting minutes.

## **Section 4.2 – Resignation and Vacancies**

A member who chooses to resign shall provide written notice of the resignation to:

1. The Governor;
2. The Chair; and
3. The Director.

## **Section 4.3 – Level of Effort**

Members shall expend the time and effort necessary to ensure that they fully understand their duties and obligations as members of the Board.

## **Article 5 – Roles and Responsibilities**

### **Section 5.1 – The Board**

The Board shall carry out all duties assigned to it under the Title 24, Subtitle 7 of the Education Article, including:

- A. Developing an implementation plan to phase in the establishment and operation of the system and Center;
- B. Providing general oversight and direction to the Center;
- C. Approving the annual budget for the Center;
- D. Establishing the policy and research agenda of the Center;
- E. Creating and maintaining an inventory of the individual student data proposed to be maintained in the system and required to be reported by State and federal education mandates;



- F. Developing and implementing policies to comply with the federal Family Educational Rights and Privacy Act and any other privacy measures, as required by law or the Governing Board; and
- G. Developing a detailed data security and safeguarding plan that includes:
  - 1. Authorized access and authentication for authorized access;
  - 2. Privacy compliance standards;
  - 3. Privacy and security audits;
  - 4. Breach notification and procedures; and
  - 5. Data retention and disposition policies;
- H. Overseeing routine and ongoing compliance with the federal Family Educational Rights and Privacy Act and other relevant privacy laws and policies;
- I. Ensuring that any contracts that govern databases that are outsourced to private vendors include express provisions that safeguard privacy and security and include penalties for noncompliance;
- J. Designating a standard and compliance timeline for electronic transcripts that includes the use of SASID to ensure the uniform and efficient transfer of student data between local education agencies and institutions of higher education;
- K. Reviewing research requirements and setting policies for the approval of data requests from State and local agencies, the Maryland General Assembly, and the public; and
- L. Submitting an annual report to the Governor and General Assembly that meets the requirements of §24-705(b) of the Education Article.

## **Section 5.2 – The Director and Center Staff**

- A. The Director shall carry out all duties and functions assigned to the Center under § 24-703(f) of the Education Article.
- B. The duties of the Center include the performance of the following functions and duties:
  - 1. Serve as a central repository of student data and workforce data in the Maryland Longitudinal Data System, including data sets provided by MSDE, MHEC, local education agencies, institutions of higher education, and DLLR;
  - 2. Oversee and maintain the warehouse of the MLDS data sets;
  - 3. Ensure routine and ongoing compliance with the federal Family Educational Rights and Privacy Act, the Unemployment Insurance privacy and confidentiality laws, the MLDS Partner Data Sharing MOUs and other relevant confidentiality and privacy laws and policies, including:
    - a. The required use of de-identified data in data research and reporting;
    - b. The use of aggregate data in the release of data in reports and in response to data requests;
    - c. The required disposition of information and data that is no longer needed;
    - d. Providing data security, including the capacity for audit trails;
    - e. Providing for performance of regular audits for compliance with data privacy and security standards; and
    - f. Implementing guidelines and policies that prevent the reporting of other potentially identifying data;

4. Conduct research using timely and accurate student data and workforce data to improve the State's education system and guide decision making by State and local governments, educational agencies, institutions, teachers, and other education professionals pursuant to the Board-approved research agenda;
5. Conduct research relating to:
  - a. The impact of State and federal education programs;
  - b. The performance of educator preparation programs; and
  - c. Best practices regarding classroom instruction, education programs and curriculum, and segment alignment;
6. Fulfill information and data requests to facilitate State and federal education reporting with existing State agencies as appropriate;
7. Fulfill approved public information requests;
8. Complete and submit to the Governor and General Assembly an annual report on dual enrollment as specified under §24-703.1 of the Education Article.

### **Section 5.3 – [blank]**

### **Section 5.4 – Delegation of Duties to the Director**

The Board delegates the following duties to the Director:

- A. Appointing staff pursuant to the Center's budget;
- B. Authorizing staff appropriate levels of access to data maintained by the Center; and
- C. Subject to Section 5.5, entering into contracts and agreements, including grants and interagency agreements, in an amount not to exceed \$10,000, necessary to carry out the day-to-day operations of the Center; ~~and~~
- D. ~~Subject to Section 5.6, applying for grant funds and issuing letters in support of grant applications from Maryland universities.~~

### **Section 5.5 – Expenditure of Center Funds**

- A. The Governing Board delegates to the Executive Director authority to expend Center funds up to \$10,000.
- B. For expenditures over \$10,000, the Executive Director shall seek the approval of the full Governing Board at its next regularly scheduled meeting.
- C. If the Executive Director determines the need for an unanticipated or emergency expenditure over \$10,000 that cannot wait until the next regularly scheduled Governing Board meeting, the Executive Director shall inform the Chair, who may:
  1. Approve the expenditure;
  2. Call a special meeting of the Governing Board to approve the expenditure; or
  3. Defer a decision until the next scheduled Governing Board meeting.
- D. Any document relating to expenditures exceeding \$10,000 must be signed by the Board Chair.
- E. The Executive Director shall provide detailed information about expenditures over \$10,000 in the report required under Section 3.3C.

## Section 5.6 – Grants

### A. General:

1. ~~As stated in § 24-703(h) of the Education Article, the Center may receive grants and other assistance.~~
  2. ~~The Center staff may apply for grants within the Board-approved research agenda of the Center after giving timely written notice to the data-sharing agencies (MSDE, DLLR, MHEC) of the purpose of the grant and how the grant-funded research fits within the Board-approved research agenda. Each data-sharing agency may submit its written comments to the Executive Director and Chair of the Governing Board within 14 days of receiving notice from the MLDSC as outlined in 5.6(A)(4).~~
  3. ~~The Center may also support a grant application from Maryland universities that require the use of MLDS data for projects which fit within the MLDSC's Board-approved research agenda or which fit within the audit and/or evaluation of a State or federally funded education program, after giving timely, written notice to the data-sharing agencies (MSDE, DLLR, MHEC) of the purpose of supporting the grant application and how it fits within the research agenda and/or the audit or evaluation of a State or federally funded education program. Each data sharing agency may submit its written comments to the Executive Director and the Chair of the Governing Board within 14 days of receiving notice from the MLDSC as outlined in 5.6(A)(4).~~
  4. ~~The notice described in sections 5.6(A)(2) and (3) shall be given to the data sharing partners within 14 days of the Executive Director determining that the grant opportunity may involve the use of the Center's data. The notice shall include the following:~~
    - i. ~~MLDSC Grant Opportunity Checklist;~~
    - ii. ~~Copy of the Grant Notice / Request for Proposal; and~~
    - iii. ~~Curriculum Vitae for researchers who may work on the project which are known to the MLDSC at that time.~~
  5. ~~The notice to be provided by the Center along with any written comments received by the Executive Director from the data-sharing agencies shall be provided to the full Governing Board no later than 14 days prior to the next meeting of the Governing Board during which the grant application will be discussed.~~
  6. ~~If the Office of the Attorney General informs the Board that use of some or all of the MLDS data in a grant research proposal described in 5.6(A)(2) or (3) above would be illegal, the Board shall preclude the Center from using that data in the grant research.~~
- B. ~~The Executive Director shall seek the approval of the full Governing Board at its next regularly scheduled meeting for approval to submit a grant proposal or issue a letter of support for a grant proposal.~~
- C. ~~If a grant proposal or letter of support is required before a scheduled Governing Board meeting, the Executive Director shall inform the Chairman, who shall:~~
1. ~~Approve the grant proposal or letter of support upon finding that the subject of the grant proposal is directly related to a question on the Governing Board's approved research agenda and complies with Md. Code, Education Article §24-701, *et seq.*, the Family Educational Rights and Privacy Act (20 U.S.C. §1232g), and the Federal-State Unemployment Compensation Program regulations (20 C.F.R. Part 603);~~

- ~~2. Call a special meeting of the Governing Board to consider the proposal or letter of support if it is determined that the subject of the grant is not directly related to a question on the Research Agenda, or if requested by one of the data-sharing agencies (MSDE, DLLR, MHEC); or~~
  - ~~3. Deny the grant proposal or letter of support.~~
- ~~D. The Executive Director shall provide detailed information about all grant applications and letters of support, as well as the progress of any work performed by the MLDSC or with the use of the MLDSC's data in the report required under Section 3.3C.~~

## **Section 5.7 – Personnel Management**

- A. As required under § 24-703(d) of the Education Article, the Board shall appoint the Director.
- B. The Director shall appoint and supervise the staff of the Center.
  1. The Director shall perform or ensure the performance of annual performance evaluations of staff.
  2. The Director shall follow the requirements of the State Personnel and Pensions Article and any applicable regulations in all matters concerning leave, discipline, or termination.

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Vice-Chair Rotation Schedule - The bylaws were first established, approved and went into effect for calendar year 2014. The vice-chair position has rotated among the board members who hold the following offices:

2014	Secretary of Higher Education
2015	State Superintendent of Schools
2016	Secretary of Labor, Licensing, and Regulation
2017	Chancellor of the University System of Maryland
2018	State Superintendent of School <sup>^</sup>
2019	Secretary of Labor, Licensing, and Regulation
2020	Chancellor of the University System of Maryland

<sup>^</sup>Secretary of Higher Education is the Chair of the Governing Board.