

## **Executive Committee Charter**

*Approved March 16, 2022*

### **Purpose:**

The Executive Committee provides ongoing oversight of the administration of the board. In addition, the Executive Committee provides a forum for trustees to address all issues of board governance. The Executive Committee acts on behalf of the Minnesota State Colleges and Universities Board of Trustees on matters delegated to it by the full board and shall consider issues that require attention prior to the next regular board meeting. The Executive Committee does not act on behalf of the board unless specifically delegated by the board except in the case of an emergency. In such instances, the chair reports to members of the board as soon as possible after the emergency and seek ratification of emergency actions at the next meeting. The Executive Committee meets at the call of the chair.

### **Committee Structure:**

The members of the Executive Committee will include the chair, the vice-chair, and the past chair if still serving on the board, and total membership shall not constitute a majority of the board. The chair of the board chairs the Executive Committee.

### **Authority:**

The principal elements of the Charter of the Executive Committee shall be:

1. Provide advice and counsel to the chancellor. (This duty is shared with all other board members).
2. Approve the annual operating budget for the board office, subject to the regular budget review and approval procedures of the facilities/finance committee and the board. The Executive Committee periodically shall review the budget and provide a yearend report to the board at the conclusion of the fiscal year.
3. Assure that policies and procedures are in place and being implemented to ensure that the board, and its individual members, operate with the highest ethical standards and integrity, including duties of care and loyalty. Act on unresolved issues of conflict of interest.
4. Recommend proposed board policies not within the purview of other standing committees.
5. Research and identify best practices for boards with an educational mission and recommends particular practices to the board.
6. Design and oversee the orientation process for new trustees so that new trustees may be fully prepared for decision making. Design and implement training for current board members as appropriate.

7. Plan for trustee succession by identifying to the governor desired qualities of a trustee and identifying potential candidates.
8. Encourage committee chairs to review committee charters annually for accuracy with input from committee members. Any revisions must be reviewed and approved by the Executive Committee. The Executive Committee will review all committee charters a minimum of every 3 years.
9. Review periodically the governance processes, including board organization and structure, frequency of meeting and attendance and make any necessary recommendations to the board in accordance with the Two-Read Policy.
10. Perform a board self-evaluation at least annually.