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### Board Policy 1C.1 Board of Trustees Code of Conduct

#### **Part 1. Purpose**

The purpose of this policy is to establish the general standards of conduct required of trustees. As public officials, trustees are required to file annual statements of economic interest, and are subject to gift prohibitions and other provisions of Minn. Stat. Ch. 10A. Those provisions and any other applicable law shall govern in the event of any conflict between applicable law and this policy.

#### **Part 2. General Standards of Conduct**

In order to fulfill its statutory authority and support the vision, mission, values and goals of the MnSCU system, the board functions as a collegial unit. The board functions well as a unit when the individual members act ethically, are committed to working together, operate in a non-partisan manner and speak with one voice. The board creates a positive climate when it focuses on the future, acts with integrity and civility and uses its influence appropriately.

##### **Subpart A. Authority to act**

Each board member is encouraged to contribute his or her talents and perspectives to the board. Although board members are free to voice their personal opinions, no board member has the authority to act on his or her own to further a personal agenda or to direct college, university or system employees or operations.

##### **Subpart B. Informed decision-making**

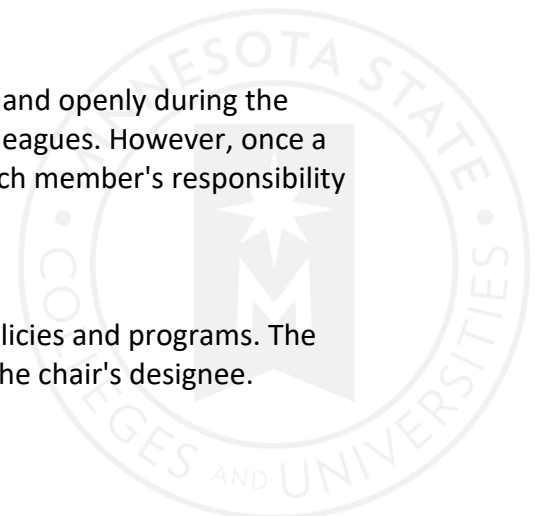
Trustees strive to make informed decisions based on sufficient information, thoughtful deliberation and comprehensive understanding of issues. To achieve that goal, board members gather information by listening, asking questions, analyzing materials and exploring issues thoroughly in conjunction with other trustees, faculty, staff, students and constituency groups.

##### **Subpart C. Support for board decisions**

Individual trustees are able to express their opinions vigorously and openly during the decision making process and may respectfully disagree with colleagues. However, once a decision has been made and the board has taken action, it is each member's responsibility to support the decision.

##### **Subpart D. Official spokesperson**

Trustees are the stewards of the system and advocates of its policies and programs. The official spokesperson for the board is the chair of the board or the chair's designee.



### **Part 3. Conflicts of Interest**

#### **Subpart A. Disclosure of potential conflicts**

A potential conflict of interest is any circumstance in which the personal, professional or substantial financial interests of the trustee in a matter before the board may be reasonably perceived as potentially or actually diverging from his or her fiduciary obligation to the board and Minnesota State Colleges and Universities. This conflict may arise from the personal, professional or substantial economic interest of themselves, members of their immediate families or others with whom they have a personal or professional relationship, including outside organizations.

A trustee with a substantial financial conflict of interest must follow the provisions of Minn. Stat. §10A.07. A substantial financial conflict exists when a decision would confer a particular benefit on a trustee greater than that generally available to the trustee's business or occupational class.

A trustee with a potential non-financial conflict shall inform the board chair of the conflict in a timely manner.

#### **Subpart B. Abstention**

A trustee who has a potential conflict of interest shall not chair a meeting, participate in any vote, offer any motion or discussion, or otherwise attempt to influence other trustees on the matter giving rise to the potential conflict of interest.

### **Part 4. Employment in higher education**

Except as provided in this part, a trustee shall not seek or accept employment in any higher education institution and/or board service while serving as a trustee. This provision does not prohibit any trustee from employment as an adjunct faculty member or a student trustee from employment with a college or university in a non-administrative, part-time position, such as the work study program.

### **Part 5. Prohibited Activities**

#### **Subpart A. Use of position to secure benefits**

Except as otherwise provided by law or policy of the board, a trustee shall not use the position, authority, title, influence, or prestige of trustee to secure special privileges or exemptions not available to the general public for the benefit of the trustee, trustee's family members, or others.

#### **Subpart B. Confidential or protected communications**

Except as otherwise required by law or authorized by the board, a trustee shall not disclose to any unauthorized persons information or communication subject to confidentiality by action of the board or other applicable law or policy, including privileged attorney/client communications.

**Subpart C. Use of influence**

Except for those decisions that are subject to the direct authority of the board, no trustee shall attempt to influence the hiring of system, college or university employees, or the awarding of consulting or other contracts.

**Part 6. Removal**

If the board determines that the conduct of a trustee has violated the trustee's professional or fiduciary responsibilities, board policy or other governing law, the board may recommend that the Governor remove the trustee from the board for cause under Minn. Stat. § 15.0575.

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Date of Adoption: 05/21/03  
Date of Implementation: 05/21/03  
Date of Last Review: 03/16/16

Date and Subject of Amendments:

03/16/16 - Amended Part 3, Subpart A & removed Subpart B. Formatting changes throughout.

No Additional HISTORY.