



Board Policy 1A.2 Board of Trustees

Part 1. Membership

Membership of the board is defined in Minn. Stat. §136F.02, subdivision 1, as follows:

The Board consists of 15 members appointed by the governor, including three members who are students who have attended an institution for at least one year and are currently enrolled at least half time in a degree, diploma, or certificate program in an institution governed by the board. The student members shall include one member from a community college, one member from a state university, and one member from a technical college. One member representing labor must be appointed after considering the recommendations made under section 136F.045. The governor is not bound by the recommendations. Appointments to the board are with the advice and consent of the senate. At least one member of the board must be a resident of each congressional district. All other members must be appointed to represent the state at large. In selecting appointees, the governor must consider the needs of the board of trustees and the balance of the board membership with respect to labor and business representation and racial, gender, geographic, and ethnic composition.

A commissioner of a state agency may not serve as a member of the board.

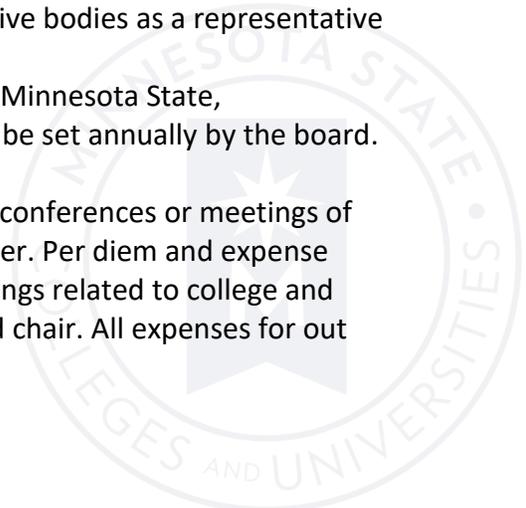
Part 2. Board Expenses, Per Diem, and Reimbursement

The following definitions apply to this policy and System Procedure 1B.3.1.

Per diem and expense reimbursement, as authorized in Minn. Stat. §15.0575, subd. 3 and the Commissioner's Plan, must be provided for the following.

1. Regular, special, emergency board committee and working group meetings,
2. Presentations before legislative committees or other legislative bodies as a representative of the board,
3. Commencements at college and university campuses within Minnesota State,
4. Expense Allowance for the board chair. This allowance must be set annually by the board.

Per diem and expenses may be provided for attendance at national conferences or meetings of higher education organizations in which Minnesota State is a member. Per diem and expense reimbursement also may be provided for attendance at other meetings related to college and university issues or legislative hearings when approved by the board chair. All expenses for out of state travel require prior approval of the board chair.



Requests for reimbursement of expenses and per diems must be signed by the trustee.

Part 3. Powers and Duties

Subpart A. General statutory authority

The general authority of the board is set forth at Minn. Stats. §136F.06, subds., 1 and 2 which state:

"Subdivision 1. General authority. The board shall possess all powers necessary to govern the state colleges and universities and all related property. Those powers shall include, but are not limited to, those enumerated in this section. The board shall prescribe conditions of admission, set tuition and fees, approve programs of study and requirements for completion of programs, approve the awarding of appropriate certificates, diplomas, and degrees, enter into contracts and other agreements and adopt suitable policies for the institutions it governs. To the extent practicable in protecting statewide interests, the board shall provide autonomy to the campuses while holding them accountable for their decisions. Sections 14.01 to 14.47 do not apply to policies and procedures of the board.

Subd. 2. Governance authority. The board shall have the authority needed to operate and govern the state colleges and universities unless otherwise directed or prohibited by law. The board is responsible for its operations and necessary decisions unless these are specifically delegated by law to a state department or agency."

Subpart B. Board of Trustees office and staff support

The board shall establish an office of the trustees and may employ staff to support its administrative operation.

Part 4. Officers of the Board

Subpart A. Officers

The officers of the board consist of a chair and vice chair. The chair and vice chair must be elected from the members of the board.

Subpart B. Terms of office

The chair is elected for one two-year term. The chair may not serve consecutive terms. The vice chair is elected for one one-year term. An officer's term commences on July 1, or upon the office becoming vacant, whichever is earlier.

Subpart C. Duties and responsibilities of the board chair

The duties and responsibilities of the chair are as follows:

1. Meetings.
 - a. The chair shall call, set the agenda for, and preside at all meetings of the board. Any matter requiring committee consideration that does not fall within the described duties of any committee or falls within the described duties of more than one committee must be assigned to a committee by the chair.
 - b. The chair may call an emergency or special meeting of the board and may cancel a scheduled meeting due to lack of quorum, inclement weather or other exigent circumstances.
2. Budget. The chair shall recommend an annual board operations budget and budget increases to the executive committee for approval.
3. Appointment authority
 - a. At the request of the chair, the vice chair or another member of the board may preside at meetings of the board.
 - b. The chair shall name all members to standing and ad hoc committees, and appoint the chair and vice chair of each standing and ad hoc committee.
 - c. The chair shall establish all ad hoc committees and describe the charge of the ad hoc committees. The chair shall fill standing and ad hoc committee vacancies.
 - d. The chair may appoint working groups composed of members of the board and/or members of the public to advise on issues of concern to the board or a the committee. The term of a working group must not exceed one year without reauthorization by the chair.
 - e. The chair shall assist board members with ethical obligations and board development.
4. Other. The chair shall approve or disapprove requests by the chancellor to accept reimbursement of travel or meals from outside sources when required by Minn. Stat. § 43A.38.

Subpart D. Duties of the vice chair

The vice chair, in the absence of the chair, shall perform the duties ordinarily performed by the chair.

Subpart E. Election of officers

The election of the chair and vice chair must be conducted at the annual meeting of the board. Any board member who wishes to run for chair or vice chair shall submit her/his name in writing to the Nominating Committee at least sixty days prior to the date of the annual meeting. The Nominating Committee may also solicit members to be candidates. At least 30 days prior to the date of annual meeting, the Nominating Committee shall deliver to the board office a list of at least one candidate for each office. The board office shall, at least 25 days prior to the date of the election, mail to each board member the list of candidates identified by the Nominating Committee.

The election for each officer of the board must be conducted separately in the following manner: (a) If there is one nominee, voting must be by acclamation or, on request, by roll call. (b) If there are two or more nominees, the vote must be by secret ballot with the individual receiving a majority of the votes being elected.

Subpart F. Board officer vacancies

In the event of a vacancy of any officer of the board, an election must be held for the unexpired term at the earliest possible meeting of the board following the notification of all members of the vacancy. Any board member who wishes to run for a position as an officer shall submit her/his name in writing to the system office at least twenty-one days prior to the date of election. At least eighteen days prior to the date of election, the board office staff shall mail a list of candidates to each board member. Nominations from the floor must be received at any meeting where an election occurs.

Subpart G. Secretary to the board

The board shall appoint a member of the chancellor's staff as secretary to the board. The secretary is responsible for acting on behalf of the board in making certain the records of the board are properly kept. The secretary is responsible for keeping a fair and full record of the proceedings in compliance with Minnesota law and shall insure that these records be properly duplicated and distributed.

Subpart H. Treasurer to the board

The chair of the Finance Committee shall serve as treasurer. The sole duty of the treasurer is to serve as custodian of the special revenue fund as provided under Minn. Stat. § 136F.94.

Part 5. Standing Committees, Committees, and Working Groups of the Board

The board establishes the standing committees identified in subparts A through J and may establish additional standing committees as necessary. A joint meeting of standing committees may be scheduled only after prior consultation with the board chair.

All members of the board serve as ex-officio members of every committee to which they are not appointed. The ex-officio members are granted the right to fully participate in committee discussion and deliberations, but do not have the power to vote and are not included for purposes of a quorum.

Subpart A. Executive Committee

1. The Executive Committee of the board consists of not fewer than five and not more than seven trustees, and must include the chair, the vice chair, the past chair if that person continues to serve as a trustee, and is available to serve, and additional trustees as determined by the chair to ensure broad representation.
2. The board chair and vice chair shall serve as the Executive Committee chair and vice chair respectively.
3. The Executive Committee may meet during periods between regular meetings of the board at the call of the chair.

4. The Executive Committee shall also act as a governance committee and as such is charged with oversight of the board's integrity and effectiveness. The Executive Committee recommends board policies not within the purview of other standing committees, evaluates the effectiveness of the board annually, identifies best practices for boards with an educational mission, reviews the board's practices with respect to participation and conflict of interest, act on unresolved conflict of interest questions, designs and oversees orientation of new board members and leads in succession planning by identifying, to the governor, qualities to be sought in a trustee and potential new members.
5. The Executive Committee may act on those issues delegated to it by the full board and consider issues that require attention prior to the next regular board meeting. The Executive Committee shall not have the authority to act on behalf of the board unless specifically delegated by the board except in the case of an emergency which, in the judgment of the chair, requires action more immediately than an emergency meeting of the board. In such instances, the chair shall report to members of the board as soon as possible after the emergency and seek ratification of emergency actions at the next possible meeting.
6. The Executive Committee shall 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.

Subpart B. Finance and Facilities Committee

The Finance and Facilities Committee of the board consists of no fewer than five and no more than seven members appointed by the chair of the board annually. The Finance and Facilities Committee is charged with oversight of all system wide fiscal, facilities, and technology matters. The committee's scope includes oversight of: board policies related to the administrative, technology, and financial management of the system; the annual operating and capital budget for the system and its colleges and universities including tuition, fees and allocation decisions, and the issuance of debt; administration of the system's capital asset program; stewardship and management of all real estate; safety and security, occupational health, environment compliance and emergency management strategies and programs; and, approval of all expenditure and contract actions in accordance with current board policy.

Subpart C. Workforce and Organizational Effectiveness Committee

The Workforce and Organizational Effectiveness Committee of the board consists of no fewer than five and no more than seven members to be appointed by the chair annually. The Workforce and Organizational Effectiveness Committee is charged with oversight of all system personnel policies for administrators, and student employees, collective bargaining agreements throughout the system, and climate, diversity and equity matters related to system employees.

Subpart D. Academic and Student Affairs Committee

The Academic and Student Affairs Committee of the board consists of no fewer than five and no more than seven members to be appointed by the chair annually. The Academic and Student Affairs Committee is charged with governance and oversight of the academic programs and student services provided at the system's colleges and universities. The committee's scope includes oversight of board policies for the all system academic and student services to assure the highest possible quality of academic programming and service to students and the efficient use of the system's academic and service resources. The committee also provides oversight to systemwide academic and student service strategic planning, diversity and equity matters related to students and academic programs, and academic or student related technology matters.

Subpart E. Audit Committee

The Audit Committee of the board consists of no fewer than three and no more than seven members to be appointed by the board chair annually. The committee shall meet at the call of its chair. The Audit Committee is charged with oversight of internal and external audits of all system functions including individual campus audits. The board shall hire a chief audit officer and other auditors who shall report directly to the committee and the board. Committee members must receive training annually on their auditing and oversight responsibilities.

The Audit Committee is responsible for overseeing the service of internal and independent external auditors. Board Policy 1D.1 governs the Office of Internal Auditing. The committee has the following responsibilities for independent external auditors:

1. Oversee the process for selecting and removing independent auditors. The committee shall select one or more independent auditors to audit system-level or institutional financial statements and recommend their appointment to the board.
2. Review any non-audit services proposed by independent auditors under contract for audit services. The board must approve in advance any non-audit services to be provided by independent auditors under contract for audit services unless the scope of non-audit services is completely distinct from the scope of the audit engagement.
3. Review and discuss the results of each audit engagement with the independent auditor and management prior to recommending that the board release the audited financial statements.

Subpart F. Diversity, Equity, and Inclusion Committee

The Diversity, Equity, and Inclusion Committee of the board consists of no fewer than five and not more than seven members to be appointed by the chair annually. The Diversity, Equity, and Inclusion Committee is charged with oversight of incorporation of diversity and equity into the work of the system. Annually, the board will assess progress on this charge.

Subpart G. Nominating Committee

The Nominating Committee of the board consists of no more than three members to be appointed by the board chair annually. The Nominating Committee shall meet at the call of its chair. The Nominating Committee is charged with nominating and slating candidates for board chair and board vice chair. The Nominating Committee shall follow Part 4, Subp. E of this policy. The Nominating Committee, in consultation with the board chair, is also authorized to advise the governor's office on preferred qualifications and attributes for effective trustees.

Subpart H. Outreach and Engagement Committee

The Outreach and Engagement Committee of the board consists of no fewer than five members to be appointed by the board chair annually. The Outreach and Engagement Committee is charged with assisting the board in fulfilling its governance responsibilities in the arena of key stakeholder engagement and how Minnesota State tells its story, fosters a society-wide understanding of public higher education systems, and articulates its value proposition as an invaluable public good.

Subpart I. Ad hoc committees and working groups

In accordance with Part 4, Subp. C, 3b, the board chair may appoint ad hoc committees. The chair of a standing committee may request that the board chair consider appointing a working group under Part 4, Subp. C, 3d to advise on issues of concern to the committee.

Part 6. Meetings of the Board

Subpart A. Types of meetings

The board shall have an annual meeting, regular meetings, and, if necessary, special meetings and emergency meetings. Notice of meetings must be provided in accordance with Minn. Stat. Ch. 13D, the Minnesota Open Meeting Law.

1. Annual meeting. An annual meeting will be held during the month of June. At the annual meeting the board shall elect officers, establish a calendar of regular board and committee meetings, and consider other business as appropriate.
2. Regular meetings. Regular meetings of the board must follow the calendar established at the annual meeting. Regular meetings must include approval of minutes, report of the chair, report of the chancellor, reports from standing committees, reports from special committees, and other business.
3. Special meetings. A special meeting of the board to consider specific items of business may be called by the chair, and shall be called by the chair at the request of any five members. The secretary shall provide notice of special meetings by posting written notice of the date, time, place and purpose of the meeting in the board's office and by mailing or otherwise delivering notice of the meeting to each board member and each person who has filed a written request for notice of special meetings.
4. Committee and Working Group Meetings. Committee meetings and working group meetings must be scheduled on a regular basis as determined by the chair. All

meetings must be coordinated through the board secretary for purposes of scheduling and providing required public notification.

5. **Emergency Meetings.** An emergency meeting is a special meeting called because of circumstances that require immediate consideration of the board. If an emergency meeting is required, the secretary shall make good faith efforts to provide notice of the meeting according to the provisions of the Minnesota open meeting law.

Subpart B. Protocol for meetings

Comments and discussion from the general public must be permitted at the discretion of the chair, subject to approval by the board.

1. **Quorum.** A majority of the members of the board or, in the case of a committee, a majority of the members of the committee, constitutes a quorum. Neither the board nor a committee shall take official action without a quorum present.
2. In the absence of a quorum, the committee chair shall first determine whether a quorum can be obtained by locating the absent members of the committee. If that is not possible, the committee chair shall assess whether it is possible to postpone the meeting to a later time in order to obtain a quorum. The committee chair may convene the meeting without a quorum if there are exceptional reasons to do so.
3. **Minutes.** Minutes of the proceedings of the board are kept by the secretary, who shall cause them to be printed, bound, and preserved and who shall transmit copies to the members of the board, administration, libraries and to other places where it is deemed appropriate. All lengthy reports must be referred to in the minutes and must be kept on file as part of the board's records, but such reports need not be incorporated in the minutes except when so ordered by the board. The minutes must reflect the votes cast in committee meetings on matters recommended to the board for action.
4. **Voting.** The decision of the majority voting on a question prevails. Whenever the vote is not unanimous, a member may request a roll call vote. The secretary shall record all votes. A member may abstain from voting. Voting by proxy or by mail is not permitted.
5. **Open Meetings.** All meetings of the board must be in accordance with Minn. Stat. Ch. 13D, the Minnesota Open Meeting Law. All meetings of the board must be open to the public except as provided by law, including disciplinary proceedings, employee performance evaluations, consideration of matters protected by the attorney-client privilege or consideration of strategy for labor negotiations.
6. **Closed Session Meetings.** The board through the board or committee chair may limit attendees to board members for sessions closed pursuant to the Minnesota Open Meeting Law. Others, including the chancellor, deputy chancellor, appropriate vice

chancellors, recorder and legal counsel, may be invited to attend at the discretion of the board chair or standing committee chair if their presence is required by the closed session discussion.

7. Labor Strategy Meetings. A decision to hold a non-public meeting to consider strategy for labor negotiations will be announced at a public meeting of the board, and a written roll of those present will be made available to the public after such a meeting. The proceeding of such a meeting will be tape-recorded and preserved for two (2) years after the contract is signed, and made available to the public after all labor contracts are signed by the board for the current budget period.

Subpart C. Agenda

The chair shall prepare agendas for all meetings of the board as follows:

1. Regular Agenda. The board agenda must be set by the chair. The board shall publish all action items on its regular monthly board agenda. Board action must be reserved to the published agenda items that are marked for board action and distributed to board members not less than five business days prior to the board meeting.
2. Action on Non-Agenda Items. Requested board action on unpublished agenda items or published agenda items not marked for action must be postponed until the next board meeting unless there is a suspension of the rules as provided in Board Policy 1A.1, Part 6, Subp. D.
3. Consent Agenda. The chair may designate appropriate items to be included on a consent agenda for consideration by the full board. Items suitable for a consent agenda include those that have been considered by a committee, are noncontroversial in nature and do not require further discussion or explanation. Consent agenda items also may include items not requiring committee action, such as honors or commendations issued by the board. Changes to policy, matters requiring public hearing and items requiring a roll call vote must not be included on a consent agenda. An item listed on a consent agenda must be removed from the consent agenda upon request by any trustee. Consent agendas must not be used by board committees.

Date of Adoption: 03/21/95
Date of Implementation: 03/21/95
Date of Last Review: 03/16/22

Date and Subject of Amendments:

6/22/22 - Amended Part 5. Standing Committees, Committees, and Working Groups of the Board to reflect the merger of the Finance and Facilities Committees into a single combined committee.

- 3/16/22 - Part 4, Subpart B Terms of Office was amended. In Part 5. Standing Committees, Committees, and Working Groups of the Board. Subpart E. Audit Committee, language updated to 'chief audit officer'.
- 03/17/21 – In part 5, changed the name of Human Resources Committee to Workforce and Organizational Effectiveness Committee and created a new Part I. Outreach and Engagement Committee. Other technical edits throughout.
- 08/31/18 – Finance and Facilities Committee was separated into two committees, created a new Part G. Facilities Committee. Added new Part H. Nominating Committee and new Part I. Ad hoc committees and working groups. Subpart E. Elections of Officers was also amended. There were numerous technical edits throughout and applied the new formatting and writing styles to the entire policy.
- 03/16/16 - Amended Part 5 to update the responsibilities of the standing committees. Formatting changes throughout the policy.

Additional HISTORY.