

**BOARD OF TRUSTEES
MINNESOTA STATE COLLEGES AND UNIVERSITIES**

BOARD ACTION
Policy 1A.2 Board of Trustees
Part 1, Membership; Part 4, Officers of the Board, Subpart B, Terms of Office; Part 5, Standing Committees, Committees and Working Groups of the Board, Subparts B, H and I; and Part 6, Meetings of the Board, Subpart A. Types of Meetings, Subpart B. Protocol for Meetings and Subpart C. Agenda.

1 **BACKGROUND**

2 The proposed amendments to Policy 1A.2 include updating the statutory language on
3 membership on the Board, changing the effective date of the new officers from August 1 to July
4 1, creating a technology committee and changing the date of the annual meeting from July to
5 June. In addition, the dates of statutory citations throughout the policy are updated.
6

7 **Part 1, Membership**

8 In 2009, the Minnesota Legislature amended the membership language to include: a member
9 representing labor, and for the governor to consider the needs of the board of trustees and the
10 balance of the membership with respect to labor and business representation and racial, gender,
11 geographic and ethnic composition. The amendment also states that a commissioner of a state
12 agency may not serve on the board.
13

14 The policy can include the language in its entirety or have a link directly to the statutory
15 language.
16

17 **Part 4, Officers of the Board, Subpart B. Terms of Office**

18 This section will be amended so that an officer's term shall commence on July 1 instead of
19 August 1.
20

21 **Part 5, Standing Committees, Committees and Working Groups of the Board, Subparts B.
22 Finance, Facilities and Technology Committee, H. Technology Committee, and Subpart I.
23 Working Groups.**

24 The Office of the Legislative Auditor conducted an audit of the System Office that was released
25 in February 2010. The report recommended greater oversight of IT projects. The Chair of the
26 Board and Chancellor are recommending the creation of a Technology Committee. The Board
27 had a technology committee until October 2007, but it was eliminated and its charge was
28 merged with the Finance and Facilities Committee.
29

1 The amendments in this section rename the Finance, Facilities and Technology Committee to
2 Finance and Technology Committee. The new Technology Committee is charged with oversight
3 of all system information technology policies and resources.

4 **Part 6. Meetings of the Board**

5 The elections of officers and approval of the meeting calendar take place during the annual
6 meeting which has been in July. The amendment changes the annual meeting to June. Trustee
7 appointments are usually effective on or about July 1. In the past, new Trustees have been
8 expressed concern about electing officers at their first meeting of the Board. Having the officer
9 elections in June instead of July, will provide a more seamless transition for the new trustees
10 with leadership already in place. In subpart B, the amendment clarifies closed session meetings,
11 and in Subpart C, the reference to Policy 1A.1 has been corrected.

12
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14 **RECOMMENDED COMMITTEE MOTION**

15 The Executive Committee recommends that the Board of Trustees approves the amendments to
16 Board Policy 1A.2, Part 1, Membership; Part 4, Officers of the Board, Subpart B, Terms of
17 Office; Part 5, Standing Committees, Committees and Working Groups of the Board, Subparts
18 B, H and I; and Part 6, Meetings of the Board, Subpart A. Types of Meetings.

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21 **RECOMMENDED BOARD MOTION**

22 the Board of Trustees approves the amendments to
23 Board Policy 1A.2, Part 1, Membership; Part 4, Officers of the Board, Subpart B, Terms of
24 Office; Part 5, Standing Committees, Committees and Working Groups of the Board, Subparts
25 B, H and I; and Part 6, Meetings of the Board, Subpart A. Types of Meetings.

26
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28
29 *Date of Adoption:*

30 *Date of Implementation:*

31

BOARD OF TRUSTEES
MINNESOTA STATE COLLEGES AND UNIVERSITIES

BOARD POLICY	1A.2
Chapter 1. System Organization and Administration, Policy 1A.2 Board of Trustees	
Sections: Part 1, Membership; Part 4, Officers of the Board, Subpart B, Terms of Office; Part 5, Standing Committees, Committees and Working Groups of the Board, Subparts B, H and I; and Part 6, Meetings of the Board, Subpart A. Types of Meetings	

1A.2 Board of Trustees

Part 1. Membership. ~~Permanent membership~~ on the board is defined in Minnesota Statutes, §136F.02, subdivision 1 (2004~~9~~), as follows: "The board consists of 15 members appointed by the governor with the advice and consent of the Senate. At least one member of the board must be a resident of each congressional district. Three members must be students who are enrolled at least half time in a degree, diploma, or certificate program or have graduated from an institution governed by the board within one year of the date of appointment. The student members shall include one member from a community college, one member from a state university, and one member from a technical college. The remaining members must be appointed to represent the state at large."

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. Per diem and expense reimbursement, as authorized in Minnesota Statutes, §15.0575, subdivision 3 (2004~~9~~) and the Commissioner's Plan, shall 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 in the MnSCU system,
4. Expense Allowance for the board chair. This allowance shall be set annually by the board.

1
2 Per diem and expenses may be provided for attendance at national conferences or meetings of higher
3 education organizations in which MnSCU is a member. Per diem and expense reimbursement also may
4 be provided for attendance at other meetings related to college and university issues or legislative
5 hearings when approved by the board chair. All expenses for out of state travel require prior approval of
6 the board chair.

7
8 Requests for reimbursement of expenses and per diems shall be signed by the trustee.

9
10 **Part 3. Powers and Duties.**

11
12 **Subpart A. General Statutory Authority.** The general authority of the board is set forth at Minnesota
13 Statutes §136F.06, subdivisions 1 and 2 (20049) which state:

14
15 *"Subdivision 1. General authority. The board shall possess all powers necessary to govern the state*
16 *colleges and universities and all related property. Those powers shall include, but are not limited to, those*
17 *enumerated in this section. The board shall prescribe conditions of admission, set tuition and fees,*
18 *approve programs of study and requirements for completion of programs, approve the awarding of*
19 *appropriate certificates, diplomas, and degrees, enter into contracts and other agreements and adopt*
20 *suitable policies for the institutions it governs. To the extent practicable in protecting statewide interests,*
21 *the board shall provide autonomy to the campuses while holding them accountable for their decisions.*
22 *Sections 14.01 to 14.47 do not apply to policies and procedures of the board.*

23
24 *Subd. 2. Governance authority. The board shall have the authority needed to operate and govern the*
25 *state colleges and universities unless otherwise directed or prohibited by law. The board is responsible for*
26 *its operations and necessary decisions unless these are specifically delegated by law to a state department*
27 *or agency."*

28
29 **Subpart B. Board of Trustees Office and Staff Support.** The board shall establish an office of the
30 trustees and may employ staff to support its administrative operation.

31
32 **Part 4. Officers of the Board.**

33 **Subpart A. Officers.** The officers of the board shall consist of a chair, vice chair, and treasurer. The
34 chair, vice chair and treasurer shall be elected from the members of the board.

35
36 **Subpart B. Terms of Office.** The chair, vice chair, and treasurer of the board shall be elected for a one-
37 year term. An officer's term shall commence on ~~August~~ July 1, or upon the office becoming vacant,
38 whichever is earlier. No trustee shall hold the same office for more than three consecutive terms.

39
40 **Subpart C. Duties and responsibilities.** The duties and responsibilities of the officers of the board are
41 as follows:

- 42
43 1. The chair shall call, set the agenda for, and preside at all meetings of the board. Any matter
44 requiring committee consideration that does not fall within the described duties of any
45 committee or falls within the described duties of more than one committee shall be assigned to a

1 committee by the chair. The chair shall recommend an annual board operations budget and
2 budget increases to the executive committee for approval. At the request of the chair, the vice
3 chair or another member of the board may preside at meetings of the board. The chair shall
4 name all members to standing and ad hoc committees, and appoint the chair and vice chair of
5 each standing and ad hoc committee. The chair shall establish all ad hoc committees and
6 describe the charge of the ad hoc committees. The chair shall fill standing and ad hoc committee
7 vacancies. The chair shall approve or disapprove requests by the chancellor to accept
8 reimbursement of travel or meals from outside sources when required by Minnesota Statutes
9 §43A.38 (2009).

- 10 2. The vice chair, in the absence of the chair, shall perform the duties ordinarily performed by the
11 chair.
12 3. The duties and responsibilities of the treasurer shall be to act on behalf of the board in making
13 certain that the chancellor keeps accounts necessary to the operation of the board.
14

15 **Subpart D. Election of Officers.** The election of officers shall be conducted at the annual meeting of
16 the board. Any board member who wishes to run for a position as an officer shall submit his/her name
17 in writing to the board office at least thirty days prior to the date of the election. The board office shall,
18 at least 25 days prior to the date of election, mail to each board member a list of candidates.
19 Nominations from the floor shall be received at the annual meeting.
20

21 The election for each officer of the board shall be conducted separately in the following manner: (a) If
22 there is one nominee, voting shall be by acclamation or, on request, by roll call. (b) If there are two or
23 more nominees, the vote shall be by roll call with the individual receiving a majority of the votes being
24 elected.
25

26 **Subpart E. Board Officer Vacancies.** In the event of a vacancy of any officer of the board, an election
27 shall be held for the unexpired term at the earliest possible meeting of the board following the
28 notification of all members of the vacancy. Any board member who wishes to run for a position as an
29 officer shall submit his/her name in writing to the system office at least twenty-one days prior to the
30 date of election. At least eighteen days prior to the date of election, the board office staff shall mail a list
31 of candidates to each board member. Nominations from the floor shall be received at any meeting where
32 an election occurs.
33

34 **Subpart F. Secretary to the Board.** A member of the chancellor's staff shall be appointed by the board
35 as the secretary to the board. The duties and responsibilities of the secretary shall be to act on behalf of
36 the board in making certain that the records of the board are properly kept. The secretary shall be
37 responsible for keeping a fair and full record of the proceedings in compliance with Minnesota law and
38 shall insure that these records be properly duplicated and distributed.
39

40 **Part 5. Standing Committees, Committees, and Working Groups of the Board.** The board
41 establishes the standing committees at subparts A through G and may establish additional standing
42 committees as necessary. A joint meeting of standing committees may be scheduled only after prior
43 consultation with the board chair.
44

1 All members of the board shall serve as ex-officio members of every committee to which they are not
2 appointed. The ex-officio members are granted the right to fully participate in committee discussion and
3 deliberations, but do not have the power to vote and are not to be included for purposes of a quorum.
4

5 **Subpart A. Executive Committee.** The executive committee of the board shall consist of not fewer
6 than five and not more than seven trustees, and shall include the chair, the vice chair, the treasurer, the
7 past chair if that person continues to serve as a trustee, and is available to serve, and additional trustees
8 as determined by the chair. The board chair and vice chair shall serve as chair and vice chair respectively
9 of the executive committee. The executive committee shall meet during periods between regular
10 meetings of the board at the call of the chair. The executive committee is charged with conducting
11 ongoing reviews of board operations procedures, assisting board members with ethical and legal
12 obligations and board development. The executive committee may act on those issues delegated to it by
13 the full board and shall consider issues that require attention prior to the next regular board meeting.
14 The executive committee shall not have the authority to act on behalf of the board unless specifically
15 delegated by the board except in the case of an emergency which, in the judgment of the chair, requires
16 action more immediately than an emergency meeting of the board can be called. In such instances, the
17 chair shall report to members of the board as soon as possible after the emergency and seek ratification
18 of emergency actions at the next possible meeting. The executive committee shall approve the annual
19 operating budget for the board office, subject to the regular budget review and approval procedures of
20 the facilities/finance committee and the board. The executive committee periodically shall review the
21 budget and provide a year end report to the board at the conclusion of the fiscal year.
22

23 | **Subpart B. Finance ~~and~~ Facilities and Technology Committee.** The finance ~~and~~ facilities ~~and~~
24 ~~technology~~ committee of the board shall consist of no fewer than five members to be appointed by the
25 | chair annually. The finance ~~and~~ facilities ~~and~~ technology committee is charged with oversight of all
26 systemwide fiscal; ~~and~~ facility ~~and~~ technology matters. This includes biennial budget development,
27 tuition, allocation formula, ~~technology policy and resources~~ and capital budget requests.
28

29 **Subpart C. Human Resources Committee.** The human resources committee of the board shall
30 consist of no fewer than five members to be appointed by the chair annually. The human resources
31 committee is charged with oversight of all system personnel policies for excluded administrators, student
32 employees and collective bargaining agreements throughout the system.
33

34 **Subpart D. Academic and Student Affairs Committee.** The academic and student affairs committee
35 of the board consists of no fewer than five members to be appointed by the chair annually. The
36 academic and student affairs committee is charged with oversight of all system academic and student
37 service policy. This includes program approval, academic standards, transfer policy, institutional names,
38 and systemwide strategic planning.
39

40 **Subpart E. Audit Committee.** The audit committee of the board consists of no fewer than three
41 members to be appointed by the chair of the board annually. The committee shall meet at the call of its
42 chair. The audit committee is charged with oversight of internal and external audits of all system
43 functions including individual campus audits. The board may hire an executive director of internal
44 auditing and other auditors who shall report directly to the committee and the board. Committee
45 members shall receive training annually on their auditing and oversight responsibilities.

1 The audit committee is responsible for overseeing the service of internal and independent auditors.
2 Policy 1D governs the Office Internal Auditing. The committee has the following responsibilities for
3 independent auditors:
4

5 1. Oversee the process for selecting independent auditors. The committee shall select one or more
6 independent auditors to audit system-level or institutional financial statements and recommend their
7 appointment to the board. An independent audit firm may not be appointed to a particular engagement
8 for more than six consecutive years.

9 2. Review any non-audit services proposed by independent auditors under contract for audit services.
10 The board must approve in advance any non-audit services to be provided by independent auditors
11 under contract for audit services unless the scope of non-audit services is completely distinct from the
12 scope of the audit engagement.

13 3. Review and discuss the results of each audit engagement with the independent auditor and
14 management prior to recommending that the board release the audited financial statements.
15

16 **Subpart F. Advancement Committee.** The advancement committee of the board consists of no fewer
17 than five members to be appointed by the chair of the board annually. The advancement committee is
18 charged with promotion, recruitment, development, and government relations.
19

20 **Subpart G. Diversity and Multiculturalism Committee.** The diversity and multiculturalism
21 committee of the board consists of no fewer than five members to be appointed by the chair of the
22 board annually. The diversity and multiculturalism committee is charged with oversight of ongoing
23 endeavor and strategic planning to better serve all Minnesotans toward increased growth, progress, and
24 appreciation of traditionally underserved students, faculty, and staff throughout the system.
25

26 **Subpart H. Technology Committee.** The technology committee of the board consists of no fewer
27 than five members to be appointed by the chair of the board annually. The technology committee is
28 charged with oversight of all system information technology policies and resources.
29

30 **Subpart ~~H~~ I. Working Groups.** Following consultation with the chair, the chair of a standing
31 committee may appoint a working group composed of members of the board and/or members of the
32 public to advise on issues of concern to the committee. The term of a working group shall not exceed
33 one year.
34

35 **Part 6. Meetings of the Board.**

36

37 **Subpart A. Types of Meetings.** The board shall have an annual meeting, regular meetings, and, if
38 necessary, special meetings and emergency meetings. Notice of meetings shall be provided in accordance
39 with Minnesota Statutes, ch.13 D (2009), the Minnesota Open Meeting Law.
40

- 41 1. Annual meeting. An annual meeting will be held during the month of ~~July~~ June. At the annual
42 Meeting the board shall elect officers, establish a calendar of regular board and committee
43 meetings, and consider other business as appropriate.
- 44 2. Regular meetings. Regular meetings of the board shall follow the calendar established at the

1 Annual meeting. Regular meetings shall include approval of minutes, report of the chair, report
2 of the chancellor, reports from standing committees, reports from special committees, and other
3 business.

- 4 3. Special meetings. A special meeting of the board to consider specific items of business may be
5 called by the chair, and shall be called by the chair at the request of any five members. The
6 secretary shall provide notice of special meetings by posting written notice of the date, time,
7 place and purpose of the meeting in the board's office and by mailing or otherwise delivering
8 notice of the meeting to each board member and each person who has filed a written request for
9 notice of special meetings.
- 10 4. Committee and Working Group Meetings. Committee meetings and working group meetings
11 shall be scheduled on a regular basis as determined by the chair. All meetings shall be
12 coordinated through the board secretary for purposes of scheduling and providing required
13 public notification.
- 14 5. Emergency Meetings. An emergency meeting is a special meeting called because of
15 circumstances that require immediate consideration of the board. If an emergency meeting is
16 required, the secretary shall make good faith efforts to provide notice of the meeting according
17 to the provisions of the Minnesota open meeting law.

18
19 **Subpart B. Protocol For Meetings.** Comments and discussion from the general public shall be
20 permitted at the discretion of the chair of the board, subject to approval by the board.

- 21 1. Quorum. A majority of the members of the board or, in the case of a committee, a majority of
22 the members of the committee, shall be necessary to constitute a quorum. Neither the board nor
23 a committee shall take official action without a quorum present.

24
25 In the absence of a quorum, the committee chair shall first determine whether a quorum can be
26 obtained by locating the absent members of the committee. If that is not possible, the committee
27 chair shall assess whether it is possible to postpone the meeting to a later time in order to obtain
28 a quorum. The committee chair may convene the meeting without a quorum if there are
29 exceptional reasons to do so.

- 30
31 2. Minutes. Minutes of the proceedings of the board shall be kept by the secretary, who shall cause
32 them to be printed, bound and preserved and who shall transmit copies to the members of the
33 board, administration, libraries and to other places where it is deemed appropriate. All lengthy
34 reports shall be referred to in the minutes and shall be kept on file as part of the board's records,
35 but such reports need not be incorporated in the minutes except when so ordered by the board.
36 The minutes shall reflect the votes cast in committee meetings on matters recommended to the
37 board for action.
- 38
39 3. Voting. The decision of the majority voting the question shall prevail. Whenever the vote is not
40 unanimous, a member may request a roll call vote. The secretary shall record all votes. A
41 member may abstain from voting. Voting by proxy or by mail shall not be permitted.
- 42
43 4. Open Meetings. All meetings of the board shall be in accordance with Minnesota Statutes ch.
44 §13D, the Minnesota Open Meeting Law. All meetings of the board shall be open to the public
45 except as provided by law, including disciplinary proceedings, employee performance

1 evaluations, consideration of matters protected by the attorney-client privilege or consideration
2 of strategy for labor negotiations.
3

4 ~~The board through the board chair or the committee chair may limit attendees at sessions closed~~
5 ~~pursuant to the Minnesota Open Meeting Law.~~
6

- 7 5. Closed Session Meetings. The board of trustees through the board or committee chair ~~will~~ may
8 limit attendees at sessions closed pursuant to the Minnesota Open Meeting Law to ~~the~~
9 board/~~committee~~ members. Others, including the chancellor, deputy chancellor, appropriate
10 vice chancellors, recorder and legal counsel, may be invited to attend at the discretion of the
11 board chair or standing committee chair if their presence is required by the closed session
12 discussion.
13
- 14 6. Labor Strategy Meetings. A decision to hold a non-public meeting to consider strategy for labor
15 negotiations will be announced at a public meeting of the board, and a written roll of those
16 present will be made available to the public after such a meeting. The proceeding of such a
17 meeting will be tape-recorded and preserved for two (2) years after the contract is signed, and
18 made available to the public after all labor contracts are signed by the board for the current
19 budget period.
20

21 **Subpart C. Agenda.** Agendas for all meetings of the board of trustees shall be prepared by the chair as
22 follows:

- 23 1. Regular Agenda. The board agenda shall be set by the chair. The board shall publish all action
24 items on its regular monthly board agenda. Board action shall be reserved to the published
25 agenda items that are marked for board action and mailed to board members not less than five
26 business days prior to the board meeting.
- 27 2. Action on Non-Agenda Items. Requested board action on unpublished agenda items or
28 published agenda items not marked for action shall be postponed until the next board meeting
29 unless there is a suspension of the rules as provided in Policy 1A.1, Part 6, Subpart DE.
- 30 3. Consent Agenda. The board chair may designate appropriate items to be included on a consent
31 agenda for consideration by the full board. Items suitable for a consent agenda include those that
32 have been considered by a committee, are noncontroversial in nature and do not require further
33 discussion or explanation. Consent agenda items also may include items not requiring committee
34 action, such as honors or commendations issued by the board. Changes to policy, matters
35 requiring public hearing and items requiring a roll call vote shall not be included on a consent
36 agenda. An item listed on a consent agenda shall be removed from the consent agenda upon
37 request by any trustee. Consent agendas shall not be used by board committees.
38
39