

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

BOARD ACTION

PROPOSED AMENDMENTS TO BOARD POLICY 1A.2

BACKGROUND

1 Chair Scott Thiss named a task force chaired by Trustee Michael Vekich to review the board committee
2 structure. The members of the task force are Trustees Dan McElroy and Christine Rice. The task force
3 presented its recommendations during a Board of Trustees study session on April 18, 2012. The
4 recommendations included suggestions that required amendments to Board Policy 1A.2, Part 4, Officers
5 of the Board, and Part 5, Standing Committees, Committees and Working Groups of the Board.
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7 The proposed amendments were presented as a first reading to the Board of Trustees during a study
8 session on May 15, 2012. Following discussion, the following items were agreed upon:
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- 10 • Codify that the chair may call an emergency or special meeting of the board and may cancel a
11 scheduled meeting due to certain circumstances.
- 12 • Clarify that the chair recommends the board's operations budget.
- 13 • The term of any working group may be extended beyond one year with the approval of the chair.
- 14 • The treasurer position will change from an elected office to a responsibility assigned to the chair
15 of the Finance and Facilities Committee.
- 16 • Board members will consult with the chair on ethical obligations.
- 17 • The Advancement Committee will be eliminated and its responsibilities of development and
18 government and public relations will be addressed on an ad hoc basis.
- 19 • The Technology Committee will be eliminated and its responsibilities will be assigned to the
20 Academic and Student Affairs and Finance and Facilities Committees.
- 21 • Change the name of the Diversity and Multiculturalism Committee.
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RECOMMENDED MOTION

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26 The Board of Trustees approves the proposed amendments to Board Policy 1A.2, Parts 4 and 5. The
27 amendments are effective upon adoption.
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30 Date Presented to the Board: June 20, 2012
31 Effective Date: June 20, 2012
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BOARD OF TRUSTEES
MINNESOTA STATE COLLEGES AND UNIVERSITIES

BOARD POLICY	1A.2
CHAPTER ONE SYSTEM ORGANIZATION AND ADMINISTRATION	
Proposed Amendments to Board Policy 1A.2, Board of Trustees Part 4, Officers of the Board and Part 5. Standing Committees, Committees and Working Groups of the Board	

1 **1A.2 BOARD OF TRUSTEES**
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3 **Part 4. Officers of the Board.**

4 **Subpart A. Officers.** The officers of the board shall consist of a chair-and vice chair, ~~and~~
5 ~~treasurer~~. The chair- and vice chair ~~and treasurer~~ shall be elected from the members of the
6 board.

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

11 **Subpart C. Duties and responsibilities of the board chair.** The duties and
12 responsibilities of the ~~officers of the~~ board chair are as follows:

13 1. Meetings.

14 a. The chair shall call, set the agenda for, and preside at all meetings of the
15 board. Any matter requiring committee consideration that does not fall
16 within the described duties of any committee or falls within the described
17 duties of more than one committee shall be assigned to a committee by the
18 chair.

19 b. The chair may call an emergency or special meeting of the board and may
20 cancel a scheduled meeting due to lack of quorum, inclement weather or
21 other exigent circumstances.

22 2. Budget. The chair shall recommend an annual board operations budget and
23 budget increases to the executive committee for approval.

24 3. Appointment authority.

25 a. At the request of the chair, the vice chair or another member of the board may
26 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 shall 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.esota Stat.utes § 43A.38 (2011).

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.

~~3. The duties and responsibilities of the treasurer shall be to [act on behalf of the board in making certain that the chancellor keeps accounts necessary to the operation of the board]~~

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

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

Subpart EF. Board Officer Vacancies. In the event of a vacancy of any officer of the board, an election shall 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 his/her 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

1 board member. Nominations from the floor shall be received at any meeting where an
2 election occurs.

3 **Subpart FG. Secretary to the Board.** A member of the chancellor's staff shall be
4 appointed by the board as the secretary to the board. The duties and responsibilities of the
5 secretary shall be to act on behalf of the board in making certain that the records of the
6 board are properly kept. The secretary shall be responsible for keeping a fair and full
7 record of the proceedings in compliance with Minnesota law and shall insure that these
8 records be properly duplicated and distributed.

9 **Subpart H. Treasurer to the Board.** The chair of the finance and facilities committee
10 shall serve as treasurer. ~~The duties and responsibilities of the~~ The sole duty of the
11 treasurer shall be to act on behalf of the board in making certain that the chancellor keeps
12 accounts necessary to the operation of the board serve as custodian of the special revenue
13 fund as provided under Minn. Stat. § 136F.94 (2011).

14 **Part 5. Standing Committees, Committees, and Working Groups of the Board.** The board
15 establishes the standing committees at subparts A through GG and may establish additional
16 standing committees as necessary. A joint meeting of standing committees may be scheduled
17 only after prior consultation with the board chair.

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

22 **Subpart A. Executive Committee.**

- 23 1. The executive committee of the board shall consist of not fewer than five and not
24 more than seven trustees, and shall include the chair, the vice chair, ~~the treasurer,~~
25 the past chair if that person continues to serve as a trustee, and is available to
26 serve, and additional trustees as determined by the chair.
- 27 2. The board chair and vice chair shall serve as chair and vice chair respectively of
28 the executive committee.
- 29 3. The executive committee ~~shall~~ may meet during periods between regular meetings
30 of the board at the call of the chair.
- 31 4. The executive committee is charged with conducting ongoing reviews of board
32 operations procedures, ~~assisting board members with ethical and legal obligations~~
33 ~~and board development.~~
- 34 5. The executive committee may act on those issues delegated to it by the full board
35 and shall consider issues that require attention prior to the next regular board
36 meeting. The executive committee shall not have the authority to act on behalf of
37 the board unless specifically delegated by the board except in the case of an
38 emergency which, in the judgment of the chair, requires action more immediately

1 than an emergency meeting of the board can be called. In such instances, the chair
2 shall report to members of the board as soon as possible after the emergency and
3 seek ratification of emergency actions at the next possible meeting.

- 4 6. The executive committee shall approve the annual operating budget for the board
5 office, subject to the regular budget review and approval procedures of the
6 facilities/finance committee and the board. The executive committee periodically
7 shall review the budget and provide a yearend report to the board at the
8 conclusion of the fiscal year.

9 **Subpart B. Finance and Facilities Committee.** The finance and facilities committee of
10 the board shall consist of no fewer than five and no more than seven members to be
11 appointed by the chair annually. The finance and facilities committee is charged with
12 oversight of all systemwide fiscal, ~~and~~ facility and technology matters, matters related to
13 system pension plans, and oversight of system/ foundation relations and development.
14 This includes biennial budget development, tuition, allocation formula, ~~and~~ capital
15 budget requests, and annual gifts and grants reports.

16 **Subpart C. Human Resources Committee.** The human resources committee of the
17 board shall consist of no fewer than five and no more than seven members to be
18 appointed by the chair annually. The human resources committee is charged with
19 oversight of all system personnel policies for ~~excluded~~ administrators, student employees
20 and collective bargaining agreements throughout the system, and climate, diversity and
21 equity matters related to system employees.

22 **Subpart D. Academic and Student Affairs Committee.** The academic and student
23 affairs committee of the board consists of no fewer than five and no more than seven
24 members to be appointed by the chair annually. The academic and student affairs
25 committee is charged with oversight of all system academic and student service policy.
26 This includes program approval, academic standards, transfer policy, institutional names,
27 ~~and~~ systemwide strategic planning, diversity and equity matters related to students and
28 academic programs, and academic or student-related technology matters.

29 **Subpart E. Audit Committee.** The audit committee of the board consists of no fewer
30 than three and no more than seven members to be appointed by the chair of the board
31 annually. The committee shall meet at the call of its chair. The audit committee is
32 charged with oversight of internal and external audits of all system functions including
33 individual campus audits. The board ~~may~~ shall hire an executive director of internal
34 auditing and other auditors who shall report directly to the committee and the board.
35 Committee members shall receive training annually on their auditing and oversight
36 responsibilities.

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

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

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

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

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

18 **Subpart F. Diversity and Multiculturalism Equity Committee.** The diversity and
19 ~~multiculturalism equity~~ committee of the board consists of no fewer than five and not
20 ~~more than seven~~ members to be appointed by the chair of the board annually. The
21 diversity and ~~multiculturalism equity~~ committee is charged with oversight of ongoing
22 ~~endeavor and strategic planning to better serve all Minnesotans toward increased growth,~~
23 ~~progress, and appreciation of traditionally underserved students, faculty, and staff~~
24 ~~throughout the system.~~ incorporation of diversity and equity into the work of the system.
25 Annually, the board will assess progress on this charge.

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

30 **Subpart IG. Working Groups.** ~~Following consultation with the chair, the~~
31 The chair of a standing committee may appoint request that the board chair appoint a
32 working group under Part 4, Subpart C.3.d. to advise on issues of concern to the
33 committee. The term of a working group shall not exceed one year.

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36 Date of Adoption: June 20, 2012

37 Date of Implementation: June 20, 2012