

**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**
2

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.

27 b. The chair shall name all members to standing and ad hoc committees, and
28 appoint the chair and vice chair of each standing and ad hoc committee.

1 c. The chair shall establish all ad hoc committees and describe the charge of the
2 ad hoc committees. The chair shall fill standing and ad hoc committee
3 vacancies.

4 d. As needed, the chair may establish an ad hoc group to consult on topics
5 relating to government relations and public affairs.

6 e. The chair may appoint working groups composed of members of the board
7 and/or members of the public to advise on issues of concern to the board or a
8 the committee. The term of a working group shall not exceed one year.

9 4. Other. The chair shall approve or disapprove requests by the chancellor to accept
10 reimbursement of travel or meals from outside sources when required by
11 Minn.esota Stat.utes § 43A.38 (2011).

12
13 **Subpart D. Duties of the vice chair.** The vice chair, in the absence of the chair, shall
14 perform the duties ordinarily performed by the chair.

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

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

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

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

36 **Subpart FG. Secretary to the Board.** A member of the chancellor's staff shall be
37 appointed by the board as the secretary to the board. The duties and responsibilities of the

1 secretary shall be to act on behalf of the board in making certain that the records of the
2 board are properly kept. The secretary shall be responsible for keeping a fair and full
3 record of the proceedings in compliance with Minnesota law and shall insure that these
4 records be properly duplicated and distributed.

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

10 **Part 5. Standing Committees, Committees, and Working Groups of the Board.** The board
11 establishes the standing committees at subparts A through ~~E~~G and may establish additional
12 standing committees as necessary. A joint meeting of standing committees may be scheduled
13 only after prior consultation with the board chair.

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

18 **Subpart A. Executive Committee.**

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

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

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

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

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

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

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

- 37 1. Oversee the process for selecting independent auditors. The committee shall
38 select one or more independent auditors to audit system-level or institutional

1 financial statements and recommend their appointment to the board. An
2 independent audit firm may not be appointed to a particular engagement for more
3 than six consecutive years.

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

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

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

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

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

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

31
32 **RECOMMENDED MOTION**

33 The Board of Trustees approves the proposed amendments to Board Policy 1A.2, Parts 4 and 5
34 as presented. The implementation date of the amendments is July 1, 2012.

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36 *Date of Adoption:*

37 *Date of Implementation:*

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