

## 1.A.2 Board of Trustees

Part 5. Standing Committees, Committees, and Working Groups of the Board. The board establishes the standing committees at subparts A through G 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 shall 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 to be included for purposes of a quorum.

### Subpart A. Executive Committee.

1. The executive committee of the board shall consist of not fewer than five and not more than seven trustees, and shall 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.
2. The board chair and vice chair shall serve as chair and vice chair respectively of the executive committee.
3. The executive committee may meet during periods between regular meetings of the board at the call of the chair.
4. The executive committee is charged with conducting ongoing reviews of board operations procedures.
5. The executive committee 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.
- ~~5-6.~~        The executive committee may act on those issues delegated to it by the full board and shall 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 can be called. 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.
- ~~6-7.~~        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.

## **Charter of the Executive Committee**

### **Purpose:**

The executive committee provides ongoing oversight of the administration of the board. In addition, the executive committee provides a forum for trustees to address all issues of board governance. The executive committee acts on behalf of the Minnesota State Colleges and Universities Board of Trustees on matters delegated to it by the full board and shall consider issues that require attention prior to the next regular board meeting. The executive committee does not act on behalf of the board unless specifically delegated by the board except in the case of an emergency. In such instances, the chair reports to members of the board as soon as possible after the emergency and seek ratification of emergency actions at the next meeting. The executive committee meets at the call of the chair.

### **Committee Structure:**

The members of the executive committee are the chair, the vice-chair, the past chair if still serving on the board and the chairs of the standing committees, which shall not constitute a majority of the board. The chair of the board chairs the Executive Committee.

### **Authority:**

The principal elements of the Charter of the executive committee shall be:

1. Provide advice and counsel to the Chancellor. (This duty is shared with all other board members).
2. Conduct ongoing reviews of board operations procedures.
3. 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.
4. Assure that policies and procedures are in place and being implemented to ensure that the board, and its individual members, operate with the highest ethical standards and integrity, including duties of care and loyalty. Act on unresolved issues of conflict of interest.
5. Recommend proposed board policies not within the purview of other standing committees.
6. Research and identify best practices for boards with an educational mission and recommends particular practices to the board.
7. Design and oversee the orientation process for new trustees so that new trustees may be fully prepared for decision making. Design and implement training for current board members as appropriate.
8. Plan for trustee succession by identifying to the governor desired qualities of a trustee and identifying potential candidates.

9. Ensure that policies and procedures are in place and being implemented to ensure that the committees of the board are fulfilling their obligations as defined by their respective charters. Provide a process for each committee to review and update its charter annually.
10. Review periodically the governance processes, including board organization and structure, frequency of meeting and attendance and make any necessary recommendations to the board in accordance with the Two-Read Policy.
11. Perform a board self-evaluation at least annually.

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

### Part 3. Conflicts Of Interest.

**Subpart A. Disclosure of potential conflicts.** ~~A trustee who in the discharge of official duties would be required to take an action or make a decision that would substantially affect the trustee's financial interests or those of an associated business, unless the effect on the trustee is no greater than on other members of the trustee's business classification, profession, or occupation, must take the following actions~~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 economic interest of themselves, members of their families or others with whom they have a personal or professional relationship, including outside organizations. 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 substantial financial conflict shall:

1. Prepare a written statement describing the matter requiring action or decision and the nature of the potential conflict of interest; and
2. Deliver ~~copies~~ a copy of the statement to the Board chair ~~for distribution to the Board.~~

If a potential substantial financial conflict of interest presents itself and there is insufficient time to provide the written statement under paragraphs 1 and 2, the trustee must orally inform the Board of the potential conflict in open meeting session.

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

**Subpart B. Required actions for trustee with potential conflict of interest.** If a potential conflict of interest arises for a trustee, the Board chair must assign the matter in which the potential conflict arises, if possible, to another trustee or other individual who does not have a conflict of interest.

A trustee with a potential substantial financial conflict of interest shall:

1. Abstain, ~~if possible~~ as described below, from influence over the action or decision in question.
2. File a statement describing the potential conflict and the action taken, if the trustee is not permitted or is otherwise unable to abstain from action in connection with the matter. The statement shall be filed with the Campaign

Finance and Public Disclosure Board, and copied to the Board chair, within a week of the action taken.

~~The Board chair shall promptly distribute copies of the statement to Board members.~~

**Subpart C. 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 With Minnesota State Colleges And Universities.** Except as provided in this part, a trustee shall not seek or accept employment with the system or its colleges or universities 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. Candidacy For Public Office.** Any trustee who announces his or her candidacy for a partisan elective office shall resign effective immediately.

## Trustee Acknowledgment

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

#### 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 economic interest of themselves, members of their families or others with whom they have a personal or professional relationship, including outside organizations. 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 substantial financial conflict shall:

1. Prepare a written statement describing the matter requiring action or decision and the nature of the potential conflict of interest; and
2. Deliver a copy of the statement to the Board chair.

If a potential substantial financial conflict of interest presents itself and there is insufficient time to provide the written statement under paragraphs 1 and 2, the trustee must orally inform the Board of the potential conflict in open meeting session.

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

**Subpart B. Required actions for trustee with potential conflict of interest.** If a potential conflict of interest arises for a trustee, the Board chair must assign the matter in which the potential conflict arises, if possible, to another trustee or other individual who does not have a conflict of interest.

A trustee with a potential substantial financial conflict of interest shall:

1. Abstain, as described below, from influence over the action or decision in question.
2. File a statement describing the potential conflict and the action taken, if the trustee is not permitted or is otherwise unable to abstain from action in connection with the matter. The statement shall be filed with the Campaign Finance and Public Disclosure Board, and copied to the Board chair, within a week of the action taken.

**Subpart C. 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.

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**Part 5. Candidacy For Public Office.** Any trustee who announces his or her candidacy for a partisan elective office shall resign effective immediately.



## **Conflict of Interest Trustee Acknowledgment**

1. I have received and read Board Policy 1C.1 governing Conflict of Interest and agree to observe its terms.
2. I am in compliance with the reporting requirements of the Campaign Finance and Public Disclosure Board.

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Minnesota State Colleges and  
Universities Trustee