



MINNESOTA STATE



Board of Trustees
Executive Committee
Friday, December 2, 2016
8:00 AM
Minnesota State
Fourth Floor, World Trade Room
30 7th Street East, St. Paul, Minnesota

In addition to board members attending in person, additional board members may participate by telephone.

- (1) Call to Order
- (2) Review Role of the Executive Committee
- (3) Draft Board of Trustees Charter
- (4) Adjournment

Executive Committee:

Michael Vekich, chair

Margaret Anderson Kelliher, vice chair

Jay Cowles, treasurer

Elise Bourdeau

Alexander Cirillo

Dawn Erlandson

Bob Hoffman



**Charter of the Board of Trustees
Executive Committee**

Approved March 16, 2016

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.

Charter

Purpose

The Board of Trustees of the Minnesota State Colleges and Universities (Minnesota State) has adopted the following mission statement:

The core commitments of Minnesota State Colleges and Universities are to ensure access to an extraordinary education for all Minnesotans, be the partner of choice to meet Minnesota's workforce and community needs, and deliver to students, employers, communities and taxpayers the highest value/most affordable higher education option.

Authority and Duties

By statute, the board possesses all powers necessary to govern Minnesota State and all related property including prescribing conditions of admission, establishment of fees and tuition, approval of courses of study, approval of the award of degrees and certificates, contracting and the adoption of policies for the institutions comprising Minnesota State.

The board is the governing body responsible for: setting the long-term strategic direction and policy (in consultation with management); overseeing adherence to policy; monitoring progress in meeting strategic goals; appointing the chancellor and assessing his/her performance; appointing the presidents, vice chancellors, and director of Internal Audit; setting the operating budget and making legislative requests (in consultation with management); approving labor contracts and other contracts in excess of \$1 million; and ensuring processes are in place for maintaining the integrity and reputation of Minnesota State and reinforcing a culture of ethics, compliance and risk management.

The basic responsibility of the trustees is to exercise their independent judgment to act in what they reasonably believe to be the best interests of Minnesota State in pursuit of its educational mission.

The board has delegated to the chancellor full authority and responsibility for leadership, management, and operation of the system.

Board Structure

The Board of Trustees of Minnesota State consists of 15 members appointed by the governor with the advice and consent of the senate. The officers of the board consist of a chair and a vice chair, elected from and by the members of the board for a one year term. The board has created six standing committees: Executive, Finance and Facilities, Human Resources, Academic and Student Affairs, Audit, and Diversity, Equity, and Inclusion. The Executive Committee's responsibilities include governance.

Meetings

The board shall have an annual meeting held in June for the election of officers and establishment of the dates and times for monthly meetings. The meetings are held in conformance with the Minnesota Open Meeting Law.

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