

Charter of the Board of Trustees Academic and Student Affairs Committee

Approved March 16, 2016

Purpose:

The Academic and Student Affairs Committee is charged with oversight of all system wide academic and student service matters of the organization.

The Academic and Student Affairs Committee shall not have the authority to act on behalf of the board unless specifically delegated by the board. The Academic and Student Affairs Committee shall meet at the call of the committee chair.

Committee Structure:

The committee will consist of no fewer than five and no more than seven members appointed by the chair of the board annually. The chair and vice chair of the Academic and Student Affairs Committee shall be appointed by the chair of the board.

Authority:

The principal elements of the Charter of the Academic and Student Affairs Committee shall be:

1. Provides advice and counsel to the chancellor. (This duty is shared with all other board members).
2. Preparation of an annual committee workplan.
3. Recommend proposed board policies within the purview of the committee.
4. The committee's oversight includes but is not limited to:
 - Academic programs
 - Academic and program standards
 - Transfer policy
 - Student success programs and strategies
 - Board recognition of instructional excellence
 - Institutional names
 - Educational strategy that proactively addresses future needs
 - Diversity and equity matters related to students and academic programs
 - Academic and student-related technology matters
5. This charter is subject to review annually.

Charter of the Board of Trustees

Audit Committee

Approved March 16, 2016

Purpose:

The Audit Committee shall assist the board in fulfilling its oversight responsibility for MnSCU's system of internal control, the audit process, and compliance with legal and regulatory requirements. The committee provides ongoing oversight of internal and external audits of all system functions including individual campus audits.

Committee Structure:

The committee shall consist of no fewer than three and no more than seven members to be appointed by the chair of the board annually.

Authority:

The principle elements of the Charge of the Audit Committee shall be:

1. Internal Auditing

- Approve decisions regarding the appointment and removal of the executive director who shall report directly to the Audit Committee and board consistent with Board Policy 1A.4.
- Review, at least once per year, the performance of the executive director and concur with the annual compensation and any salary adjustment consistent with Board Policy 1A.4. The performance review process should include input from the chancellor and other key stakeholders.
- Provide input, review, and approve an annual audit plan that is based on a risk assessment(s). The plan shall include all internal auditing and external audit activities planned for the ensuing fiscal year.
- Review and evaluate the effectiveness of MnSCU's internal control system, including information technology security and control. Review and discuss the audit results and management's response to each internal audit report.
- Review with the executive director the internal audit budget, resource plan, activities, and organizational structure of the internal audit function.
- On a regular basis, the audit committee chair or vice chair should meet with the executive director to discuss any matters that they or the executive director believes should be discussed privately.

- The committee has authority to direct the Office of Internal Auditing to conduct any investigations, audits, or other assurance-related projects within its scope of responsibility. It may also direct the office to provide professional advice on any matters within its scope of responsibility.

2. Independent External Audits

The committee shall oversee the services of independent external auditors.

- Oversee the process for selecting and removing independent auditors. The committee shall select one or more independent auditors to audit system-level or institutional financial statements.
- Review any non-audit services proposed by independent external auditors under contract for audit services. The board must approve in advance any non-audit services to be provided by independent auditors under contract for audit services unless the scope of non-audit services is completely distinct from the scope of the audit engagement.
- The audit chair or vice chair should meet with the external auditors to discuss any matters that they or the external auditors believe should be discussed privately.
- Review and discuss the results of each audit engagement with the independent auditor and management prior to recommending that the board release the audited financial statements.

3. Other Responsibilities

The committee shall perform other duties, including:

- The committee has authority to conduct or authorize special audits and investigations into any matters within its scope of responsibility.
- Periodically review and assess the adequacy of the committee charter and request board approval for proposed changes.
- Committee members should obtain annual training on their roles and responsibilities.

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 of the Board of Trustees

Facilities Committee

August 31, 2018

Purpose:

The Board of Trustees is responsible for overall system wide facilities management assurance and is committed to long-term stewardship of the state's physical resources. It is the policy of the Board of Trustees to provide sound administration to safeguard the resources of the State of Minnesota, the system, the colleges and universities and the constituencies they serve and to preserve the long term viability of the colleges, universities and system as a whole.

The Facilities Committee is charged with oversight of all system wide facilities matters of the organization. The committee's scope includes oversight of facilities management of the system so to assure the highest possible quality and efficient use of the system's physical resources including environmental, safety and security matters.

The Facilities Committee shall not have the authority to act on behalf of the board unless specifically delegated by the board. The Facilities Committee shall meet at the call of the committee chair.

Committee Structure:

The committee will consist of no more than five members appointed by the chair of the board annually. The chair and vice chair of the Facilities Committee shall be appointed by the chair of the board.

Authority:

The principal elements of the Charter of the Facilities Committee shall be:

1. Provides advice and counsel to the chancellor. (This duty is shared with all other board members);
2. Assurance of leadership, research and pursuit of best practices in the facilities arena on behalf of the success of all students;
3. Adoption of an annual committee work plan; and
4. Recommend proposed board policies within the purview of the committee.
5. The committee's oversight includes but is not limited to:
 - approval of capital budget requests
 - administration of the system's capital asset program including the design, construction and maintenance program for the built and natural environment with environmental stewardship as a core value
 - Stewardship and management of all real estate

- oversight of college and university administrative programs including the areas of campus housing, dining and parking services (in cooperation with the Finance Committee of the board)
 - oversight of safety and security, occupational health, environment compliance and emergency management strategies and programs
6. This charter is subject to review annually.

Charter of the Board of Trustees

Finance Committee

August 31, 2018

Purpose:

The Board of Trustees is responsible for overall system wide financial management assurance and is committed to long-term stewardship of the state's financial resources. It is the policy of the Board of Trustees to provide sound administration to safeguard the resources of the State of Minnesota, the system, the colleges and universities and the constituencies they serve and to preserve the long term viability of the colleges, universities and system as a whole.

The Finance Committee is charged with oversight of all system wide fiscal and technology matters of the organization. The committee's scope includes oversight of board policies for the administrative, information technology and financial management of the system so to assure the highest possible quality of administrative services, data integrity and the efficient use of the system's financial and information resources.

The Finance Committee shall not have the authority to act on behalf of the board unless specifically delegated by the board. The Finance Committee shall meet at the call of the committee chair.

Committee Structure:

The committee will consist of no fewer than five and no more than seven members appointed by the chair of the board annually. The chair and vice chair of the Finance Committee shall be appointed by the chair of the board.

Authority:

The principal elements of the Charter of the Finance Committee shall be:

1. Provides advice and counsel to the chancellor. (This duty is shared with all other board members);
2. Assurance of leadership, research and pursuit of best practices in the finance and technology arena on behalf of the success of all students;
3. Adoption of an annual committee work plan; and
4. Recommend proposed board policies within the purview of the committee.
5. The committee's oversight includes but is not limited to:
 - the system's biennial budget development
 - annual operating budget establishment and performance
 - the system's tuition and fee structure
 - design and administration of the system's allocation framework
 - administration of financial management polices including financial reporting, scholarships, grant administration, risk management and debt management.

- procurement practices including support of the board's commitment to diverse supplier and vendor participation
 - establishment and administration of the system's pension program and related plans (in cooperation with the Human Resources Committee of the board)
 - college and university foundation relations and development
 - policies related to system technology practices and programs (in cooperation with the Academic and Student Affairs Committee of the board)
 - oversight of college and university administrative programs including the areas of campus housing, dining and parking services (in cooperation with the Facilities Committee of the board)
 - approval of all expenditure and contract actions in accordance with current board policy
6. This charter is subject to review annually.

Charter of the Board of Trustees Human Resources Committee

March 16, 2016

Purpose:

The Human Resources Committee is charged with assisting the Board of Trustees in fulfilling its oversight responsibilities in the arena of personnel policy and compensation. The board acknowledges that to fulfill the mission of the organization, a high level of professionalism and commitment to student success is critical. It further holds that MnSCU will endeavor to nurture a safe, inclusive, and supportive workplace for all faculty, staff, and student employees.

Committee Structure:

The Human Resources Committee of the board shall consist of no fewer than five and no more than seven members to be appointed by the chair of the board annually.

Authority:

The principal elements of the Charter of the Human Resources Committee are:

1. To provide advice and counsel to the chancellor and vice chancellor for Human Resources.
2. The preparation of an annual committee work plan that considers critical Human Resources strategic components (with an eye toward proactive innovation), such as:
 - a. Talent pipeline (succession planning, staff/faculty development, diversity, etc.)
 - b. Workforce trends
 - c. Organizational development
 - d. Search and recruitment processes
 - e. Retention
3. Recommending employment contract (union) negotiation strategies and contract approvals.
4. Recommending employment plan (non-union) approvals.
5. Recommending selection of senior system executives (chancellor, vice chancellors, and college/university presidents).
6. Address additional matters deemed appropriate by the chancellor, vice chancellor for human resources, or the board.

The Human Resources Committee shall not act on behalf of the board unless specifically delegated to do so by the board.

Charter of the Board of Trustees Nominating Committee

August 31, 2018

Purpose:

The Nominating Committee provides the list of candidates for board offices to be used for the election of officers at the board's annual meeting. The Nominating Committee shall choose candidates from those board members who have submitted their names for candidacy as prescribed by Board Policy 1A.2, subpart E. The Nominating Committee shall select a list of nominees that are best suited by experience and temperament to lead a high functioning board. The Nominating Committee, in consultation with the board chair, is also authorized to advise the governor's office on preferred qualifications and attributes for effective trustees.

Committee Structure:

The Nominating Committee shall be comprised of no more than three members appointed by the chair of the board. The chair and vice chair of the Nominating Committee shall also be appointed by the chair for the board.

Authority:

The principal elements of the Charter of the Nominating Committee shall be:

1. Receive nominations from board members interested in serving as officers.
2. Soliciting board members to be candidates for board offices.
3. Determining a list of at least one candidate each for board chair and vice-chair.
4. Transmitting the list of candidates to the board office at least thirty days before the board's annual meeting.
5. Advise the governor's office, in consultation with the board chair, on preferred qualifications and attributes for effective trustees.

Charter of the Board of Trustees Ad Hoc Committee on Outreach and Advocacy

August 21, 2018

Purpose:

The Ad Hoc Committee on Outreach and Advocacy is charged with assisting the Board of Trustees in fulfilling its oversight responsibilities in the arena of key stakeholder engagement and how Minnesota State tells its story, fosters a society-wide understanding of higher education, and articulates its value proposition as an invaluable public good. It will be a communication channel for the board and an opportunity for the board to develop expectations, offer input and oversight, and receive assurances regarding stakeholder engagement. The Ad Hoc Committee shall meet at the call of the committee chair.

Ad Hoc Committee Structure:

The Ad Hoc Committee on Outreach and Advocacy of the board shall consist of no fewer than five members to be appointed by the chair of the board annually.

The Ad Hoc Committee on Outreach and Advocacy shall not act on behalf of the board unless specifically delegated to do so by the board.

The Ad Hoc Committee on Outreach and Advocacy will sunset June 2020 unless the board agrees to extend the timeline or considers making it a standing committee.

Authority:

The principal elements of the Charter of the Ad Hoc Committee on Outreach and Advocacy are:

1. To provide counsel regarding the approach to engaging stakeholders, such as:
 - a. Strategic messaging
 - b. Message delivery channels and coordination across the state
2. To provide advice, counsel, and make recommendations to the chancellor, chief marketing and communications officer and government relations director regarding critical strategic engagement, relationship-building, and cohesive, unified messaging to key stakeholders, such as:
 - a. Students, both current and prospective
 - b. Parents and other influencers
 - c. Government agencies and legislators at both the state and federal level
 - d. Business partners
 - e. Business community leaders
 - f. K-12 partners
 - g. Major foundations and other philanthropic organizations
 - h. Non-profit and community organizations
 - i. Citizens of Minnesota