



MINNESOTA STATE
Board of Trustees

Executive Committee meeting
Minnesota State Colleges and Universities
Jan 5, 2022 8:00 AM - 10:00 AM CST

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Executive Committee
January 5, 2021
8:00am
Virtual Meeting

Interested parties can listen to the live stream of the proceedings from the [Board website](#).

1. Chair's Updates
2. Chancellor's Updates
- 3. Minutes of November 3, 2021**
- 4. Proposed Amendment to Board Policy 1A.2 Board of Trustees (Second Reading)**
5. Proposed Committee Charter Revisions – Executive Committee (First Reading)
6. Review of board manual work

Committee Members:

Jay Cowles, Chair
Rudy Rodriguez, Vice Chair
Roger Moe, Treasurer
Dawn Erlandson
April Nishimura
Cheryl Tefer
Michael Vekich

Bolded items indicate action required.





**Executive Committee
Meeting Minutes
November 3, 2021**

A meeting of the Executive Committee of the Board of Trustees was held on November 3, 2021.

Committee members present: Jay Cowles, Chair; Rudy Rodriguez, Vice Chair; Roger Moe, Treasurer; Dawn Erlandson, April Nishimura, Cheryl Tefer

Committee members absent: Michael Vekich

Other board members present: Asani Ajogun, Victor Ayemobuwa, Kathy Sheran

Staff present: Devinder Malhotra, Chancellor; Kari Campbell, Interim Board Director

The meeting materials are available [here](#). An audio recording of the meeting is available [here](#).

Chair Cowles called the meeting to order at 8:00 a.m.

Chair's Update

Before I call on the Chancellor for remarks, I want provide a reminder that our next board and committee meetings are scheduled for November 16-17. We will meet in a Zoom format for both days and plan to assess returning to in-person format starting with January 2022 meetings.

Chancellor's Updates

As Vice Chancellor Davis shared at the October meeting, we are well underway with our executive searches for the year. The search profiles for the president of Bemidji State University/Northwest Technical College and the Sr. Vice Chancellor for ASA are completed and posted to our website. Advertising and recruitment are in full swing and we are finalizing the search advisory committee rosters and I look forward to joining each of the committees' orientation sessions in the coming weeks. An addition this year to the orientation session is an anti-bias training conducted by our Office of Equity and Inclusion. Trustee Vekich, Vice Chancellor Davis, and I have begun conversations for the search for the Executive Director for Internal Audit and look forward to sharing more details with the board in the coming month.

As I shared during the September retreat, I plan on sharing with the board at the November meeting the FY22 Chancellor/System Office work plan. I shared with you a draft framework that will incorporate what we have learned as a system over the past several years and ties together the work that we are focused on. Since the retreat, the cabinet and I have discussed in depth and made a few noticeable changes. Strategic Objectives were added for Equity 2030 and Financial Sustainability. We also changed 'post-pandemic' to 'transformational change' because the term post-pandemic was too limiting in scope and did not encompass the changes across higher education we are embracing which include not just those we have experienced and responded to during the pandemic. We also adding important foundation elements, namely student success, adapting to external challenges (resiliency), and scale to success.

Agenda Item 4: Proposed Amendment to Board Policy 1A.2 Board of Trustees (First Reading)

Chair Cowles reviewed proposed amendments to Board Policy 1A.2 Board of Trustees and received feedback from committee members. The meeting materials for this item can be found starting on page 2.

This being the first reading of the item, there was no vote taken.

Agenda Item 5: Update on committee effectiveness work

Chair Cowles invited Interim Board Director Campbell to present an update on committee effectiveness work and received feedback from committee members. The meeting materials for this item begin on page 14.

This being an informational item, there was no vote taken.

Agenda Item 4: Review of proposed governance review work

Chair Cowles and Interim Board Director Campbell reviewed the proposed governance review work and received feedback from committee members. The meeting materials for this item begin on page 14.

This being an informational item, there was no vote taken.

Agenda Item 4: Review of proposed FY2022 board training topics

Chair Cowles reviewed proposed FY2022 board training topics and received feedback from committee members. The meeting materials for this item begin on page 15.

This being an informational item, there was no vote taken.

Adjournment

The committee chair adjourned the meeting at 9:36 a.m.

**MINNESOTA STATE
BOARD OF TRUSTEES
Agenda Item Summary Sheet**

Name: Executive Committee

Date: January 5, 2022

Title: Proposed Amendment to Board Policy 1A.2 Board of Trustees (Second Reading)

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

Board Policy 1A.2 was reviewed to change Part 4. Officers of the Board Part 4. Terms of office, specifically the length of term and number of consecutive terms.

Scheduled Presenter(s):

Jay Cowles, Chair

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – SECOND READING

Proposed Amendments To Board Policy 1A.2 Board of Trustees

BACKGROUND

Board Policy 1A.2 Board of Trustees was adopted and implemented by the Board of Trustees on March 21, 1995. The policy was last reviewed in March 2021. The current review was undertaken to change Part 4. Officers of the Board Part 4. Terms of office, specifically the length of term and number of consecutive terms.

RECOMMENDED COMMITTEE MOTION

The Executive Committee approves the proposed amendments to Board Policy 1A.2 Board of Trustees.

RECOMMENDED BOARD MOTION

The Board of Trustees approves the proposed amendments to Board Policy 1A.2 Board of Trustees.

Date Presented to the Executive Committee: January 5, 2022
Date Presented to the Board of Trustees: January xx, 2022
Date of Implementation: January xx, 2022

BOARD POLICY – SECOND READING	
Chapter 1	Chapter Name System Organization and Administration
Section A.2	Policy Name Board of Trustees

Single underlining represents proposed new language.
Strikeouts represent existing language proposed for deletion.

1 **1A.2 Board of Trustees**

2
3 **Part 1. Membership**

4 Membership of the board is defined in Minn. Stat. §136F.02, subdivision 1, as follows:

5
6 *The Board consists of 15 members appointed by the governor, including three members*
7 *who are students who have attended an institution for at least one year and are*
8 *currently enrolled at least half time in a degree, diploma, or certificate program in an*
9 *institution governed by the board. The student members shall include one member from*
10 *a community college, one member from a state university, and one member from a*
11 *technical college. One member representing labor must be appointed after considering*
12 *the recommendations made under section 136F.045. The governor is not bound by the*
13 *recommendations. Appointments to the board are with the advice and consent of the*
14 *senate. At least one member of the board must be a resident of each congressional*
15 *district. All other members must be appointed to represent the state at large. In selecting*
16 *appointees, the governor must consider the needs of the board of trustees and the*
17 *balance of the board membership with respect to labor and business representation and*
18 *racial, gender, geographic, and ethnic composition.*

19
20 *A commissioner of a state agency may not serve as a member of the board.*

21
22 **Part 2. Board Expenses, Per Diem, and Reimbursement**

23 Per diem and expense reimbursement, as authorized in Minn. Stat. §15.0575, subd. 3 and the
24 Commissioner's Plan, must be provided for the following.

- 25 1. Regular, special, emergency board committee and working group meetings,
26 2. Presentations before legislative committees or other legislative bodies as a
27 representative of the board,
28 3. Commencements at college and university campuses within Minnesota State,
29 4. Expense Allowance for the board chair. This allowance must be set annually by the
30 board.

31
32 Per diem and expenses may be provided for attendance at national conferences or meetings of
33 higher education organizations in which Minnesota State is a member. Per diem and expense
34 reimbursement also may be provided for attendance at other meetings related to college and

1 university issues or legislative hearings when approved by the board chair. All expenses for out-
2 of-state travel require prior approval of the board chair.

3
4 Requests for reimbursement of expenses and per diems must be signed by the trustee.

5
6 **Part 3. Powers and Duties**

7
8 **Subpart A. General statutory authority**

9 The general authority of the board is set forth at Minn. Stats. Ch 136F.06, subs. 1 and
10 2 which state:

11
12 *"Subdivision 1. General authority. The board shall possess all powers necessary to govern*
13 *the state colleges and universities and all related property. Those powers shall include,*
14 *but are not limited to, those enumerated in this section. The board shall prescribe*
15 *conditions of admission, set tuition and fees, approve programs of study and*
16 *requirements for completion of programs, approve the awarding of appropriate*
17 *certificates, diplomas, and degrees, enter into contracts and other agreements and*
18 *adopt suitable policies for the institutions it governs. To the extent practicable in*
19 *protecting statewide interests, the board shall provide autonomy to the campuses while*
20 *holding them accountable for their decisions. Sections 14.01 to 14.47 do not apply to*
21 *policies and procedures of the board.*

22
23 *Subd. 2. Governance authority. The board shall have the authority needed to operate*
24 *and govern the state colleges and universities unless otherwise directed or prohibited by*
25 *law. The board is responsible for its operations and necessary decisions unless these are*
26 *specifically delegated by law to a state department or agency."*

27
28 **Subpart B. Board of Trustees office and staff support**

29 The board shall establish an office of the trustees and may employ staff to support its
30 administrative operation.

31
32 **Part 4. Officers of the Board**

33
34 **Subpart A. Officers**

35 The officers of the board consist of a chair and vice chair. The chair and vice chair must be
36 elected from the members of the board.

37
38 **Subpart B. Terms of office**

39 The chair **must be elected for a two-year term and may be elected for a subsequent one-**
40 **year term.** ~~and~~ The vice chair must be elected for a one-year term. An officer's term
41 commences on July 1, or upon the office becoming vacant, whichever is earlier. No trustee
42 shall hold the same office for more than three consecutive **years** terms.
43

1 **Subpart C. Duties and responsibilities of the board chair**

2
3 The duties and responsibilities of the chair are as follows:

- 4 1. Meetings.
- 5 a. The chair shall call, set the agenda for, and preside at all meetings of the
- 6 board. Any matter requiring committee consideration that does not fall
- 7 within the described duties of any committee or falls within the described
- 8 duties of more than one committee must be assigned to a committee by the
- 9 chair.
- 10 b. The chair may call an emergency or special meeting of the board and may
- 11 cancel a scheduled meeting due to lack of quorum, inclement weather or
- 12 other exigent circumstances.
- 13 2. Budget. The chair shall recommend an annual board operations budget and budget
- 14 increases to the executive committee for approval.
- 15 3. Appointment authority.
- 16 a. At the request of the chair, the vice chair or another member of the board
- 17 may preside at meetings of the board.
- 18 b. The chair shall name all members to standing and ad hoc committees, and
- 19 appoint the chair and vice chair of each standing and ad hoc committee.
- 20 c. The chair shall establish all ad hoc committees and describe the charge of the
- 21 ad hoc committees. The chair shall fill standing and ad hoc committee
- 22 vacancies.
- 23 d. The chair may appoint working groups composed of members of the board
- 24 and/or members of the public to advise on issues of concern to the board or
- 25 a committee. The term of a working group must not exceed one year without
- 26 reauthorization by the chair.
- 27 e. The chair shall assist board members with ethical obligations and board
- 28 development.
- 29 4. Other. The chair shall approve or disapprove requests by the chancellor to accept
- 30 reimbursement of travel or meals from outside sources when required by Minn.
- 31 Stat. §43A.38.
- 32

33 **Subpart D. Duties of the vice chair**

34 The vice chair, in the absence of the chair, shall perform the duties ordinarily performed by

35 the chair.

36

37 **Subpart E. Election of officers**

38 The election of the chair and vice chair must be conducted at the annual meeting of the

39 board. Any board member who wishes to run for chair or vice chair shall submit her/his

40 name in writing to the Nominating Committee at least sixty days prior to the date of the

41 annual meeting. The Nominating Committee may also solicit members to be candidates. At

42 least 30 days prior to the date of annual meeting, the Nominating Committee shall deliver

43 to the board office a list of at least one candidate for each office. The board office shall, at

1 least 25 days prior to the date of the election, mail to each board member the list of
2 candidates identified by the Nominating Committee.

3
4 The election for each officer of the board must be conducted separately in the following
5 manner: (a) If there is one nominee, voting must be by acclamation or, on request, by roll
6 call. (b) If there are two or more nominees, the vote must be by secret ballot with the
7 individual receiving a majority of the votes being elected.

8
9 **Subpart F. Board officer vacancies**

10 In the event of a vacancy of any officer of the board, an election must be held for the
11 unexpired term at the earliest possible meeting of the board following the notification of all
12 members of the vacancy. Any board member who wishes to run for a position as an officer
13 shall submit her/his name in writing to the system office at least twenty-one days prior to
14 the date of election. At least eighteen days prior to the date of election, the board office
15 staff shall mail a list of candidates to each board member. Nominations from the floor must
16 be received at any meeting where an election occurs.

17
18 **Subpart G. Secretary to the board**

19 The board shall appoint a member of the chancellor's staff as secretary to the board. The
20 secretary is responsible for acting on behalf of the board in making certain the records of
21 the board are properly kept. The secretary is responsible for keeping a fair and full record of
22 the proceedings in compliance with Minnesota law and shall insure that these records be
23 properly duplicated and distributed.

24
25 **Subpart H. Treasurer to the board**

26 The chair of the Finance Committee shall serve as treasurer. The sole duty of the treasurer
27 is to serve as custodian of the special revenue fund as provided under Minn. Stat. § 136F.94.

28
29 **Part 5. Standing Committees, Committees, and Working Groups of the Board**

30 The board establishes the standing committees identified in subparts A through J and may
31 establish additional standing committees as necessary. A joint meeting of standing committees
32 may be scheduled only after prior consultation with the board chair.

33
34 All members of the board serve as ex-officio members of every committee to which they are
35 not appointed. The ex-officio members are granted the right to fully participate in committee
36 discussion and deliberations, but do not have the power to vote and are not included for
37 purposes of a quorum.

38
39 **Subpart A. Executive Committee**

- 40 1. The Executive Committee of the board consists of not fewer than five and not more
41 than seven trustees, and must include the chair, the vice chair, the past chair if that
42 person continues to serve as a trustee, and is available to serve, and additional
43 trustees as determined by the chair to ensure broad representation.

- 1 2. The board chair and vice chair shall serve as the Executive Committee chair and vice
2 chair respectively..
- 3 3. The Executive Committee may meet during periods between regular meetings of the
4 board at the call of the chair.
- 5 4. The Executive Committee shall also act as a governance committee and as such is
6 charged with oversight of the board’s integrity and effectiveness. The Executive
7 Committee recommends board policies not within the purview of other standing
8 committees, evaluates the effectiveness of the board annually, identifies best
9 practices for boards with an educational mission, reviews the board’s practices with
10 respect to participation and conflict of interest, act on unresolved conflict of interest
11 questions, designs and oversees orientation of new board members and leads in
12 succession planning by identifying, to the governor, qualities to be sought in a
13 trustee and potential new members
- 14 5. The Executive Committee may act on those issues delegated to it by the full board
15 and shall consider issues that require attention prior to the next regular board
16 meeting. The Executive Committee shall not have the authority to act on behalf of
17 the board unless specifically delegated by the board except in the case of an
18 emergency which, in the judgment of the chair, requires action more immediately
19 than an emergency meeting of the board. In such instances, the chair shall report to
20 members of the board as soon as possible after the emergency and seek ratification
21 of emergency actions at the next possible meeting.
- 22 6. The Executive Committee shall approve the annual operating budget for the board
23 office, subject to the regular budget review and approval procedures of the
24 facilities/finance committee and the board. The Executive Committee periodically
25 shall review the budget and provide a yearend report to the board at the conclusion
26 of the fiscal year.

27
28 **Subpart B. Finance Committee**

29 The Finance Committee of the board consists of no fewer than five and no more than seven
30 members to be appointed by the chair annually. The Finance Committee is charged with
31 governance of the short and long term financial strategic conditions and economic health of
32 the system and its colleges and universities. The committee’s scope includes oversight of
33 board policies for the administrative, information technology, and financial management of
34 the system so to assure the highest possible quality of administrative services, data integrity
35 and the efficient use of the system’s information resources. The committee recommends
36 the annual operating and capital budget for the system and its colleges and universities
37 including tuition, fees and allocation decisions, the issuance of debt, and other policy
38 oversight according to its charge in support of academic priorities.

39
40 **Subpart C. Workforce and Organizational Effectiveness Committee**

41 The Workforce and Organizational Effectiveness Committee of the board consists of no
42 fewer than five and no more than seven members to be appointed by the chair annually.
43 The Workforce and Organizational Effectiveness Committee is charged with oversight of all
44 system personnel policies for administrators, and student employees, collective bargaining

1 agreements throughout the system, and climate, diversity and equity matters related to
2 system employees.

3
4 **Subpart D. Academic and Student Affairs Committee**

5 The Academic and Student Affairs Committee of the board consists of no fewer than five
6 and no more than seven members to be appointed by the chair annually. The Academic and
7 Student Affairs Committee is charged with governance and oversight of the academic
8 programs and student services provided at the system’s colleges and universities. The
9 committee’s scope includes oversight of board policies for the all system academic and
10 student services to assure the highest possible quality of academic programming and
11 service to students and the efficient use of the system’s academic and service resources.
12 The committee also provides oversight to systemwide academic and student service
13 strategic planning, diversity and equity matters related to students and academic programs,
14 and academic or student related technology matters.

15
16 **Subpart E. Audit Committee**

17 The Audit Committee of the board consists of no fewer than three and no more than seven
18 members to be appointed by the board chair annually. The committee shall meet at the call
19 of its chair. The Audit Committee is charged with oversight of internal and external audits of
20 all system functions including individual campus audits. The board shall hire an executive
21 director of internal auditing and other auditors who shall report directly to the committee
22 and the board. Committee members must receive training annually on their auditing and
23 oversight responsibilities.

24
25 The Audit Committee is responsible for overseeing the service of internal and independent
26 external auditors. Board Policy 1D.1 governs the Office of Internal Auditing. The committee
27 has the following responsibilities for independent external auditors:

- 28 1. Oversee the process for selecting and removing independent auditors. The
29 committee shall select one or more independent auditors to audit system-level or
30 institutional financial statements and recommend their appointment to the board.
- 31 2. Review any non-audit services proposed by independent auditors under contract for
32 audit services. The board must approve in advance any non-audit services to be
33 provided by independent auditors under contract for audit services unless the scope
34 of non-audit services is completely distinct from the scope of the audit engagement.
- 35 3. Review and discuss the results of each audit engagement with the independent
36 auditor and management prior to recommending that the board release the audited
37 financial statements.

38
39 **Subpart F. Diversity, Equity, and Inclusion Committee**

40 The Diversity, Equity, and Inclusion Committee of the board consists of no fewer than five
41 and not more than seven members to be appointed by the board chair annually. The
42 Diversity, Equity, and Inclusion Committee is charged with oversight of incorporation of
43 diversity and equity into the work of the system. Annually, the board will assess progress on
44 this charge.

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Subpart G. Facilities Committee

The Facilities Committee of the board consists of no more than five members to be appointed by the board chair annually. The Facilities Committee is charged with governance of the short and long term facilities management of the system to assure the highest efficient use of the system’s physical resources. The committee is further charged with oversight of college and university safety and security, occupational health, environment compliance, and emergency management strategies and program and stewardship of all real estate. The committee recommends the annual capital budget for the system and its colleges and universities, and other policy oversight according to its charge in support of academic priorities.

Subpart H. Nominating Committee

The Nominating Committee of the board consists of no more than three members to be appointed by the board chair annually. The Nominating Committee shall meet at the call of its chair. The Nominating Committee is charged with nominating and slating candidates for board chair and board vice chair. The Nominating Committee shall follow Part 4, Subp. E of this policy. 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.

Subpart I. Outreach and Engagement Committee

The Outreach and Engagement Committee of the board consists of no fewer than five members to be appointed by the board chair annually. The Outreach and Engagement Committee is charged with assisting the board in fulfilling its governance responsibilities in the arena of key stakeholder engagement and how Minnesota State tells its story, fosters a society-wide understanding of public higher education systems, and articulates its value proposition as an invaluable public good.

Subpart J. Ad hoc committees and working groups

In accordance with Part 4, Subp. C, 3b, the board chair may appoint ad hoc committees. The chair of a standing committee may request that the board chair consider appointing a working group under Part 4, Subp. C, 3d to advise on issues of concern to the committee.

Part 6. Meetings of the Board

Subpart A. Types of meetings

The board shall have an annual meeting, regular meetings, and, if necessary, special meetings and emergency meetings. Notice of meetings must be provided in accordance with Minn. Stat. Ch. 13D, the Minnesota Open Meeting Law.

- 1. Annual meeting. An annual meeting will be held during the month of June. At the annual meeting the board shall elect officers, establish a calendar of regular board and committee meetings, and consider other business as appropriate.

- 1 2. Regular meetings. Regular meetings of the board must follow the calendar
2 established at the annual meeting. Regular meetings must include approval of
3 minutes, report of the chair, report of the chancellor, reports from standing
4 committees, reports from special committees, and other business.
- 5 3. Special meetings. A special meeting of the board to consider specific items of
6 business may be called by the chair, and shall be called by the chair at the request of
7 any five members. The secretary shall provide notice of special meetings by posting
8 written notice of the date, time, place and purpose of the meeting in the board's
9 office and by mailing or otherwise delivering notice of the meeting to each board
10 member and each person who has filed a written request for notice of special
11 meetings.
- 12 4. Committee and Working Group Meetings. Committee meetings and working group
13 meetings must be scheduled on a regular basis as determined by the chair. All
14 meetings must be coordinated through the board secretary for purposes of
15 scheduling and providing required public notification.
- 16 5. Emergency Meetings. An emergency meeting is a special meeting called because of
17 circumstances that require immediate consideration of the board. If an emergency
18 meeting is required, the secretary shall make good faith efforts to provide notice of
19 the meeting according to the provisions of the Minnesota open meeting law.

20
21 **Subpart B. Protocol for meetings**

22 Comments and discussion from the general public must be permitted at the discretion of
23 the chair, subject to approval by the board.

- 24 1. Quorum. A majority of the members of the board or, in the case of a committee, a
25 majority of the members of the committee, constitutes a quorum. Neither the board
26 nor a committee shall take official action without a quorum present.
- 27 2. In the absence of a quorum, the committee chair shall first determine whether a
28 quorum can be obtained by locating the absent members of the committee. If that is
29 not possible, the committee chair shall assess whether it is possible to postpone the
30 meeting to a later time in order to obtain a quorum. The committee chair may
31 convene the meeting without a quorum if there are exceptional reasons to do so.
- 32 3. Minutes. Minutes of the proceedings of the board are kept by the secretary, who
33 shall cause them to be printed, bound, and preserved and who shall transmit copies
34 to the members of the board, administration, libraries and to other places where it
35 is deemed appropriate. All lengthy reports must be referred to in the minutes and
36 be kept on file as part of the board's records, but such reports need not be
37 incorporated in the minutes except when so ordered by the board. The minutes
38 must reflect the votes cast in committee meetings on matters recommended to the
39 board for action.
- 40 4. Voting. The decision of the majority voting on a question prevails. Whenever the
41 vote is not unanimous, a member may request a roll call vote. The secretary shall
42 record all votes. A member may abstain from voting. Voting by proxy or by mail is
43 not permitted.

- 1 5. Open Meetings. All meetings of the board must be in accordance with Minn. Stat.
2 Ch. 13D, the Minnesota Open Meeting Law. All meetings of the board must be open
3 to the public except as provided by law, including disciplinary proceedings,
4 employee performance evaluations, consideration of matters protected by the
5 attorney-client privilege or consideration of strategy for labor negotiations.
- 6 6. Closed Session Meetings. The board through the board or committee chair may limit
7 attendees to board members for sessions closed pursuant to the Minnesota Open
8 Meeting Law. Others, including the chancellor, deputy chancellor, appropriate vice
9 chancellors, recorder and legal counsel, may be invited to attend at the discretion of
10 the board chair or standing committee chair if their presence is required by the
11 closed session discussion.
- 12 7. Labor Strategy Meetings. A decision to hold a non-public meeting to consider
13 strategy for labor negotiations will be announced at a public meeting of the board,
14 and a written roll of those present will be made available to the public after such a
15 meeting. The proceeding of such a meeting will be tape-recorded and preserved for
16 two (2) years after the contract is signed, and made available to the public after all
17 labor contracts are signed by the board for the current budget period.

18
19 **Subpart C. Agenda**

20 The chair shall prepare agendas for all meetings of the board as follows:

- 21 1. Regular Agenda. The board agenda must be set by the chair. The board shall publish
22 all action items on its regular monthly board agenda. Board action must be reserved
23 to the published agenda items that are marked for board action and distributed to
24 board members not less than five business days prior to the board meeting.
- 25 2. Action on Non-Agenda Items. Requested board action on unpublished agenda items
26 or published agenda items not marked for action must be postponed until the next
27 board meeting unless there is a suspension of the rules as provided in Board Policy
28 1A.1, Part 6, Subp. D.
- 29 3. Consent Agenda. The chair may designate appropriate items to be included on a
30 consent agenda for consideration by the full board. Items suitable for a consent
31 agenda include those that have been considered by a committee, are
32 noncontroversial in nature and do not require further discussion or explanation.
33 Consent agenda items also may include items not requiring committee action, such
34 as honors or commendations issued by the board. Changes to policy, matters
35 requiring public hearing and items requiring a roll call vote must not be included on
36 a consent agenda. An item listed on a consent agenda must be removed from the
37 consent agenda upon request by any trustee. Consent agendas must not be used by
38 board committees.

Related Documents:

- [Board Policy 1A.1](#) Minnesota State Colleges and Universities Organization and Administration (Part 6, Subpart C. Policy adoption)
- [System Procedure 1A.2.2](#) Delegation of Authority
- [Charter of the Board of Trustees](#)

- Executive Committee Charter
- Outreach and Engagement Committee Charter
- Academic and Student Affairs Committee Charter
- Audit Committee Charter
- Facilities Committee Charter
- Finance Committee Charter
- Workforce and Organizational Effectiveness Committee Charter
- Nominating Committee Charter
- Commissioner’s Plan

To view any of the following related statutes, go to the Revisor's Web site (<http://www.revisor.leg.state.mn.us/>). You can conduct a search from this site by typing in the statute number.

- Minn. Stat. 13D.01 Meetings Must be Open to the Public; Exceptions
- Minn. Stat. 15.0575 Administrative Boards and Agencies
- Minn. Stat. 43A.38 Code of Ethics in the Executive Branch
- Minn. Stat. 136F.02 Board of Trustees
- Minn. Stat. 136F.06 Powers and Duties, subd. 1. General authority, and subd. 2. Governance authority

Policy History:

Date of Adoption: 03/21/95
Date of Implementation: 03/21/95
Date of Last Review: 03/17/21

Date & Subject of Amendments:

03/17/21 – In part 5, changed the name of Human Resources Committee to Workforce and Organizational Effectiveness Committee and created a new Part I. Outreach and Engagement Committee. Other technical edits throughout.

08/31/18 – Finance and Facilities Committee was separated into two committees, created a new Part G. Facilities Committee. Added new Part H. Nominating Committee and new Part I. Ad hoc committees and working groups. Subpart E. Elections of Officers was also amended. There were numerous technical edits throughout and applied the new formatting and writing styles to the entire policy.

03/16/16 - Amended Part 5 to update the responsibilities of the standing committees. Formatting changes throughout the policy.

Additional **HISTORY**

**MINNESOTA STATE
BOARD OF TRUSTEES
Agenda Item Summary Sheet**

Name: Executive Committee

Date: January 5, 2022

Title: Proposed Committee Charter Revisions – Executive Committee (First Reading)

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The charter of the Executive Committee was reviewed and revisions are proposed for clarity and accuracy.

Scheduled Presenter(s):

Jay Cowles, Chair

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – FIRST READING

Proposed Committee Charter Revisions – Executive Committee (First Reading)

BACKGROUND

The charter of the Executive Committee was most recently revised in March 2021 to update language related to committee structure. The charter is now being reviewed with proposed revisions within the Authority section of the charter.

RECOMMENDED COMMITTEE MOTION

Motion to be included at second reading.

RECOMMENDED BOARD MOTION

Motion to be included at second reading.

Date Presented to the Executive Committee: January 5, 2022

Date Presented to the Board of Trustees: xx/xx/xx

Date of Implementation: xx/xx/xx



Executive Committee Charter

DRAFT

Approved ~~March 17, 2021~~ January xx, 2022

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 will include the chair, the vice-chair, and the past chair if still serving on the board, and total membership 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.~~ Encourage committee chairs to review committee charters annually for accuracy with input from committee members. Any revisions must be reviewed and approved by the Executive Committee. The Executive Committee will review all committee charters a minimum of every 3 years.
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.

**MINNESOTA STATE
BOARD OF TRUSTEES
Agenda Item Summary Sheet**

Name: Executive Committee

Date: January 5, 2022

Title: Review of board manual work

Purpose (check one):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The goal of this project is to develop a comprehensive set of resources to serve as an orientation handbook and ongoing source of information and reference for all board members. The Executive Committee will provide periodic review and feedback as work progresses.

Scheduled Presenter(s):

Kari Campbell, Interim Board Director

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD INFORMATION ITEM
Review of Board Manual Work

BACKGROUND

At the November 2021 meeting, the Executive Committee heard a proposal to develop a board manual that will serve as an orientation handbook and ongoing source of information and reference for all board members. The Executive Committee will provide periodic review and feedback as work progresses. The manual is proposed to contain the following contents:

- Board structure and operations
 - Board Policies – as relevant to the board and board members
 - Board member roles and responsibilities
 - Role of the Board - Board culture, Board/Management culture
 - Committee structure and current roster
 - Board directory - current roster incl. bios, terms, photos, contact information
 - Meeting calendar
- Overview of Minnesota State
 - Brief history
 - System Leadership – org chart, staff list
 - Current strategic framework or plan
 - List of current key system initiatives
- System Finance and Facilities
 - Overview of board policy framework
 - Operating budget components
 - Current operating budget
- Legal Overview
 - Minnesota State legal framework
 - Policies and Procedures
 - Code of conduct
 - Open Meeting Law/Data Practices Act
- Other information
 - List of common acronyms with explanations
 - FAQ/Glossary

Once completed, board manual materials will be added, revised, and removed as needed to ensure this manual remains an up-to-date resource for all board members. This resource will be built within the existing OnBoard board management software portal. To the extent possible, the manual will link to current information from the primary source, e.g. Minnesota State division and department websites, to ensure access to the most relevant information while minimizing maintenance.