



MINNESOTA STATE
Board of Trustees

Executive Committee meeting
Minnesota State Colleges and Universities
Mar 2, 2022 8:00 AM - 10:00 AM CST

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Executive Committee
March 2, 2022
8:00am
Virtual Meeting

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

1. Chancellor's Updates
2. Chair's Updates
3. **Minutes of January 5, 2022**
4. **Proposed Amendment to Board Policy 1A.2 Board of Trustees (Third Reading)**
5. Proposed Committee Charter Revisions (First Reading)
 - a. Academic and Student Affairs Committee
 - b. Audit Committee
6. Update on Inclusive Board Leadership Plan
7. Update on logistics for upcoming board meetings

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
January 5, 2022**

A meeting of the Executive Committee of the Board of Trustees was held on January 5, 2022.

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

Committee members absent: None

Other board members present: 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 8:03 a.m.

Chair's Update

Welcome to the first meeting of a new year! I hope that trustees and everyone listening in was able to enjoy a restful holiday season. I am also thinking of students, faculty and staff at our campuses as they began a new semester next week. I very much appreciate the ongoing work to ensure the health and safety of the entire Minnesota State community and to support our students' progress toward their educational goals. I want to note for committee members, as well as other trustees who may participate in Executive Committee meetings, that based on the work reviewed at the committee's November 3rd meeting, we will be holding all Executive Committee meetings scheduled for this fiscal year. Please note this on your calendars accordingly. I've asked Kari to distribute the calendar and work plan for the remainder of this year so that you are aware of the topics we anticipate taking up at each meeting.

Before I call on the Chancellor for remarks, I want to note that our next board and committee meetings are scheduled for January 25-26. We will meet in a Zoom format for both days. This decision was made in consultation with the chancellor and is in keeping with current guidance and efforts at campuses to reduce foot traffic as a mitigation response to the recent surge in COVID-19 cases. We will continue to assess returning to in-person format as board meetings continue this spring.

Chancellor's Updates

Thank you, Chair Cowles, Vice Chair Rodriguez, members of the committee, members of the board, who have joined us today.

As the Chair alluded to, this is an exciting time for us. It's a beginning of a new year, the beginning of a new semester, and we are coming out of a little bit of a downtime for most of us with a renewed sense of hope and optimism. However, it becomes increasingly challenging to keep that renewed sense of hope and optimism going, as this pandemic seems to be transforming itself into an endemic. In that regard, we are still pursuing our twin goals of keeping our campuses open, in different modalities, so that our students can continue their educational journey, while also keeping our faculty staff and students safe.

As we came out of Thanksgiving break, we asked our campuses to reduce the foot traffic with whatever strategies they thought were best suited for their campuses as a mitigation strategy for the expected surge for the Omicron variant, and I must say our campuses responded. They finished the semester successfully.

And so, as we start the spring semester, our stance has not changed from how we ended the fall semester. We are still asking our campuses that, as our students come back and we open for classes next week, we reduce foot traffic as much as possible. We continue to pursue our teaching and learning goals while keeping our campuses safe. As this pandemic has emerged over the last two years, there has been a lot of learning which has occurred, and it has created a little more capacity, I should say, where we are adapting to the changing public health data and information with each new wave of this pandemic.

We have continued to look at the CDC guidance and to consult with Minnesota Department of Health to make sure we are utilizing their information and recommendations as part and parcel of our mitigation strategies. Over the holidays, the CDC announced changes in the quarantine period so there is still additional clarity needed. We will incorporate this into our mitigation strategies.

We will provide an update to you in the next board meeting about COVID response and strategies, but even before the board meeting, it's our intent to send you a written update. As the new information evolves and we move into the next week when our campuses open up, we can also give you an update with regard to the COVID response. Even though COVID has taken a lot of our time and effort, there is also the work of strategically positioning the system for the long haul that has continued even during the pandemic. I want to assure the committee and the board that we want to make sure that we don't miss out on this opportunity for such positioning.

As you know, last fall we created a new unit on workforce development and brought on Larry Lundblad as the Executive Director of Workforce Development. This unit has been

working along with the Minnesota Health Center for Excellence and with the governor's office and governance team, in initially training 300 National Guard members. They have also put in place additional training for another thousand National Guard members. This is in full force and proceeding effectively. It is being led by our Minnesota Health Center for Excellence and by our colleges and universities. It will be done in a very short period of time, so that's very exciting.

In the next few months, we will also focus increasingly more on providing access to data and data analytics to our colleges and universities, so that they can make and utilize that information for their own strategic positioning. Secondly, and more importantly, given the length of the pandemic, the importance of monitoring campus climate and campus stress levels has become increasingly important, so we will focus on that.

There are three executive searches currently underway, which are all proceeding well. We will likely interview by mid-February for both the presidency position for Bemidji State University and Northwest Technical College and the Senior Vice Chancellor for Academic and Student Affairs. They've identified the semi-finalists who will be interviewed by the committees. We hope to bring the finalists back for campus and system office visits in mid-February, and we are still on track for bringing that recommendation to the Board in March. Lastly, the search for the Executive Director of Internal Auditing has been lagging a little bit behind, but is proceeding smoothly. That is a little more abbreviated process and is being shared with trustees.

I conclude my remarks and welcome any questions, comments or observations.

Agenda Item 3: Minutes of November 3, 2021

Chair Cowles asked if there are any changes or amendments to the minutes then asked for a motion to approve. Trustee Moe made the motion and Vice Chair Rodriguez provided a second. A roll call vote was conducted and the minutes were approved unanimously.

Agenda Item 4: Proposed Amendment to Board Policy 1A.2 Board of Trustees (Second 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 5.

The committee agreed to defer voting on this item, which will be brought back for a third reading at the March 2, 2022 Executive Committee meeting.

Agenda Item 5: Proposed Committee Charter Revisions – Executive Committee (First Reading)

Chair Cowles reviewed proposed amendments to the Executive Committee charter. The meeting materials for this item begin on page 17.

The committee voted unanimously to suspend the rules as provided in Board Policy 1A.1, Part 6, Subp. D. to allow voting on an item after one reading.

Chair Cowles asked committee members to consider the following recommended committee motion:

The Executive Committee approves the proposed amendments to the charter of the Executive Committee.

Trustee Vekich made the motion and Trustee Moe seconded. A roll call vote was conducted. The vote was as follows:

Trustee Cowles	Yes
Trustee Erlandson	Yes
Trustee Moe	Yes
Trustee Nishimura	Yes
Trustee Rodriguez	Yes
Trustee Tefer	Yes
Trustee Vekich	Yes

The committee voted to approve the recommended motion.

Agenda Item 6: Review of board manual review work

Chair Cowles invited Interim Board Director Campbell to review the proposed board manual review work. Committee members provided feedback. The meeting materials for this item begin on page 21.

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

Adjournment

The committee chair adjourned the meeting at 9:00 a.m.

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

Name: Executive Committee

Date: March 2, 2022

Title: Proposed Amendment to Board Policy 1A.2 Board of Trustees (Third 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 – THIRD 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: *March 2, 2022*
Date Presented to the Board of Trustees: *March xx, 2022*
Date of Implementation: *March xx, 2022*

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

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: March 2, 2022

Title: Proposed Committee Charter Revisions - Academic and Student Affairs 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 Academic and Student Affairs Committee has been reviewed as part of FY2022 review of all committee charters for clarity and accuracy.

Scheduled Presenter(s):

Cheryl Tefer, Academic and Student Affairs Committee Chair

Ron Anderson, Senior Vice Chancellor for Academic and Student Affairs

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – FIRST READING

Proposed Committee Charter Revisions - Academic and Student Affairs Committee

BACKGROUND

The charter of the Academic and Student Affairs Committee has been reviewed as part of FY2022 review of all committee charters for clarity and accuracy. Committee chairs and vice chairs worked with staff leads to draft proposed revisions which were then reviewed by all committee members. Proposed revisions are included in the meeting materials.

RECOMMENDED COMMITTEE MOTION

The Executive Committee recommends the Board of Trustees adopt the revised charter for the Academic and Student Affairs Committee.

RECOMMENDED BOARD MOTION

The Board of Trustees approves the revised charter for the Academic and Student Affairs Committee.

Date Presented to Executive Committee: 3/2/2022 (First Reading)

Date Presented to the Board of Trustees: TBD

Date of Implementation: TBD

Academic and Student Affairs Committee Charter

Approved March ~~16, 2016~~ x, 2022

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 meet at the call of the committee chair.

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

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 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:
 - [Diversity and equity matters related to students and academic programs](#)
 - Academic programs
 - Academic and program standards
 - Transfer policy
 - [Student success programs and strategies](#)
 - [Monitoring progress toward educational equity](#)
 - [Strategic enrollment management](#)
 - [Institutional accreditation](#)
 - Board recognition of [instructional scholarship, teaching, and service](#) excellence
 - Institutional names, [missions, and visions](#)
 - 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.~~

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

Name: Executive Committee

Date: March 2, 2022

Title: Proposed Committee Charter Revisions – Audit 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 Audit Committee has been reviewed as part of FY2022 review of all committee charters for clarity and accuracy.

Scheduled Presenter(s):

Michael Vekich, Audit Committee Chair

Eric Wion, Executive Director, Office of Internal Auditing

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – FIRST READING

Proposed Committee Charter Revisions - Audit Committee

BACKGROUND

The charter of the Audit Committee has been reviewed as part of FY2022 review of all committee charters for clarity and accuracy. Committee chairs and vice chairs worked with staff leads to draft proposed revisions which were then reviewed by all committee members. Proposed revisions are included in the meeting materials.

RECOMMENDED COMMITTEE MOTION

The Executive Committee recommends the Board of Trustees adopt the revised charter for the Audit Committee.

RECOMMENDED BOARD MOTION

The Board of Trustees approves the revised charter for the Audit Committee.

Date Presented to Executive Committee: 3/2/2022 (First Reading)

Date Presented to the Board of Trustees: TBD

Date of Implementation: TBD



Audit Committee Charter

Approved ~~March 16, 2016~~X, 2022

Purpose:

The Audit Committee shall assist the board in fulfilling its oversight responsibility for ~~MnSCU's~~Minnesota State's system of internal control, the audit process, risk management, 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 principal elements of the Charge of the Audit Committee shall be:

1. Internal Auditing

- Approve decisions regarding the appointment and removal of the ~~executive director~~chief audit officer -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~~ chief audit officer 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 internal auditing 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~~Minnesota State'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~~chief audit officer 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~~chief audit officer to discuss any matters that they or the ~~executive director~~chief audit officer 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.

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

Name: Executive Committee

Date: March 2, 2022

Title: Update on Inclusive Board Leadership Plan

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The Executive Committee will receive an update on the inclusive leadership plan drafted and implemented early last year to support ongoing board and trustee development.

Scheduled Presenter(s):

Rudy Rodriguez, Vice Chair

Andriel Dees, Vice Chancellor for Equity and Inclusion

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD INFORMATION ITEM

Update on Inclusive Board Leadership Plan

BACKGROUND

In January 2021, the Executive Committee reviewed a proposal presented by Trustee Rodriguez to provide board training focused on board and trustee development in the area of diversity, equity, and inclusion. The plan was based in three areas of interest: delivering on Minnesota State’s Equity 2030 plan; supporting the business case for diversity, equity, and inclusion; and, focusing on trustee development and leading by example in this area. The plan focused on the following learning objectives for trustees:

- Build self-awareness and learning journey about different dimensions of diversity
- Demonstrate leadership commitment to diversity, equity, inclusion, and belonging
- Begin to embed inclusive leadership key learning in key trustee decision-making process
- Help trustees become allies for underrepresented populations

The plan included facilitated sessions that included an introduction to the Intercultural Development Continuum and administration of the Intercultural Development Inventory (IDI) assessment tool to engage the Minnesota State Board of Trustees in continuing their ongoing development in diversity, equity and inclusion. This work also included facilitated individual debrief sessions to review profiles and development plans and a group debrief session to provide feedback and facilitate goal setting.

The committee will receive an update on proposed next steps in ongoing board and trustee development efforts to ensure the board achieves the stated learning objectives.

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

Name: Executive Committee

Date: March 2, 2022

Title: Update on logistics for upcoming board meetings

Purpose (check one):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The Executive Committee will receive an update on logistics for upcoming board meetings and will have an opportunity to provide comments and feedback.

Scheduled Presenter(s):

Jay Cowles, Chair