



MINNESOTA STATE
Board of Trustees

Executive Committee meeting
Minnesota State Colleges and Universities
System office, Conference Room 3310, 3rd floor
Jun 1, 2022 8:00 AM - 10:00 AM CDT

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Executive Committee
June 1, 2022
8:00 a.m.
Conference Room 3310, 3rd floor

1. Chancellor's Updates
2. Chair's Updates
3. **Minutes of May 4, 2022**
4. **Proposed Committee Charter Revisions (Second Reading)**
 - a. **Finance and Facilities Committee**
 - b. **Outreach and Engagement Committee**
 - c. **Workforce and Organizational Effectiveness Committee**
5. Proposed Amendment to Board Policy 1A.2 Board of Trustees (First Reading)
6. **Revised FY2023 and Proposed FY2024 meeting calendar (Second Reading)**

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
May 4, 2022**

A meeting of the Executive Committee of the Board of Trustees was held on May 4, 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, Executive Director

The meeting materials are available [here](#).

Chair Cowles called the meeting to order at 8:01 a.m.

Chancellor's Updates

Chair Cowles, Vice Chair Rodriguez, and trustees

My update is brief today and is focused on the remaining less than two weeks of the legislative session.

- It is expected that the final hurdle will be completed today to set up negotiation on the higher education bill as it is expected to pass the Minnesota Senate
- The good news is that the bill is not traveling with any other bill and that the legislature last week reached an agreement with the Governor on the frontline worker pay and unemployment insurance which was a major hurdle this session
- The challenge now is to settle the significant fiscal differences in the next two weeks
- Overall for higher education, the Governor allocated \$129 million, the House \$100 million and the Senate \$20 million of diverging priorities so it's fair to say there is work to do

Chair's Update

Thank you, Chancellor, for your remarks.

First off, I want to provide an update on upcoming board vacancies. As you'll recall from the April Executive Committee meeting, we discussed upcoming vacancies – six in total – and reviewed a document detailing characteristics for effective trustees and our current or expected experience gaps. Since that time, all upcoming vacancies have been posted to the Secretary of State's website, under the 'Boards and Commissions' section. As I stated at the April meeting, trustees are welcome to connect with people who they think would be a good candidate for board service to suggest applying. Kari is working with the Secretary of State and Board & Commissions offices to clarify how to ensure we have representation from each congressional district given some residence changes in the past few years. For trustees who may be seeking re-appointment this year, please feel free to reach out to Kari with any questions on that process.

Lastly, I want to report that the Board Office has completed the process of identifying trustees to fill the many requests for trustee attendance at this spring's commencements. I'm pleased to report that we were able to fulfill 30 of those requests, in a few cases by Chancellor and Chancellor's Cabinet members. I am sure I speak for all trustees when I express my excitement to return to campuses for these joyous celebrations. I also want to extend kudos to Amanda Muenzner, our Board Office Coordinator, who deftly managed this process after only a couple months in her role. Kudos, Amanda! And for trustees attending commencements, please check in with Amanda with any questions.

Agenda Item 3: Minutes of April 6, 2022

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 Trustee Tefer provided a second. A roll call vote was conducted and the minutes were approved unanimously.

Agenda Item 4: Proposed Committee Charter Revisions (Second Reading)

a. Diversity, Equity and Inclusion Committee

Chair Cowles invited Vice Chair Rodriguez and Vice Chancellor Andriel Dees to provide an update on changes since the first reading. The meeting materials for this item begin on page 8. Feedback was received from committee members with the following proposed addition, noted below in red text:

Diversity, Equity, and Inclusion Committee Charter

Approved ~~November 18, 2020~~ April xx, 2022

Purpose:

The Diversity, Equity and Inclusion Committee is charged with providing leadership and consultative support to advance continued progress of broad system-wide equity and inclusion goals.

The committee will set priorities, provide guidance, and monitor the implementation of Minnesota State's Equity 2030 Goal. ~~Diversity Equity and Inclusion Tactical Plan~~.

The committee will (a) prioritize diversity, equity and inclusion in academic planning and student outcomes, (b) prioritize compositional diversity in leadership, student body ~~make-up~~, and employee representation, (c) monitor and assess an equity focused hiring/talent management strategy, (d) prioritize programs that support supplier diversity, (e) review programs, activities, policies, and practices to emphasize the equity components of compliance, and other priorities as deemed appropriate by the committee.

Authority:

The principal elements of the Charter of the Diversity, Equity, and Inclusion Committee shall be:

1. Provides advice and counsel to the chancellor. (This duty is shared with all other board members).
2. Preparation/adoption of an annual committee workplan.
3. Recommend proposed board policies within the purview of the committee.
4. The committee's oversight considers critical/strategic Equity and Inclusion components focused on but not limited to:
 - Access for Students from Marginalized Populations
 - Campus Climate
 - Developing a Strategic Equity Lens Review for Policy and Practice
 - Recruit/Retain/Retention of a diverse workforce to include underrepresented populations including but not limited to, BIPOC, Women, Gender identity and expression ~~and~~ Persons with Disabilities, and Veterans
 - Equity in Academic Outcomes
 - Civil Rights and Title IX Compliance
 - Supplier Diversity
5. This charter is subject to an annual review.

Vice Chair Rodriguez made the motion and Trustee Nishimura 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 5: Proposed Committee Charter – Finance and Facilities Committee (First Reading)

Trustee Moe reviewed the proposed committee charter with input from Vice Chancellor Maki. Committee members provided feedback. The meeting materials for this item begin on page 14.

This being a first reading informational item, there was no vote taken.

Agenda Item 6: Proposed Committee Charter Revisions (First Reading)
a. Outreach and Engagement Committee

Trustee Erlandson reviewed the proposed committee charter revisions with input from Noelle Hawton. Committee members provided feedback. The meeting materials for this item begin on page 18.

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

b. Workforce and Organizational Effectiveness Committee

Trustee Soule was not present at the meeting, so Vice Chancellor Davis reviewed the proposed committee charter revisions. Committee members provided feedback. The meeting materials for this item begin on page 21.

This being a first reading informational item, there was no vote taken.

Agenda Item 7: Revised FY2023 and Proposed FY2024 meeting calendar (First Reading)

Chair Cowles called on Executive Director Campbell to walk through the proposed Revised FY2023 and Proposed FY2024 calendar. The meeting materials for this item begin on page 24.

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

Agenda Item 8: Proposed FY2023 Board Operating Budget

Chair Cowles invited Executive Director Campbell to walk through the proposed FY 2023 Board Operating Budget. The meeting materials for this item begin on page 31. Feedback was received from committee members. There was concern with budget amount for trustee development and travel perhaps being low. Chancellor Malhotra stated that, should we come up to budget limits, the Board would have support from the System Office to approve necessary costs.

With this understanding in place, Vice Chair Rodriguez 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 budget.

Adjournment

Chair Cowles adjourned the meeting at 9:01 a.m.

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

Name: Executive Committee

Date: June 1, 2022

Title: Proposed Committee Charter – Finance and Facilities Committee (Second Reading)

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The board approved the merger of the Finance and Facilities Committees at its April 20, 2022 meeting. The existing charters for each committee have been reviewed to draft a new charter for the combined committee.

Scheduled Presenter(s):

Roger Moe, Finance Committee Chair

Bill Maki, Vice Chancellor for Finance and Facilities

Brian Yolitz, Associate Vice Chancellor for Facilities

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – SECOND READING

Proposed Committee Charter – Finance and Facilities Committee

BACKGROUND

The board approved the merger of the Finance and Facilities Committees at its April 20, 2022 meeting. The existing charters for each committee have been reviewed to draft a new charter for the combined committee. Committee chairs and vice chairs worked with staff leads to draft proposed revisions. 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 Finance and Facilities Committee.

RECOMMENDED BOARD MOTION

The Board of Trustees approves the revised charter for the Finance and Facilities Committee.

Date Presented to Executive Committee: 6/1/2022 (Second Reading)

Date Presented to the Board of Trustees: 6/22/2022

Date of Implementation: 6/22/2022



Finance and Facilities Committee Charter
Approved ~~August 31, 2018~~ TBD June 22, 2022

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 and 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 Finance and Facilities Committee is charged with oversight of all system wide fiscal, facilities, 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 and Facilities 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. The Finance and Facilities Committee shall meet at the call of the committee chair.

Authority:

The principal elements of the Charge of the Finance and 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 finance, facilities and technology arena on behalf of the success of all students
3. Adoption of an annual committee work plan
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
 - approval of capital budget requests
 - 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 policies including financial reporting, scholarships, grant administration, risk management and debt management
 - 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
 - procurement practices including support of the board's commitment to diverse supplier and vendor participation in cooperation with the Diversity, Equity & Inclusion Committee of the board
 - establishment and administration of the system's pension program and related plans (in cooperation with the Human Resources Workforce and Organizational Committee of the board)
 - ~~college and university foundation relations and development~~
 - stewardship and management of all real estate
 - oversight of safety and security, occupational health, environment compliance and emergency management strategies and programs
 - 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 revenue fund and auxiliary services~~ 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.

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

Name: Executive Committee

Date: June 1, 2022

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

Scheduled Presenter(s):

Dawn Erlandson, Outreach and Engagement Committee Chair
Noelle Hawton, Chief Marketing and Communications Officer

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – SECOND READING

Proposed Committee Charter Revisions – Outreach and Engagement Committee

BACKGROUND

The charter of the Outreach and Engagement 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 Outreach and Engagement Committee.

RECOMMENDED BOARD MOTION

The Board of Trustees approves the revised charter for the Outreach and Engagement Committee.

Date Presented to Executive Committee: 6/1/2022 (Second Reading)

Date Presented to the Board of Trustees: 6/22/2022

Date of Implementation: 6/22/2022



Outreach and Engagement Committee Charter

Approved ~~March 17, 2021~~ ~~May xx, 2021~~ June 22, 2022

Purpose:

Outreach and Engagement is a committee charged with assisting the Board of Trustees 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. 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 Committee shall meet at the call of the committee chair.

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

Committee Structure:

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

Authority:

The principal elements of the Charter of the Outreach and Engagement Committee 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:
 - Marketing and Communications
 - a. Students, both current and prospective
 - b. Families, mentors, employers, and other influencers
 - Value of Higher Education as a Public Enterprise
 - c. Government agencies and legislators at both the state and federal level
 - Stewardship of Place
 - d. Business / labor partners
 - e. Business / labor community leaders
 - f. Pre-K-12 partners
 - Advancement
 - g. Major foundations and other philanthropic organizations
 - h. Non-profit and community organizations
 - i. Citizens of Minnesota

3. college and university foundation relations and development



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

Name: Executive Committee

Date: June 1, 2022

Title: Proposed Committee Charter Revisions – Workforce and Organizational Effectiveness Committee (Second 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 Workforce and Organizational Effectiveness Committee has been reviewed as part of FY2022 review of all committee charters for clarity and accuracy.

Scheduled Presenter(s):

George Soule, Workforce and Organizational Effectiveness Committee Chair
Eric Davis, Vice Chancellor for Human Resources

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – SECOND READING

Proposed Committee Charter Revisions - Workforce and Organizational Committee

BACKGROUND

The charter of the Workforce and Organizational 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 Workforce and Organizational Committee.

RECOMMENDED BOARD MOTION

The Board of Trustees approves the revised charter for the Workforce and Organizational Committee.

Date Presented to Executive Committee: 6/1/2022 (Second Reading)

Date Presented to the Board of Trustees: 6/22/2022

Date of Implementation: 6/22/2022



Workforce and Organizational Effectiveness Committee Charter

Approved ~~May xx, 2022~~ June 22, 2022

Purpose:

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

The Workforce and Organizational Effectiveness Committee shall not act on behalf of the board unless specifically delegated to do so by the board.

Committee Structure:

The Workforce and Organizational Effectiveness 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 Workforce and Organizational Effectiveness 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 workforce and organizational effectiveness strategies (with an eye toward proactive innovation), such as:
 - a. Talent management (succession planning, staff/faculty development, diversity, and related)
 - b. Workforce trends
 - c. Organizational development
 - d. Recruitment and selection 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.

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

Name: Executive Committee

Date: June 1, 2022

Title: Proposed Amendment to Board Policy 1A.2 Board of Trustees (First 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 5. Standing Committees, Committees, and Working Groups of the Board to reflect the merger of the Finance and Facilities Committees into a single combined committee as approved by board at its April 20, 2022 meeting.

Scheduled Presenter(s):

Jay Cowles, Chair

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – FIRST 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 April 2022. The current review was undertaken to change Part 5. Standing Committees, Committees, and Working Groups of the Board to reflect the merger of the Finance and Facilities Committees into a single combined committee as approved by board at its April 20, 2022 meeting.

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: June 1, 2022

Date Presented to the Board of Trustees: TBD

Date of Implementation: TBD

**MINNESOTA STATE
BOARD OF TRUSTEES**

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 a*
10 *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

- 26 1. Regular, special, emergency board committee and working group meetings,
- 27 2. Presentations before legislative committees or other legislative bodies as a
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

1 reimbursement also may be provided for attendance at other meetings related to college and
2 university issues or legislative hearings when approved by the board chair. All expenses for out-
3 of-state travel require prior approval of the board chair.

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

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

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

10 The general authority of the board is set forth at Minn. Stats. Ch 136F.06, subds. 1 and
11 2 which state:

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

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

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

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

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

34
35 **Subpart A. Officers**

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

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

40 The chair is elected for one two-year term. The chair may not serve consecutive terms. The
41 vice chair is elected for one one-year term. An officer's term commences on July 1, or upon
42 the office becoming vacant, whichever is earlier.

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 B. Finance and Facilities Committee

41 The Finance and Facilities Committee of the board consists of no fewer than five and no
42 more than seven members appointed by the chair of the board annually. The Finance and
43 Facilities Committee is charged with oversight of all system wide fiscal, facilities, and
44 technology matters. The committee’s scope includes oversight of: board policies related to

1 the administrative, technology, and financial management of the system; the annual
2 operating and capital budget for the system and its colleges and universities including
3 tuition, fees and allocation decisions, and the issuance of debt; administration of the
4 system’s capital asset program; stewardship and management of all real estate; safety and
5 security, occupational health, environment compliance and emergency management
6 strategies and programs; and, approval of all expenditure and contract actions in
7 accordance with current board policy.
8
9

10 **Subpart C. Workforce and Organizational Effectiveness Committee**

11 The Workforce and Organizational Effectiveness Committee of the board consists of no
12 fewer than five and no more than seven members to be appointed by the chair annually.
13 The Workforce and Organizational Effectiveness Committee is charged with oversight of all
14 system personnel policies for administrators, and student employees, collective bargaining
15 agreements throughout the system, and climate, diversity and equity matters related to
16 system employees.
17

18 **Subpart D. Academic and Student Affairs Committee**

19 The Academic and Student Affairs Committee of the board consists of no fewer than five
20 and no more than seven members to be appointed by the chair annually. The Academic and
21 Student Affairs Committee is charged with governance and oversight of the academic
22 programs and student services provided at the system’s colleges and universities. The
23 committee’s scope includes oversight of board policies for the all system academic and
24 student services to assure the highest possible quality of academic programming and
25 service to students and the efficient use of the system’s academic and service resources.
26 The committee also provides oversight to systemwide academic and student service
27 strategic planning, diversity and equity matters related to students and academic programs,
28 and academic or student related technology matters.
29

30 **Subpart E. Audit Committee**

31 The Audit Committee of the board consists of no fewer than three and no more than seven
32 members to be appointed by the board chair annually. The committee shall meet at the call
33 of its chair. The Audit Committee is charged with oversight of internal and external audits of
34 all system functions including individual campus audits. The board shall hire a chief audit
35 officer and other auditors who shall report directly to the committee and the board.
36 Committee members must receive training annually on their auditing and oversight
37 responsibilities.
38

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

- 42 1. Oversee the process for selecting and removing independent auditors. The
43 committee shall select one or more independent auditors to audit system-level or
44 institutional financial statements and recommend their appointment to the board.

2. Review any non-audit services proposed by independent 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.
3. 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.

Subpart F. Diversity, Equity, and Inclusion Committee

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

~~**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 HG. 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 H. 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.~~

1 **Subpart H. Ad hoc committees and working groups**

2 In accordance with Part 4, Subp. C, 3b, the board chair may appoint ad hoc committees. The
3 chair of a standing committee may request that the board chair consider appointing a
4 working group under Part 4, Subp. C, 3d to advise on issues of concern to the committee.
5

6 **Part 6. Meetings of the Board**

7
8 **Subpart A. Types of meetings**

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

- 12 1. Annual meeting. An annual meeting will be held during the month of June. At the
13 annual meeting the board shall elect officers, establish a calendar of regular board
14 and committee meetings, and consider other business as appropriate.
- 15 2. Regular meetings. Regular meetings of the board must follow the calendar
16 established at the annual meeting. Regular meetings must include approval of
17 minutes, report of the chair, report of the chancellor, reports from standing
18 committees, reports from special committees, and other business.
- 19 3. Special meetings. A special meeting of the board to consider specific items of
20 business may be called by the chair, and shall be called by the chair at the request of
21 any five members. The secretary shall provide notice of special meetings by posting
22 written notice of the date, time, place and purpose of the meeting in the board's
23 office and by mailing or otherwise delivering notice of the meeting to each board
24 member and each person who has filed a written request for notice of special
25 meetings.
- 26 4. Committee and Working Group Meetings. Committee meetings and working group
27 meetings must be scheduled on a regular basis as determined by the chair. All
28 meetings must be coordinated through the board secretary for purposes of
29 scheduling and providing required public notification.
- 30 5. Emergency Meetings. An emergency meeting is a special meeting called because of
31 circumstances that require immediate consideration of the board. If an emergency
32 meeting is required, the secretary shall make good faith efforts to provide notice of
33 the meeting according to the provisions of the Minnesota open meeting law.
34

35 **Subpart B. Protocol for meetings**

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

- 38 1. Quorum. A majority of the members of the board or, in the case of a committee, a
39 majority of the members of the committee, constitutes a quorum. Neither the board
40 nor a committee shall take official action without a quorum present.
- 41 2. In the absence of a quorum, the committee chair shall first determine whether a
42 quorum can be obtained by locating the absent members of the committee. If that is
43 not possible, the committee chair shall assess whether it is possible to postpone the

- 1 meeting to a later time in order to obtain a quorum. The committee chair may
2 convene the meeting without a quorum if there are exceptional reasons to do so.
- 3 3. Minutes. Minutes of the proceedings of the board are kept by the secretary, who
4 shall cause them to be printed, bound, and preserved and who shall transmit copies
5 to the members of the board, administration, libraries and to other places where it
6 is deemed appropriate. All lengthy reports must be referred to in the minutes and
7 be kept on file as part of the board's records, but such reports need not be
8 incorporated in the minutes except when so ordered by the board. The minutes
9 must reflect the votes cast in committee meetings on matters recommended to the
10 board for action.
- 11 4. Voting. The decision of the majority voting on a question prevails. Whenever the
12 vote is not unanimous, a member may request a roll call vote. The secretary shall
13 record all votes. A member may abstain from voting. Voting by proxy or by mail is
14 not permitted.
- 15 5. Open Meetings. All meetings of the board must be in accordance with Minn. Stat.
16 Ch. 13D, the Minnesota Open Meeting Law. All meetings of the board must be open
17 to the public except as provided by law, including disciplinary proceedings,
18 employee performance evaluations, consideration of matters protected by the
19 attorney-client privilege or consideration of strategy for labor negotiations.
- 20 6. Closed Session Meetings. The board through the board or committee chair may limit
21 attendees to board members for sessions closed pursuant to the Minnesota Open
22 Meeting Law. Others, including the chancellor, deputy chancellor, appropriate vice
23 chancellors, recorder and legal counsel, may be invited to attend at the discretion of
24 the board chair or standing committee chair if their presence is required by the
25 closed session discussion.
- 26 7. Labor Strategy Meetings. A decision to hold a non-public meeting to consider
27 strategy for labor negotiations will be announced at a public meeting of the board,
28 and a written roll of those present will be made available to the public after such a
29 meeting. The proceeding of such a meeting will be tape-recorded and preserved for
30 two (2) years after the contract is signed, and made available to the public after all
31 labor contracts are signed by the board for the current budget period.

32
33 **Subpart C. Agenda**

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

- 35 1. Regular Agenda. The board agenda must be set by the chair. The board shall publish
36 all action items on its regular monthly board agenda. Board action must be reserved
37 to the published agenda items that are marked for board action and distributed to
38 board members not less than five business days prior to the board meeting.
- 39 2. Action on Non-Agenda Items. Requested board action on unpublished agenda items
40 or published agenda items not marked for action must be postponed until the next
41 board meeting unless there is a suspension of the rules as provided in Board Policy
42 1A.1, Part 6, Subp. D.
- 43 3. Consent Agenda. The chair may designate appropriate items to be included on a
44 consent agenda for consideration by the full board. Items suitable for a consent

1 agenda include those that have been considered by a committee, are
2 noncontroversial in nature and do not require further discussion or explanation.
3 Consent agenda items also may include items not requiring committee action, such
4 as honors or commendations issued by the board. Changes to policy, matters
5 requiring public hearing and items requiring a roll call vote must not be included on
6 a consent agenda. An item listed on a consent agenda must be removed from the
7 consent agenda upon request by any trustee. Consent agendas must not be used by
8 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: June 1, 2022

Title: Revised FY2023 and Proposed FY2024 meeting calendar (Second Reading)

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The revised FY2023 and Proposed FY2024 meeting calendar will be reviewed and approved by the Executive Committee.

Scheduled Presenter(s):

Kari Campbell, Executive Director

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – SECOND READING

Revised FY2023 and Proposed FY2024 meeting calendar (Second Reading)

BACKGROUND

The FY2023 meeting calendar has been reviewed and revised with updated information. The FY2024 meeting calendar is presented as a proposed calendar, to be reviewed and revised as needed prior to the beginning of FY2024.

RECOMMENDED COMMITTEE MOTION

The Executive Committee recommends the Board of Trustees approve the revised FY2023 and proposed FY2024 meeting calendar.

RECOMMENDED BOARD MOTION

The Board of Trustees approves the revised FY2023 and proposed FY2024 meeting calendar.

Date Presented to Executive Committee: 6/1/2022 (Second Reading)

Date Presented to the Board of Trustees: 6/22/2022

Date of Implementation: 6/22/2022

FY2023 and FY2024 Board Meeting Dates

The meeting calendar is subject to change. Changes to the calendar will be publicly noticed on the board website.

Revised FY2023 Meeting Calendar

NOTE: if agendas require less time, the second date will be cancelled for joint Board and Leadership Council meetings and the first date will be cancelled for all other meetings

MEETINGS	OTHER IMPORTANT DATES
July 19-20, 2022 Board Meeting/Combined meeting Leadership Council Location: System office	
August 2022 New Trustee Orientation – date TBD pending governor appointments	
September 20-21, 2022 Board Retreat Location: Riverland Community College	
October 5, 2022 Executive Committee October 18-19, 2022 Committee / Board Meetings	<i>ACCT Leadership Congress:</i> October 26-29, 2022, New York
November 2, 2022 Executive Committee November 15-16, 2022 Committee / Board Meetings Combined with Leadership Council Location: TBD	
December 2022 No meetings	

MEETINGS	OTHER IMPORTANT DATES
<p>January 4, 2023 Executive Committee</p> <p>January 24-25, 2023 Committee/Board Meetings Combined meeting with Leadership Council Location: TBD</p>	
<p>February 2023 No meetings</p>	<p><i>ACCT National Legislative Summit: February 5-8, 2023, Washington, D.C.</i></p>
<p>March 1, 2023 Executive Committee</p> <p>March 21-22, 2023 Committee / Board Meetings</p>	
<p>April 5, 2023 Executive Committee</p> <p>April 18-19, 2023 Committee / Board Meetings</p>	<p><i>AGB National Conference on Trusteeship: April 2-4, 2023, San Diego</i></p>
<p>May 3, 2023 Executive Committee</p> <p>May 16-17, 2023 Committee / Board Meetings</p>	
<p>June 7, 2023 Executive Committee</p> <p>June 20-21, 2023 Committee / Board Meetings</p>	

Proposed FY2024 Meeting Calendar

MEETINGS	OTHER IMPORTANT DATES
<p>July 18-19, 2023 Board Meeting/Combined meeting Leadership Council Location: TBD</p>	
<p>August 2023 New Trustee Orientation – date TBD pending governor appointments</p>	
<p>September 19-20, 2023 Board Retreat Location: TBD</p>	
<p>October 4, 2023 Executive Committee</p> <p>October 17-18, 2023 Committee / Board Meetings</p>	<p><i>ACCT Leadership Congress:</i> October 9-12, 2023, Las Vegas</p>
<p>November 1, 2023 Executive Committee</p> <p>November 14-15, 2023 Committee / Board Meetings Combined with Leadership Council Location: TBD</p>	
<p>December 2023 No meetings</p>	
<p>January 3, 2024 Executive Committee</p> <p>January 23-24, 2024 Committee/Board Meetings Combined meeting with Leadership Council Location: TBD</p>	
<p>February 2024 No meetings</p>	

MEETINGS	OTHER IMPORTANT DATES
<p>March 6, 2024 Executive Committee</p> <p>March 19-20, 2024 Committee / Board Meetings</p>	
<p>April 3, 2024 Executive Committee</p> <p>April 16-17, 2024 Committee / Board Meetings</p>	
<p>May 1, 2024 Executive Committee</p> <p>May 21-22, 2024 Committee / Board Meetings</p>	
<p>June 5, 2024 Executive Committee</p> <p>June 18-19, 2024 Committee / Board Meetings</p>	

National Higher Education Conferences:

AGB is the Association of Governing Boards of Universities and College

ACCT is the Association of Community College Trustees