

**MINNESOTA STATE BOARD OF TRUSTEES**  
Executive Committee Meeting Minutes  
March 3, 2021

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**Executive Committee Members Present:** Chair Jay Cowles, Vice Chair Roger Moe, Trustees Alex Cirillo, Dawn Erlandson, Cheryl Tefer, and Michael Vekich, and Chancellor Devinder Malhotra

**Executive Committee Members Absent:** Trustee April Nishimura

**Other Trustees Present:** Asani Ajogun, Rudy Rodriguez, Kathy Sheran, George Soule

**Call to Order**

Chair Cowles called the virtual meeting to order at 8:00am.

**Chair's Updates**

At January's Executive Committee, I shared some thoughts related to the Board's ongoing commitment to adopt practices and agendas that ensure we are responding to emerging challenges in higher education and are focused on the most critical strategic priorities for Minnesota State. One outcome of that meeting is the development of a more extensive series of opportunities for trustees to deepen our knowledge and awareness of unconscious bias and the implications for our board work and Minnesota State policies. We will kick off an initial discussion of this topic during our March board meetings.

As part of our board's commitment to high performance, I also want to undertake a board governance review, last conducted 4-5 years ago. Building off of last summer's board assessment survey and ongoing trustee feedback, I intend that the Executive Committee use this Spring and next Fall to look at meeting practices and agendas, committee communication and process, trustee orientation and development, and other elements that support board effectiveness. The goal is to ensure our structure and practices lead to better meetings and discussions that focus our efforts on the key priorities for the system, and meet the challenge of Equity 2030 in a fast-changing world. I will be bringing topics to this committee throughout the coming year to support this work, and welcome your suggestions as we proceed.

I also want to provide a note about two of today's agenda items for the awareness of committee members. We will be reviewing proposed amendments to Board Policy 1A.2 as well as three proposed committee charter revisions. The proposed changes are a result of discussion and consultation with trustees, the Chancellor and staff. If the Executive Committee supports the amendments and revisions, I will be asking the committee to suspend rules requiring two readings of these changes.

Following these items, Kari Campbell will be introducing a specific proposal for our discussion, aimed at improving our committees' communications among trustees.

As a reminder: our next board and committee meetings are scheduled for March 16-17 in a

Zoom format for both days.

### **Chancellor's Updates**

Chair Cowles, Vice Chair Moe, trustees-

It has been a year now that our colleges and universities have navigated through the COVID pandemic. I'm sure not one of us believed that we would still have such a dramatic hold on how we educate our students. I will share more in my formal remarks to the board in a few weeks, but I want to state it again for the record – how extremely thankful I am to our students, faculty, staff, and campus and system leadership for all that they have done and continue to do amidst the pandemic.

Just as there has been since the beginning – there remains questions on the minds of our campus communities:

- How will we celebrate the end of another academic year, and
- What will summer and fall look like?

Our continued partnership with the MN Department of Health and the MN Office of Higher Education is and will remain critical in the months ahead as additional guidance comes forward to help us in our planning.

As the number of vaccinations administered continued to grow each day across the state, I share the concerns of our faculty and staff about access to vaccines. We continue to share these concerns with our partners at MDH and OHE as they work to ensure access across the state to all Minnesotans.

#### Federal Efforts

We, as many across the country are doing also, watching closely the steps Congress is taking to provide a third coronavirus relief package. The budget reconciliation if passed would quickly distribute funds to our students, and our colleges and universities as they deal with the effects of COVID.

Over the course of the last two weeks, I, along with Trustee Erlandson, have engaged in calls with our federal delegation and had zoom meetings with all ten of our congressional offices and it was great that 7 members of congress were able to join us. I greatly appreciate their engagement and continued support of Minnesota State.

During those discussions, we continued to advocate for flexibility and clarity in the upcoming federal relief package so that it would help return more students to our classroom so we can help them continue their educational journey. As you are aware the third stimulus bill has passed the United States House of Representatives and is under consideration in the Senate. The appropriation in this bill is nearly double of what was in the second stimulus bill and as we get more details I look forward to working with Vice

Chancellor Maki, Finance Chair Moe to bring forward additional background on how this funding will impact our students, our campuses and the communities we serve.

I will have to say Trustee Erlandson knows how to make the sale when it comes to finding resources and I appreciated her time over a two day period.

### State Efforts

Over the past several weeks we have had an opportunity to present both our biannual budget and capital request to the appropriate committees. The legislative session is moving along and we continue to engage with members on a wide variety of issues and without a doubt the recent improvement in the economic outlook will hopefully assist the legislature and Governor to finish their work in few months.

Although I focused mostly on state and federal efforts in our biennial budget requests, even during the pandemic other work has continued. The foundational work around Equity 2030 is going on and executive searches are going fine and I expect to bring two recommendations to the March board meeting. Similarly our colleges and universities are working hard to bring the spring semester to a successful culmination and to begin planning for the fall semester.

### **Proposed Amendments to Board Policy 1A.2 Board of Trustees (First Reading)**

#### Proposal to change Human Resources Committee to Workforce and Organizational Effectiveness Committee

Vice Chancellor for Human Resources Eric Davis shared that after consultation with committee leadership (Committee Chair Vekich, Committee Vice Chair Erlandson, committee president liaisons Presidents Arthur and Parker) and HR division members as well as research into how this work is described in both private and non-profit sectors describe this work. Based on this, the proposal is to amend policy and charter language to use the more modern approach to identifying this work as the Workforce and Organizational Effectiveness Committee. Committee Chair Vekich reiterated the work that went into this recommendation and concurred that the new proposed name better describes this function within the organization.

Trustee Rodriguez noted that from a corporate perspective the words for this function are evolving quickly and that 'workforce of the future' is a common phrase and organizational effectiveness remains top of mind. Trustee Erlandson thanked Committee Chair Vekich and Vice Chancellor Davis for their persistence and leadership in moving language out of the industrial age when people were treated as 'capital' rather than people.

Trustee Tefer asked if there is a plan for updating language across the system to use this new terminology. Chair Cowles reminded the group that board committees do not need to follow the organizational structure of our campuses and system. Vice Chancellor Davis added that there is not a plan to radically change language but that this change will permeate into how we think about and approach this work. Chancellor Malhotra noted that name changes occur when the underlying work and its approach is changing, which has already started with this work. The HR

function across our system is already moving away from just being compliance to be about leadership and talent development, campus climate, better working relationships with employees, etc.

Proposal to change the Outreach and Engagement Committee from ad hoc to standing committee

Committee Chair Erlandson provided some history for the Outreach and Engagement Committee. Prior to the committee's inception the board directed Minnesota State to rebrand the system and develop a more cohesive, strategic approach to communicating the value of public higher education and the Minnesota State story. Developing a committee offered the board an ongoing governance role with this work and allows an appropriate channel to help shape and provide feedback on the work and how Minnesota State is projected to its key stakeholders. Since its inception in 2018 the Outreach and Engagement Committee has met nine times. In addition to learning about the work Minnesota State is doing to engage with external stakeholders to share its story and value proposition to the state of Minnesota and its citizens, the committee has heard from 12 different colleges and universities about how they are engaging with prospective students and outside organizations to secure learning opportunities and support services for their students. In addition, the committee has heard from 12 different community partners such as K-12 districts, non-profits, foundations, and employers who are partnering with our colleges and universities every day to ensure an exceptional education and the support students need to persist. These presentations have served as a vital portal for the board to understand the experiences of individual students, the broader needs they represent within our student population as a whole, and how the colleges and universities are marshalling outside resources to serve them. Given these results, Trustee Erlandson recommends that the committee be made permanent.

Chair Cowles concurred that the Outreach and Engagement Committee has given the Board a valuable forum in which to learn about the work of the colleges and universities, and the partnerships they have developed to advance their efforts. He also noted that the committee has afforded the board a channel within which to regularly be updated about work at the system level to build awareness of Minnesota State and the value it delivers to its students, the communities in which they live and work, and to the state's economic future. Chair Cowles expressed full support for making this committee a standing board committee.

Chief Marketing and Communications Officer Noelle Hawton shared the following language proposed to be added to Policy 1A.2, Part 5:

*Subpart 1. 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.*

Chancellor Malhotra pointed out that the work of this committee spans beyond marketing and communication work and also includes government relations at the state and federal level and

advocacy among non-profit sectors and other governmental entities.

Committee Chair Erlandson extended thanks to both Noelle Hawton and Bernie Omann with Government Relations for their work over the years to keep the board aware and focused on these important functions.

Chair Cowles asked for a motion to suspend the rules to allow board consideration on an item requiring two readings for approval. Trustee Vekich provided the motion with a second from Vice Chair Moe. A roll call vote was conducted and the motion carried unanimously.

Chair Cowles read the following recommendation statement:

*The Executive Committee approves the proposed amendments to Board Policy 1A.2, Board of Trustees changing the name of the Human Resources Committee and changing the current ad hoc committee on Outreach and Engagement to a standing committee and recommends approval by the Board of Trustees.*

Trustee Cirillo provided a motion to forward this to the Board of Trustees with a second from Vice Chair Moe. A roll call vote was conducted and the motion carried unanimously.

Chair Cowles stated that the recommendation will be forwarded to the Board of Trustees for approval at its March 17<sup>th</sup> meeting.

### **Proposed Committee Charter Revisions (First Reading)**

Chair Cowles introduced the next agenda item and noted that committee charters are not part of board policy but are instead an agreement amongst trustees as to the work and scope of each charter. Chair Cowles summarized the changes:

- Executive Committee – remove language that states this committee must include chairs of all standing committees; the problem is that there are more committee chairs than slots on the committee given the maximum number of members of seven.
- Human Resources Committee – update the name to the proposed new name of Workforce and Organizational Effectiveness Committee along with technical changes to format and style.
- Outreach and Engagement Committee – remove language that states the committee is ad hoc.

Chair Cowles asked for a motion to suspend the rules to allow board consideration on an item requiring two readings for approval. Trustee Vekich provided the motion with a second from Vice Chair Moe. A roll call vote was conducted and the motion carried unanimously.

Chair Cowles read the following recommendation statement:

*The Executive Committee recommends the Board of Trustees adopt the revised charters for the Executive, Human Resources, and Outreach and Engagement Committees.*

Trustee Cirillo provided a motion to forward this to the Board of Trustees with a second from Vice Chair Moe. A roll call vote was conducted and the motion carried unanimously.

Chair Cowles stated that the recommendation will be forwarded to the Board of Trustees for approval at its March 17<sup>th</sup> meeting.

**New agenda item: proposed amendment to Board Policy 1A.2 related to terms of office**

Chair Cowles called on Trustee Vekich to introduce a topic he asked be added to today's agenda. Trustee Vekich noted for context that when the Board of Trustees was formed, there was debate about length of term for board officers; the decision was to go with a one year term which could be described as a defensive move rather than good governance. Trustee Vekich noted that yearly elections can be disruptive and that the board has become much more sophisticated in its functioning and he therefore is proposing that the board consider changing policy to make the length of terms two years. Trustee Vekich also clarified that he proposes this change take effect on July 1, 2022. Trustee Cirillo asked for clarification of number of consecutive terms that an officer could serve; Trustee Vekich stated he recommends that consecutive terms be limited to one. Trustee Vekich introduced proposed language to policy in Part 4, Subpart B.

Trustee Cirillo noted that this is a reasonable change and it would get more people involved in board leadership. Trustee Erlandson urged that any adopted change be flexible to allow chairs to serve less if their personal circumstances warranted that. Trustees Cirillo and Erlandson both noted that one year is pretty brief in terms of understanding the role and accomplishing goals. Trustee Tefer asked if we will keep the language that there needs to be a 'pause' between terms served. Trustees Vekich and Cirillo noted that this would need to be included in the language.

Trustee Sheran noted that two years seems short and asked if two years is sufficient time to be in the role. Trustee Vekich that two years is a lot of time without needing to think about re-election and that two years would allow a chair to work uninterrupted. He also noted a potential challenge with an overlap with the transition of a new chancellor which could be addressed if the board suspended the rules to allow a chair to continue to serve during the chancellor transition time.

Trustee Sheran asked if there are term limits for committee chairs. Chair Cowles noted that these appointments occur annually at the discretion of the board chair, which allows trustees learning and engagement to be broaden and refreshed. Trustee Cirillo added that this should also include a trustee development piece to prepare trustees for leadership roles.

Chair Cowles noted that this proposal is reasonable and suggested that we continue to discuss this and perhaps bring this back to the next Executive Committee meeting. Chair Cowles asked Trustee Vekich that this language be forwarded to Interim Board Director Kari Campbell.

**Proposal to improve committee effectiveness**

Chair Cowles introduced the topic by noting that Kari Campbell has been serving as Interim Board Director for nine months and thus far things have been going well. He noted that Kari brings two

valuable strengths to this role: 1) 23 years of experience in the system, both campus and system office with a web of relationships and perspective that she brings to the work; and 2) project management skills and experience partnering with leadership to get things done. Chair Cowles noted that in consultation with Chancellor Malhotra, he is asking Kari to become more involved in board processes and committees, particularly in terms of communication to make sure there are additional channels to learn and be prepared for committee and board meetings. Chair Cowles noted that he also asked Vice Chair Moe and Trustee Cirillo for counsel on these matters and asked Kari to bring forward a proposal for initial actions.

As background for the proposal, Kari referenced the board self-assessment conducted in Fall 2020. Scores related to committee-related board performance were fair to good; comments related to committee-related board performance indicated desire for more discussion especially for strategic priorities. Kari noted the following goals for this work:

- Ensure committee members are aware of priorities for committee work
- Improve committee communication, agenda-setting, and meeting discussion
- Support continued board development so all trustees understand their role and responsibilities

Kari walked through the proposed activities:

- Review FY2021 committee work plan and clarify priorities for remaining meetings – this work plan was first reviewed at the September 2020 retreat
- Provide pre-meeting support & communication and solicit regular trustee feedback on committee experience – this work is to ensure that committee members are prepared for committee meetings and are aware of agenda topics, their purpose, any needed action; it would ensure that committee members have information relevant to meetings with more lead time than the full board packet being distributed; it would ensure there's a regular mechanism for soliciting feedback from committee members on their experience; the intention is to have the board office assume the role of ensuring committee communication is occurring
- Ensure agendas include focus and appropriate discussion on strategic priorities – this work includes ensuring ample time but support for questions focused on key priorities
- Ongoing learning opportunities to support board development – orientation and ongoing learning opportunities

Kari noted that this is a pilot effort and we will learn as we go and invited feedback from this group. Chair Cowles asked for an example of how she sees her role in these new proposed activities. Kari noted that currently staff leads have regular meetings with committee chairs and, in some cases committee vice chairs, to review agenda items and prep for meetings but there are varied practices in terms of communication with other committee members. Kari envisions being more involved in the meetings with staff leads as agendas are being set and for an outcome to be a communication piece that goes to committee members earlier than the board packet. Chair Cowles noted that such a communication should underscore that committee members should ask questions in advance to support well-informed discussion during meetings.

Trustee Erlandson suggested sending a survey to trustees to inquire about interests and questions to kick start this effort, which would allow honest, straightforward feedback and all voices to be heard. She also noted that it's important to involve all committee members in the work of committees.

Trustee Moe noted that during the March meeting, there will be a finance overview that should help all trustees understand the cadence of that work as well as the critical question of the long-term financial sustainability of the system.

Trustee Soule noted that the meetings that committee leadership has with staff leads are very helpful in terms of understanding and focused on the issues to be discussed. Trustee Cirillo noted that in its simplest form, there are meeting notes that are prepared for committee chairs that explain topics, how they fit and why they are on the agenda, which could go to committee members. Trustee Cirillo also noted that for more complicated matters, there could be a white paper prepared by staff leads or Kari to provide more information.

Kari also shared that she would appreciate feedback on whether the information included in the board packet is the correct level to be helpful.

Trustee Cirillo noted that it is important to keep in mind the steep learning curve for student trustees. Trustee Ajogun concurred and noted that it is often difficult to have sufficient time to read materials and ask for clarification on topics.

Trustee Rodriguez noted that the extra rigor and support will be very helpful and that he's already noticed that Kari has started to provide this type of support so formalizing it is a good step.

Chair Cowles reiterated that this is a pilot effort and that Kari will start to incorporate this work in the coming months and will make it more robust and focused as we learn. He also thanked Vice Chair Moe, Trustee Cirillo, and Chancellor Malhotra for their advice and counsel on this topic. He also thanked Kari for her work on this and noted that this is an opportunity to see the Board Office role in a differently than it has operated historically.

### **Adjourn**

The meeting adjourned at 9:28 am.