

**MINNESOTA STATE  
BOARD OF TRUSTEES**

| <b>BOARD POLICY – FIRST READING</b>               |                        |
|---|------------------------|
| Chapter 1. System Organization and Administration |                        |
| Section 1A. System & Office Operations            | 1A.2 Board of Trustees |

**1A.2 Board of Trustees**

**Part 1. Membership**

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

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

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

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

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

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

31 Per diem and expenses may be provided for attendance at national conferences or  
32 meetings of higher education organizations in which Minnesota State is a member. Per  
33 diem and expense reimbursement also may be provided for attendance at other  
34 meetings related to college and university issues or legislative hearings when approved  
35 by the board chair. All expenses for out of state travel require prior approval of the  
36 board chair.

37  
38 Requests for reimbursement of expenses and per diems must be signed by the trustee.  
39

### 40 **Part 3. Powers and Duties**

#### 41 42 **Subpart A. General statutory authority**

43 The general authority of the board is set forth at Minn. Stat. § 136.F02, subds., 1 and 2  
44 which state:

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

55  
56 *Subd. 2. Governance authority. The board shall have the authority needed to operate*  
57 *and govern the state colleges and universities unless otherwise directed or prohibited by*  
58 *law. The board is responsible for its operations and necessary decisions unless these are*  
59 *specifically delegated by law to a state department or agency."*

#### 60 61 **Subpart B. Board of Trustees office and staff support**

62 The board shall establish an office of the trustees and may employ staff to support  
63 its administrative operation.  
64

### 65 **Part 4. Officers of the Board**

#### 66 67 **Subpart A. Officers**

68 The officers of the board shall consist of a chair and vice chair. The chair and vice chair  
69 shall be elected from the members of the board.  
70

71 **Subpart B. Terms of office**

72 The chair and vice chair of the board must be elected for a one-year term. An officer's  
73 term commences on July 1, or upon the office becoming vacant, whichever is earlier. No  
74 trustee shall hold the same office for more than three consecutive terms.

75  
76 **Subpart C. Duties and responsibilities of the board chair**

77 The duties and responsibilities of the board chair are as follows:

78  
79 1. Meetings

80 a. The chair shall call, set the agenda for, and preside at all meetings of the  
81 board. Any matter requiring committee consideration that does not fall  
82 within the described duties of any committee or falls within the described  
83 duties of more than one committee must be assigned to a committee by  
84 the chair.

85 b. The chair may call an emergency or special meeting of the board and may  
86 cancel a scheduled meeting due to lack of quorum, inclement weather or  
87 other exigent circumstances.

88 2. Budget. The chair shall recommend an annual board operations budget and budget  
89 increases to the executive committee for approval.

90 3. Appointment authority

91 a. At the request of the chair, the vice chair or another member of the  
92 board may preside at meetings of the board.

93 b. The chair shall name all members to standing and ad hoc  
94 committees, and appoint the chair and vice chair of each standing  
95 and ad hoc committee.

96 c. The chair shall establish all ad hoc committees and describe the charge of  
97 the ad hoc committees. The chair shall fill standing and ad hoc committee  
98 vacancies.

99 d. The chair may appoint working groups composed of members of the  
100 board and/or members of the public to advise on issues of concern to the  
101 board or a committee. The term of a working group must not exceed one  
102 year without reauthorization by the chair.

103 e. The chair shall assist board members with ethical obligations and  
104 board development.

105 4. Other. The chair shall approve or disapprove requests by the chancellor to accept  
106 reimbursement of travel or meals from outside sources when required by Minn.  
107 Stat. § 43A.38.

108  
109 **Subpart D. Duties of the vice chair**

110 The vice chair, in the absence of the chair, shall perform the duties ordinarily performed by  
111 the chair.

112

113 **Subpart E. Election of officers**

114 The election of the chair and vice chair must be conducted at the annual meeting of the  
115 board. Any board member who wishes to run for chair or vice chair shall submit his/her  
116 name in writing to the Nominating Committee at least sixty days prior to the date of the  
117 annual meeting. The Nominating Committee may also solicit members to be candidates. At  
118 least 30 days prior to the date of annual meeting, the Nominating Committee shall deliver  
119 to the board office a list of at least one candidate for each office. The board office shall, at  
120 least 25 days prior to the date of the election, mail to each board member the list of  
121 candidates identified by the Nominating Committee.

122  
123 The election for each officer of the board must be conducted separately in the  
124 following manner: (a) If there is one nominee, voting must be by acclamation, or on  
125 request, by roll call. (b) If there are two or more nominees, the vote must be by roll call  
126 with the individual receiving a majority of the votes being elected.

127  
128 **Subpart F. Board officer vacancies**

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

136  
137 **Subpart G. Secretary to the board**

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

143  
144 **Subpart H. Treasurer to the board**

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

148  
149 **Part 5. Standing Committees, Committees, and Working Groups of the Board**

150 The board establishes the standing committees at subparts A through I and may establish  
151 additional standing committees as necessary. A joint meeting of standing committees may  
152 be scheduled only after prior consultation with the board chair.

153  
154 All members of the board serve as ex-officio members of every committee to which they are  
155 not appointed. The ex-officio members are granted the right to fully participate in

156 committee discussion and deliberations, but do not have the power to vote and are not  
157 included for purposes of a quorum.

158

159 **Subpart A. Executive Committee**

160

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

165 2. The board chair and vice chair shall serve as chair and vice chair respectively of  
166 the Executive Committee.

167 3. The Executive Committee may meet during periods between regular meetings of  
168 the board at the call of the chair.

169 4. The Executive Committee shall also act as a governance committee and as such is  
170 charged with oversight of the board's integrity and effectiveness. The Executive  
171 Committee recommends board policies not within the purview of other standing  
172 committees, evaluates the effectiveness of the board annually, identifies best  
173 practices for boards with an educational mission, reviews the board's practices  
174 with respect to participation and conflict of interest, act on unresolved conflict of  
175 interest questions, designs and oversees orientation of new board members and  
176 leads in succession planning by identifying, to the governor, qualities to be sought  
177 in a trustee and potential new members.

178 5. The Executive Committee may act on those issues delegated to it by the full  
179 board and consider issues that require attention prior to the next regular board  
180 meeting. The Executive Committee shall not have the authority to act on behalf  
181 of the board unless specifically delegated by the board except in the case of an  
182 emergency which, in the judgment of the chair, requires action more  
183 immediately than an emergency meeting of the board. In such instances, the  
184 chair shall report to members of the board as soon as possible after the  
185 emergency and seek ratification of emergency actions at the next possible  
186 meeting.

187 6. The Executive Committee shall approve the annual operating budget for the board  
188 office, subject to the regular budget review and approval procedures of the  
189 facilities/finance committee and the board. The Executive Committee periodically  
190 shall review the budget and provide a yearend report to the board at the  
191 conclusion of the fiscal year.

192

193 **Subpart B. Finance Committee**

194 The Finance Committee of the board consists of no fewer than five and no more than  
195 seven members to be appointed by the chair annually. The Finance Committee is charged  
196 with governance of the short and long term financial strategic conditions and economic  
197 health of the system and its colleges and universities. The committee's scope includes  
198 oversight of board policies for the administrative, information technology, and financial

199 management of the system so to assure the highest possible quality of administrative  
200 services, data integrity and the efficient use of the system's information resources. The  
201 committee recommends the annual operating and capital budget for the system and its  
202 colleges and universities including tuition, fees and allocation decisions, the issuance of  
203 debt, and other policy oversight according to its charge in support of academic priorities.  
204

205 **Subpart C. Human Resources Committee**

206 The Human Resources Committee of the board consists of no fewer than five and no  
207 more than seven members to be appointed by the chair annually. The Human  
208 Resources Committee is charged with oversight of all system personnel policies for  
209 administrators and student employees, collective bargaining agreements throughout  
210 the system, and climate, diversity and equity matters related to system employees.  
211

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

213 The Academic and Student Affairs Committee of the board consists of no fewer than five  
214 and no more than seven members to be appointed by the chair annually. The Academic  
215 and Student Affairs Committee is charged with governance and oversight of the academic  
216 programs and student services provided at the system's colleges and universities. The  
217 committee's scope includes oversight of board policies for the all system academic and  
218 student services to assure the highest possible quality of academic programming and  
219 service to students and the efficient use of the system's academic and service resources.  
220 The committee also provides oversight to systemwide academic and student service  
221 strategic planning, diversity and equity matters related to students and academic  
222 programs, and academic or student related technology matters.  
223

224 **Subpart E. Audit Committee**

225 The Audit Committee of the board consists of no fewer than three and no more than  
226 seven members to be appointed by the chair of the board annually. The committee shall  
227 meet at the call of its chair. The Audit Committee is charged with oversight of internal  
228 and external audits of all system functions including individual campus audits. The board  
229 shall hire an executive director of internal auditing and other auditors who shall report  
230 directly to the committee and the board. Committee members must receive training  
231 annually on their auditing and oversight responsibilities.  
232

233 The Audit Committee is responsible for overseeing the service of internal and  
234 independent external auditors. Board Policy 1D.1 governs the Office of Internal Auditing.  
235 The committee has the following responsibilities for independent external auditors:  
236

- 237 1. Oversee the process for selecting and removing independent auditors. The  
238 committee shall select one or more independent auditors to audit system-level  
239 or institutional financial statements and recommend their appointment to the  
240 board.
- 241 2. Review any non-audit services proposed by independent auditors under contract

242 for audit services. The board must approve in advance any non-audit services to be  
243 provided by independent auditors under contract for audit services unless the  
244 scope of non-audit services is completely distinct from the scope of the audit  
245 engagement.

246 3. Review and discuss the results of each audit engagement with the independent  
247 auditor and management prior to recommending that the board release the  
248 audited financial statements.

249

#### **Subpart F. Diversity, Equity, and Inclusion Committee**

251 The Diversity, Equity, and Inclusion Committee of the board consists of no fewer than five  
252 and not more than seven members to be appointed by the chair of the board annually.

253 The Diversity, Equity, and Inclusion committee is charged with oversight of incorporation  
254 of diversity and equity into the work of the system. Annually, the board will assess  
255 progress on this charge.

256

#### **Subpart G. Facilities Committee**

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

267

#### **Subpart H. Nominating Committee**

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

274

275

#### **Subpart I. Ad hoc committees and working groups**

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

280

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

281

282

283

#### **Subpart A. Types of meetings**

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

- 287 1. Annual meeting. An annual meeting will be held during the month of June. At  
288 the annual meeting the board shall elect officers, establish a calendar of regular  
289 board and committee meetings, and consider other business as appropriate.
- 290 2. Regular meetings. Regular meetings of the board must follow the calendar  
291 established at the annual meeting. Regular meetings must include approval  
292 of minutes, report of the chair, report of the chancellor, reports from  
293 standing committees, reports from special committees, and other business.
- 294 3. Special meetings. A special meeting of the board to consider specific items of  
295 business may be called by the chair, and shall be called by the chair at the request  
296 of any five members. The secretary shall provide notice of special meetings by  
297 posting written notice of the date, time, place and purpose of the meeting in the  
298 board's office and by mailing or otherwise delivering notice of the meeting to  
299 each board member and each person who has filed a written request for notice of  
300 special meetings.
- 301 4. Committee and Working Group Meetings. Committee meetings and working  
302 group meetings must be scheduled on a regular basis as determined by the  
303 chair. All meetings must be coordinated through the board secretary for  
304 purposes of scheduling and providing required public notification.
- 305 5. Emergency Meetings. An emergency meeting is a special meeting called because  
306 of circumstances that require immediate consideration of the board. If an  
307 emergency meeting is required, the secretary shall make good faith efforts to  
308 provide notice of the meeting according to the provisions of the Minnesota open  
309 meeting law.

310  
311 **Subpart B. Protocol for meetings**

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

- 314 1. Quorum. A majority of the members of the board or, in the case of a  
315 committee, a majority of the members of the committee, constitutes a quorum.  
316 Neither the board nor a committee shall take official action without a quorum  
317 present.  
318 In the absence of a quorum, the committee chair shall first determine whether a  
319 quorum can be obtained by locating the absent members of the committee. If that  
320 is not possible, the committee chair shall assess whether it is possible to postpone  
321 the meeting to a later time in order to obtain a quorum. The committee chair may  
322 convene the meeting without a quorum if there are exceptional reasons to do so.
- 323 2. Minutes. Minutes of the proceedings of the board are kept by the secretary, who  
324 shall cause them to be printed, bound, and preserved and who shall transmit  
325 copies to the members of the board, administration, libraries and to other places  
326 where it is deemed appropriate. All lengthy reports must be referred to in the



- 327 minutes and be kept on file as part of the board's records, but such reports need  
328 not be incorporated in the minutes except when so ordered by the board. The  
329 minutes must reflect the votes cast in committee meetings on matters  
330 recommended to the board for action.
- 331 3. Voting. The decision of the majority voting on a question prevails. Whenever the  
332 vote is not unanimous, a member may request a roll call vote. The secretary shall  
333 record all votes. A member may abstain from voting. Voting by proxy or by mail is  
334 not be permitted.
- 335 4. Open Meetings. All meetings of the board must be in accordance with Minn.  
336 Stat. Ch. 13D, the Minnesota Open Meeting Law. All meetings of the board must  
337 be open to the public except as provided by law, including disciplinary  
338 proceedings, employee performance evaluations, consideration of matters  
339 protected by the attorney-client privilege or consideration of strategy for labor  
340 negotiations.
- 341 5. Closed Session Meetings. The board of trustees through the board or committee  
342 chair may limit attendees to board members for sessions closed pursuant to the  
343 Minnesota Open Meeting Law. Others, including the chancellor, deputy  
344 chancellor, appropriate vice chancellors, recorder, and legal counsel, may be  
345 invited to attend at the discretion of the board chair or standing committee chair  
346 if their presence is required by the closed session discussion.
- 347 6. Labor Strategy Meetings. A decision to hold a non-public meeting to consider  
348 strategy for labor negotiations will be announced at a public meeting of the  
349 board, and a written roll of those present will be made available to the public  
350 after such a meeting. The proceeding of such a meeting will be tape-recorded  
351 and preserved for two (2) years after the contract is signed, and made available  
352 to the public after all labor contracts are signed by the board for the current  
353 budget period.

354  
355 **Subpart C. Agenda**

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

- 357 1. Regular Agenda. The board agenda must be set by the chair. The board shall  
358 publish all action items on its regular monthly board agenda. Board action  
359 must be reserved to the published agenda items that are marked for board  
360 action and mailed to board members not less than five business days prior to  
361 the board meeting.
- 362 2. Action on Non-Agenda Items. Requested board action on unpublished agenda  
363 items or published agenda items not marked for action must be postponed  
364 until the next board meeting unless there is a suspension of the rules as  
365 provided in Board Policy 1A.1, Part 6, Subp. D.
- 366 3. Consent Agenda. The board chair may designate appropriate items to be  
367 included on a consent agenda for consideration by the full board. Items  
368 suitable for a consent agenda include those that have been considered by a  
369 committee, are noncontroversial in nature and do not require further

370 discussion or explanation. Consent agenda items also may include items not  
371 requiring committee action, such as honors or commendations issued by the  
372 board. Changes to policy, matters requiring a public hearing, and items  
373 requiring a roll call vote must not be included on a consent agenda. An item  
374 listed on a consent agenda must be removed from the consent agenda upon  
375 request by any trustee. Consent agendas must not be used by board  
376 committees.

377

378 *Date of Adoption:*                    xx/xx/xx

379 *Date of Implementation:*        xx/xx/xx