

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – SECOND READING

PROPOSED AMENDMENTS TO BOARD POLICY 1A.2
BOARD OF TRUSTEES

BACKGROUND

The board chair has the authority to appoint ad hoc committees and working groups of the board. New standing committees require the approval of the Board of Trustees. Following discussions with several trustees, the chancellor, vice chancellors, and general counsel, the board chair has recommended the addition of two new standing committees: a Facilities Committee and a Nominating Committee. These new committees will focus the board’s attention in these areas. In addition, the board chair has appointed an Ad Hoc Committee on Outreach and Advocacy. It is charged with assisting the board in its oversight responsibilities in stakeholder engagement, including telling the story of Minnesota State, and the value of public higher education.

The Executive Committee met on August 21, 2018, to review the proposed amendments to Policy 1A.2, Board of Trustees creating a Facilities Committee and a Nominating Committee. The Executive Committee also reviewed draft charters for the Facilities Committee, Finance Committee, Nominating Committee, and the Ad Hoc Committee on Outreach and Advocacy. There were revisions to the policy and the charters. The Executive Committee approved the proposed amendments to the policy and the charters as revised.

The revised amendments to Policy 1A.2 and the committee charters are enclosed.

RECOMMENDED BOARD MOTION

The Board of Trustees approves the proposed amendments to Board Policy 1A.2 and the charters for the Facilities, Finance, Nominating, and Ad Hoc Committee on Outreach and Advocacy.

Date Presented to the Executive Committee: August 21, 2018

Date Presented to the Board of Trustees: August 31, 2018

Date of Implementation: August 31, 2018

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD POLICY – SECOND READING

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. ~~ivision~~-3 and the Commissioner's Plan, ~~shall~~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 ~~MnSCU~~Minnesota State system,
4. Expense Allowance for the board chair. This allowance ~~must~~shall be set annually by the board.

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

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

41 42 **Part 3. Powers and Duties**

43 44 **Subpart A. General ~~S~~statutory ~~A~~authority**

45 The general authority of the board is set forth at ~~Minn. Stats. § 136.F02F.06, subds., 1 and 2~~
46 Minnesota Statutes, chapter §136F.06, subdivisions 1 and 2 which state:

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

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

62 63 **Subpart B. Board of Trustees ~~O~~office and ~~S~~staff ~~S~~support**

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

66 67 **Part 4. Officers of the Board**

68 69 **Subpart A. Officers**

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

72

73 **Subpart B. Terms of ~~O~~office**

74 The chair and vice chair of the board ~~shall~~must be elected for a one-year term. An
75 officer's term ~~shall~~commences on July 1, or upon the office becoming vacant, whichever
76 is earlier. No trustee shall hold the same office for more than three consecutive terms.
77

78 **Subpart C. Duties and ~~R~~responsibilities of the ~~B~~board ~~C~~chair**

79 The duties and responsibilities of the board chair are as follows:
80

81 1. Meetings~~.~~

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

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

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

92 3. Appointment authority~~.~~

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

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

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

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

105 e. The chair shall assist board members with ethical obligations and
106 board development.

107 4. Other. The chair shall approve or disapprove requests by the chancellor to accept
108 reimbursement of travel or meals from outside sources when required by Minn.
109 Stat. § 43A.38.
110

111 **Subpart D. Duties of the ~~V~~vice ~~C~~chair**

112 The vice chair, in the absence of the chair, shall perform the duties ordinarily performed by
113 the chair.
114

115 **Subpart E. Election of Officers**

116 The election of ~~officers~~ the chair and vice chair ~~shall~~ must be conducted at the annual
117 meeting of the board. Any board member who wishes to run for ~~a position as an officer~~ chair
118 or vice chair shall submit ~~his/her~~ his name in writing to the ~~board office~~ Nominating
Committee
119 at least ~~thirty-sixty~~ days prior to the date of the ~~election~~ annual meeting. The Nominating
120 Committee may also solicit members to be candidates. The board office shall, at At least 25
121 thirty 30 days prior to the date of ~~election~~ annual meeting, the Nominating Committee shall
122 deliver to the board office a list of at least one candidate for each office. The board office
123 shall, at least 25 days prior to the date of the election, mail to each board member ~~a~~ the list
124 of candidates identified by the Nominating Committee. ~~Nominations from the floor shall be~~
125 ~~received at the annual meeting.~~

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

131
132 **Subpart F. Board Officer Vacancies**

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

141 **Subpart G. Secretary to the Board**

142 ~~A member of the chancellor's staff shall be appointed by the board as the secretary to the~~
143 ~~board. The board shall appoint a member of the chancellor's staff as secretary to the~~
144 ~~board. The duties and responsibilities of the secretary shall be is responsible for to acting~~
145 ~~on behalf of the board in making certain that the records of the board are properly kept.~~
146 The secretary ~~shall be is~~ responsible for keeping a fair and full record of the proceedings
147 in compliance with Minnesota law and shall insure that these records be properly
148 duplicated and distributed.

149
150 **Subpart H. Treasurer to the Board**

151 The chair of the ~~finance~~ Finance and facilities committee ~~Committee~~ shall serve as
152 treasurer. The sole duty of the treasurer ~~shall be is~~ to serve as custodian of the special
153 revenue fund as provided under Minn. Stat. § 136F.94.

154

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

156 The board establishes the standing committees at subparts A through ~~G~~ and may establish
157 additional standing committees as necessary. A joint meeting of standing committees may
158 be scheduled only after prior consultation with the board chair.

159
160 All members of the board ~~shall~~ serve as ex-officio members of every committee to which
161 they are not appointed. The ex-officio members are granted the right to fully participate in
162 committee discussion and deliberations, but do not have the power to vote and are not ~~to~~
163 ~~be~~ included for purposes of a quorum.

164
165 **Subpart A. Executive Committee**

- 166
167 1. The ~~executive-Executive committee-Committee~~ of the board ~~shall~~ consists of not
168 fewer than five and not more than seven trustees, and ~~must shall~~ include the
169 chair, the vice chair, the past chair if that person continues to serve as a trustee,
170 and is available to serve, and additional trustees as determined by the chair to
171 ensure broad representation.
- 172 2. The board chair and vice chair shall serve as chair and vice chair respectively of
173 the ~~executive-Executive committee-Committee~~.
- 174 3. The ~~executive-Executive committee-Committee~~ may meet during periods between
175 regular meetings of the board at the call of the chair.
- 176 4. The ~~executive-Executive committee-Committee~~ shall also act as a governance
177 committee and as such is charged with oversight of the board's integrity and
178 effectiveness. The ~~executive-Executive committee-Committee~~ recommends board
179 policies not within the purview of other standing committees, evaluates the
180 effectiveness of the board annually, identifies best practices for boards with an
181 educational mission, reviews the board's practices with respect to participation
182 and conflict of interest, act on unresolved conflict of interest questions, designs
183 and oversees orientation of new board members and leads in succession planning
184 by identifying, to the governor, qualities to be sought in a trustee and potential
185 new members.
- 186 5. The ~~executive-Executive committee-Committee~~ may act on those issues
187 delegated to it by the full board and ~~shall~~ consider issues that require attention
188 prior to the next regular board meeting. The ~~executive-Executive committee~~
189 Committee shall not have the authority to act on behalf of the board unless
190 specifically delegated by the board except in the case of an emergency which, in
191 the judgment of the chair, requires action more immediately than an emergency
192 meeting of the board ~~can be called~~. In such instances, the chair shall report to
193 members of the board as soon as possible after the emergency and seek
194 ratification of emergency actions at the next possible meeting.
- 195 6. The ~~executive-Executive committee-Committee~~ shall approve the annual operating
196 budget for the board office, subject to the regular budget review and approval
197 procedures of the facilities/finance committee and the board. The ~~executive~~

198 Executive ~~committee~~ Committee periodically shall review the budget and provide
199 a yearend report to the board at the conclusion of the fiscal year.
200

201 **Subpart B. Finance ~~and Facilities~~ Committee**

202 The finance-~~Finance and facilities committee~~ Committee of the board ~~shall~~ consists of no
203 fewer than five and no more than seven members to be appointed by the chair annually.
204 The finance-~~Finance and facilities committee~~ Committee is charged with governance of
205 the short and long term financial strategic conditions and economic health of the system
206 and its colleges and universities. The committee's scope includes oversight of board
207 policies for the administrative, information technology, and financial ~~and facilities~~
208 management of the system so to assure the highest possible quality of administrative
209 services, data integrity and the efficient use of the system's ~~physical and~~ information
210 resources. The committee recommends the annual operating and capital budget for the
211 system and its colleges and universities including tuition, fees and allocation decisions,
212 the issuance of debt, certtain real estate transactions, and other policy oversight
213 according to its charge in support of academic priorities.
214

215 **Subpart C. Human Resources Committee**

216 The human-~~Human resources~~ Resources committee Committee of the board ~~shall~~
217 consists of no fewer than five and no more than seven members to be appointed by
218 the chair annually. The human-~~Human resources~~ Resources committee Committee is
219 charged with oversight of all system personnel policies for administrators; and student
220 employees, ~~and~~ collective bargaining agreements throughout the system, and climate,
221 diversity and equity matters related to system employees.
222

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

224 The academic-~~Academic~~ and ~~student~~ Student affairs Affairs committee Committee of the
225 board consists of no fewer than five and no more than seven members to be appointed by
226 the chair annually. The academic-~~Academic~~ and ~~student~~ Student affairs Affairs committee Committee
227 Committee is charged with governance and oversight of the academic programs and
228 student services provided at the system's colleges and universities. The committee's scope
229 includes oversight of board policies for the all system academic and student services policy
230 to assure the highest possible quality of academic programming and service to students
231 and the efficient use of the system's academic and service resources. The committee also
232 provides oversight to systemwide academic ~~and~~ student service strategic planning,
233 diversity and equity matters related to students and academic programs, and academic or
234 student related technology matters.
235

236 **Subpart E. Audit Committee**

237 The audit-~~Audit committee~~ Committee of the board consists of no fewer than three and
238 no more than seven members to be appointed by the chair of the board annually. The
239 committee shall meet at the call of its chair. The audit-~~Audit committee~~ Committee is
240 charged with oversight of internal and external audits of all system functions including

241 individual campus audits. The board shall hire an executive director of internal auditing
242 and other auditors who shall report directly to the committee and the board. Committee
243 members ~~shall~~ must receive training annually on their auditing and oversight
244 responsibilities.

245
246 The ~~audit~~ Audit committee ~~Committee~~ is responsible for overseeing the service of
247 internal and independent external auditors. Board Policy 1D.1 governs the Office of
248 Internal Auditing. The committee has the following responsibilities for independent
249 external auditors:

- 251 1. Oversee the process for selecting and removing independent auditors. The
252 committee shall select one or more independent auditors to audit system-level
253 or institutional financial statements and recommend their appointment to the
254 board.
- 255 2. Review any non-audit services proposed by independent auditors under contract
256 for audit services. The board must approve in advance any non-audit services to be
257 provided by independent auditors under contract for audit services unless the
258 scope of non-audit services is completely distinct from the scope of the audit
259 engagement.
- 260 3. Review and discuss the results of each audit engagement with the independent
261 auditor and management prior to recommending that the board release the
262 audited financial statements.

263 264 **Subpart F. Diversity, Equity, and Inclusion Committee**

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

270 271 **Subpart G. ~~Working Groups~~ Facilities Committee**

272 ~~The chair of a standing committee may request that the board chair appoint a~~
273 ~~working group under Part 4, Subpart C3d. to advise on issues of concern to the~~
274 ~~committee.~~ The Facilities Committee of the board shall consist of no more than five
275 members to be appointed by the chair annually. The Facilities Committee is charged
276 with governance of the short and long term facilities management of the system ~~so~~
277 to assure the highest efficient use of the system's physical resources. The committee
278 is further charged with oversight of college and university safety and security,
279 occupational health, environment compliance, and emergency management
280 strategies and program and stewardship of all real estate. The committee
281 recommends the annual capital budget for the system and its colleges and
282 universities, and other policy oversight according to its charge in support of academic
283 priorities.

284
285 **Subpart H. Nominating Committee**

286 The Nominating Committee of the Board consists of no fewer more than three and no
287 more than five members to be appointed by the chair annually. The Nominating
288 Committee shall meet at the call of its chair. The Nominating Committee is charged
289 with nominating and slating candidates for chair and vice chair of the board. The
290 Nominating Committee shall follow procedures identified in Part 4, Subpart E of this
291 section-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.

292
293 **Subpart I. Ad Hoc Committees and Working Groups**

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

298
299 **Part 6. Meetings of the Board**

300
301 **Subpart A. Types of Meetings**

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

- 305 1. Annual meeting. An annual meeting will be held during the month of June. At
306 the annual meeting the board shall elect officers, establish a calendar of regular
307 board and committee meetings, and consider other business as appropriate.
- 308 2. Regular meetings. Regular meetings of the board ~~shall~~ must follow the
309 calendar established at the annual meeting. Regular meetings ~~shall~~ must
310 include approval of minutes, report of the chair, report of the chancellor,
311 reports from standing committees, reports from special committees, and
312 other business.
- 313 3. Special meetings. A special meeting of the board to consider specific items of
314 business may be called by the chair, and shall be called by the chair at the request
315 of any five members. The secretary shall provide notice of special meetings by
316 posting written notice of the date, time, place and purpose of the meeting in the
317 board's office and by mailing or otherwise delivering notice of the meeting to
318 each board member and each person who has filed a written request for notice of
319 special meetings.
- 320 4. Committee and Working Group Meetings. Committee meetings and working
321 group meetings ~~shall~~ must be scheduled on a regular basis as determined by the
322 chair. All meetings ~~shall~~ must be coordinated through the board secretary for
323 purposes of scheduling and providing required public notification.
- 324 5. Emergency Meetings. An emergency meeting is a special meeting called because
325 of circumstances that require immediate consideration of the board. If an
326 emergency meeting is required, the secretary shall make good faith efforts to

327 provide notice of the meeting according to the provisions of the Minnesota open
328 meeting law.

329
330 **Subpart B. Protocol for ~~M~~meetings**

331 Comments and discussion from the general public ~~shall~~must be permitted at the
332 discretion of the chair of the board, subject to approval by the board.

- 333 1. Quorum. A majority of the members of the board or, in the case of a
334 committee, a majority of the members of the committee, ~~shall be necessary to~~
335 constitutes a quorum. Neither the board nor a committee shall take official
336 action without a quorum present.

337 In the absence of a quorum, the committee chair shall first determine whether a
338 quorum can be obtained by locating the absent members of the committee. If that
339 is not possible, the committee chair shall assess whether it is possible to postpone
340 the meeting to a later time in order to obtain a quorum. The committee chair may
341 convene the meeting without a quorum if there are exceptional reasons to do so.

- 342 2. Minutes. Minutes of the proceedings of the board ~~shall be are~~ kept by the
343 secretary, who shall cause them to be printed, bound, and preserved and who
344 shall transmit copies to the members of the board, administration, libraries and
345 to other places where it is deemed appropriate. All lengthy reports ~~shall~~must be
346 referred to in the minutes and ~~shall~~ be kept on file as part of the board's records,
347 but such reports need not be incorporated in the minutes except when so
348 ordered by the board. The minutes ~~shall~~must reflect the votes cast in committee
349 meetings on matters recommended to the board for action.

- 350 3. Voting. The decision of the majority voting ~~on a the~~ question ~~shall~~prevails.
351 Whenever the vote is not unanimous, a member may request a roll call vote. The
352 secretary shall record all votes. A member may abstain from voting. Voting by
353 proxy or by mail ~~shall is~~ not be permitted.

- 354 4. Open Meetings. All meetings of the board ~~shall~~must be in accordance with
355 Minn. ~~esota~~ Stat. ~~utes~~ ~~chapter~~ ~~Ch.~~ 13D, the Minnesota Open Meeting Law. All
356 meetings of the board ~~must shall~~ be open to the public except as provided by
357 law, including disciplinary proceedings, employee performance evaluations,
358 consideration of matters protected by the attorney-client privilege or
359 consideration of strategy for labor negotiations.

- 360 5. Closed Session Meetings. The board of trustees through the board or committee
361 chair may limit attendees ~~to board members at for~~ sessions closed pursuant to the
362 Minnesota Open Meeting Law ~~to board members~~. Others, including the
363 chancellor, deputy chancellor, appropriate vice chancellors, recorder, and legal
364 counsel, may be invited to attend at the discretion of the board chair or standing
365 committee chair if their presence is required by the closed session discussion.

- 366 6. Labor Strategy Meetings. A decision to hold a non-public meeting to consider
367 strategy for labor negotiations will be announced at a public meeting of the
368 board, and a written roll of those present will be made available to the public
369 after such a meeting. The proceeding of such a meeting will be tape-recorded

370 and preserved for two (2) years after the contract is signed, and made available
371 to the public after all labor contracts are signed by the board for the current
372 budget period.
373

374 **Subpart C. Agenda**

375 The chair shall prepare agendas for all meetings of the board of trustees as follows: Agendas
376 for all meetings of the board of trustees shall be prepared by the chair as follows:

- 377 1. Regular Agenda. The board agenda ~~shall~~must be set by the chair. The board
378 shall publish all action items on its regular monthly board agenda. Board
379 action ~~must shall~~ be reserved to the published agenda items that are marked
380 for board action and mailed to board members not less than five business
381 days prior to the board meeting.
- 382 2. Action on Non-Agenda Items. Requested board action on unpublished agenda
383 items or published agenda items not marked for action ~~must shall~~ be
384 postponed until the next board meeting unless there is a suspension of the
385 rules as provided in Board Policy 1A.1, Part 6, Subp~~art~~artD.
- 386 3. Consent Agenda. The board chair may designate appropriate items to be
387 included on a consent agenda for consideration by the full board. Items
388 suitable for a consent agenda include those that have been considered by a
389 committee, are noncontroversial in nature and do not require further
390 discussion or explanation. Consent agenda items also may include items not
391 requiring committee action, such as honors or commendations issued by the
392 board. Changes to policy, matters requiring a public hearing, and items
393 requiring a roll call vote ~~shall~~must not be included on a consent agenda. An
394 item listed on a consent agenda ~~must shall~~ be removed from the consent
395 agenda upon request by any trustee. Consent agendas ~~must shall~~ not be used
396 by board committees.
397

398 *Date of Adoption:* xx/xx/xx

399 *Date of Implementation:* xx/xx/xx

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1A.2 Board of Trustees

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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 State system,
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.

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38 Requests for reimbursement of expenses and per diems must be signed by the trustee.
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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.F.06, subsds., 1 and 2
44 which state:

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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 more than three members to
270 be appointed by the chair annually. The Nominating Committee shall meet at the call
271 of its chair. The Nominating Committee is charged with nominating and slating
272 candidates for chair and vice chair of the board. The Nominating Committee shall
273 follow ~~identified in~~ Part 4, Subp. E of this policy. The Nominating Committee, in
274 consultation with the board chair, is also authorized to advise the governor's office
275 on preferred qualifications and attributes for effective trustees.

276

277

Subpart I. Ad hoc committees and working groups

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

282

283

Part 6. Meetings of the Board

284

285 **Subpart A. Types of meetings**

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

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

312
313 **Subpart B. Protocol for meetings**

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

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

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

356
357 **Subpart C. Agenda**

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

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

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

379

380 *Date of Adoption:* xx/xx/xx

381 *Date of Implementation:* xx/xx/xx