



MINNESOTA STATE
Board of Trustees

Executive Committee meeting
Minnesota State Colleges and Universities
System office, Conference Room 3310
Apr 6, 2022 8:00 AM - 10:00 AM CDT

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Executive Committee
April 6, 2022
8:00 a.m.
Conference Room 3310, 3rd floor

1. Chancellor's Updates
2. Chair's Updates
3. **Minutes of March 2, 2022**
4. **Proposed Committee Charter Revisions (Second Reading)**
 - a. **Academic and Student Affairs Committee**
 - b. **Audit Committee**
5. Proposed Committee Charter Revisions (First Reading)
 - a. Diversity, Equity and Inclusion Committee
 - b. Facilities Committee
 - c. Finance Committee
6. Review Draft Board Chair Role Description
7. Review draft preferred qualifications and attributes for effective trustees

Committee Members:

Jay Cowles, Chair
Rudy Rodriguez, Vice Chair
Roger Moe, Treasurer
Dawn Erlandson
April Nishimura
Cheryl Tefer
Michael Vekich

Bolded items indicate action required.





**Executive Committee
Meeting Minutes
March 2, 2022**

A meeting of the Executive Committee of the Board of Trustees was held on March 2, 2022.

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

Committee members absent: None

Other board members present: Victor Ayemobuwa, Alex Cirillo

Staff present: Devinder Malhotra, Chancellor; Kari Campbell, Interim Board Director

The meeting materials are available [here](#). An audio recording of the meeting is available [here](#).

Chair Cowles called the meeting to order at 8:02 a.m.

Chancellor's Updates

Chair Cowles, Vice Chair Rodriguez, trustees: Last evening, along with Trustees Moe and Janezich, some campus presidents and system office colleagues, we joined hundreds of friends of Senator Tomassoni honoring his contributions to Minnesota and the Iron Range. It was great to see political leaders, business leaders, and labor leaders come together, and it was a great reminder of what can be accomplished when we work together. The event was organized to raise funds to support research to cure ALS, a debilitating disease.

As I know all the trustees are aware, this has been a difficult week for Hennepin Technical College and for Minnesota State. I know many people are distressed, especially the faculty, staff, and students at Hennepin Technical College – both because they experienced a workplace that wasn't always respectful and because of the negative attention their college is attracting. If anyone from the HTC community is listening, in particular, I am very sincere in that I'm very sorry for the hurt, frustration and pain you have endured. I express my deepest regrets that the discussions I was not always able to provide an appropriate workplace with a respectful ethos.

I started dealing with HTC when soon after I started as chancellor in 2017. Although I'm constrained from fully discussing personnel matters, as I think through the anatomy of the decisions I made and given the information and context available, at that particular point in time, I thought I was making the appropriate decisions. But the sum total of that work did not bring about the desired outcome of creating a respectful workplace and ethos at HTC.

To Chair Cowles, Vice Chair Rodriguez, members of the committee and the entire board...I am also very sorry for putting the board in this difficult situation. This is not easy for anyone and I'm very committed to figuring out what it will take to get to a better place.

In the meantime, I named Jessica Lauritsen, HTC's vice president of student affairs, acting president, and we are also working on an approach to appointing an interim president for HTC. These actions were taken to ensure continuity of leadership at HTC and minimize the disruption to campus operations as we begin the process of searching for the next permanent president of HTC.

I plan to go in person to the Brooklyn Park HTC campus on March 8 to talk with faculty, staff, and students, to listen and learn, and develop a shared understanding of what it will take to earn back their trust and create a respectful workplace. All through this difficult time, the HTC community has shown incredible grace and resilience and on all accounts the college is functioning well and is well poised currently and, in the future, to serve students effectively and continue to provide them with an exceptional education. For that, I am very grateful for their dedication to the work they do.

I want to assure the trustees and the entire Minnesota State community, that we take all complaints regarding all board policies, and especially our 1B.1 policy, very seriously. Each complaint is thoroughly reviewed and, if appropriate, investigated. With the HTC complaints I was careful to review the investigative reports but could not conclude with certainty that there were policy violations. However, there were elements of the investigator's report that prompted additional actions. We are in the process of reviewing the processes and structures of the 1B.1 policy so that it is more responsive and so we may understand and avoid such situations in the future. That committee work began in January 2022, and I expect that recommended changes will be brought to the board for a first reading in May and second reading in June. Along with that, we do not have a well-identified structure for monitoring campus climates and the expectation has been that campuses do this work themselves. We are working to create a framework for regular monitoring and assessment of campus climate at all campuses and I have charged Vice Chancellors Davis and Dees to create this framework. After discussions with Leadership Council and bargaining units, we will bring it to the board for review with a goal of instituting this in the coming year. These are the first few steps for ensuring the whole Minnesota State community that we have the structures and

processes in place so that we can respond more effectively and in a timely manner to situations similar to what unfolded at Hennepin Technical College.

Chair's Update

Thank you, Chancellor, for your remarks. I concur...this has been a challenging week for Hennepin Technical College and for Minnesota State. On behalf of the Board, I join the Chancellor in expressing our regret to the members of the HTC community that the workplace culture they've experienced has not always been the respectful, supportive environment that all members of our system should expect. The Board of Trustees is committed to fostering a workplace culture at our campuses that respects every individual, and we expect all members of our community, especially our leaders, to support and embody such a culture. The stories of the workplace culture at HTC do not reflect the values that underlay this commitment.

As with all matters of personnel, we will not discuss the details of the HTC situation during this meeting. I assure my fellow board members that I am listening to your concerns and will continue to hear your questions and concerns. If we have not already spoken, I will be reaching out to each trustee soon. I am also working with the Chancellor and trustees to identify necessary actions that will assure the Minnesota State community that we will review and improve policies and practices to better handle future situations. As the Chancellor has outlined, some initiatives are already underway, and I intend to finalize any additional next steps in advance of our next Board meeting on March 15-16.

As a final note: I want to make clear that I have complete confidence in Chancellor Malhotra to deal directly with the issues that have been raised and to do so with empathy, humility, and clear-eyed responsibility. Minnesota State continues to build momentum towards Equity 2030 and a number of related efforts that seek to improve access and academic success across our system and state. I look forward to the Chancellor's continued vision and leadership as we move forward.

Agenda Item 3: Minutes of January 5, 2022

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

Agenda Item 4: Proposed Amendment to Board Policy 1A.2 Board of Trustees (Third Reading)

Chair Cowles reviewed proposed amendments to Board Policy 1A.2 Board of Trustees. The meeting materials for this item can be found starting on page 5. Feedback was received from committee members with the following proposed addition, noted below in red text:

Part 4. Officers of the Board Subpart B. Terms of office

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

Part 5. Standing Committees, Committees, and Working Groups of the Board Subpart E. Audit Committee

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

Chair Cowles asked committee members to consider the following recommended committee motion, as amended per discussion:

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

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

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

The committee voted to approve the recommended motion.

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

a. Academic and Student Affairs Committee

Chair Cowles invited Trustee Tefer and Sr. Vice Chancellor Ron Anderson to review proposed amendments to the Academic and Student Affairs Committee charter. The meeting materials for this item begin on page 19.

b. Audit Committee

Chair Cowles invited Trustee Vekich to review proposed amendments to the Audit Committee charter. The meeting materials for this item begin on page 22.

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

Agenda Item 6: Update on Inclusive Board Leadership Plan

Chair Cowles invited Vice Chair Rodriguez and Vice Chancellor Andriel Dees to provide an update on Inclusive Board Leadership Plan. Committee members provided feedback. The meeting materials for this item begin on page 26.

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

Agenda Item 7: Update on logistics for upcoming board meetings

Chair Cowles provided an update on logistics for upcoming board meetings. Committee members provided feedback. The meeting materials for this item begin on page 28.

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

Adjournment

Chair Cowles adjourned the meeting at 9:08 a.m.

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

Name: Executive Committee

Date: April 6, 2022

Title: Proposed Committee Charter Revisions - Academic and Student Affairs Committee (Second Reading)

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The charter of the Academic and Student Affairs Committee has been reviewed as part of FY2022 review of all committee charters for clarity and accuracy.

Scheduled Presenter(s):

Cheryl Tefer, Academic and Student Affairs Committee Chair

Ron Anderson, Senior Vice Chancellor for Academic and Student Affairs

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – SECOND READING

Proposed Committee Charter Revisions - Academic and Student Affairs Committee

BACKGROUND

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

RECOMMENDED COMMITTEE MOTION

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

RECOMMENDED BOARD MOTION

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

Date Presented to Executive Committee: 4/6/2022
Date Presented to the Board of Trustees: 4/20/2022
Date of Implementation: 4/20/2022



Academic and Student Affairs Committee Charter

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

Purpose:

The Academic and Student Affairs Committee is charged with oversight of all system wide academic and student service matters of the organization. The Academic and Student Affairs Committee shall meet at the call of the committee chair.

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

Committee Structure:

The committee will consist of no fewer than five and no more than seven members appointed by the chair of the board annually. The chair and vice chair of the Academic and Student Affairs Committee shall be appointed by the chair of the board.

Authority:

The principal elements of the Charter of the Academic and Student Affairs Committee shall be:

1. Provides advice and counsel to the chancellor. (This duty is shared with other board members)
2. Preparation of an annual committee workplan
3. Recommend proposed board policies within the purview of the committee
4. The committee’s oversight includes but is not limited to:
 - Diversity and equity matters related to students and academic programs
 - Academic programs
 - Academic and program standards
 - Transfer policy
 - Student success programs and strategies
 - Monitoring progress toward educational equity
 - Strategic enrollment management
 - Institutional accreditation
 - Board recognition of instructional scholarship, teaching, and service excellence
 - Institutional names, missions, and visions
 - Educational strategy that proactively addresses future needs
 - ~~Diversity and equity matters related to students and academic programs~~
 - Academic and student-related technology matters

~~5.~~ This charter is subject to review annually.



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

Name: Executive Committee

Date: April 6, 2022

Title: Proposed Committee Charter Revisions – Audit Committee (Second Reading)

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The charter of the Audit Committee has been reviewed as part of FY2022 review of all committee charters for clarity and accuracy.

Scheduled Presenter(s):

Michael Vekich, Audit Committee Chair

Eric Wion, Executive Director, Office of Internal Auditing

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – SECOND READING

Proposed Committee Charter Revisions - Audit Committee

BACKGROUND

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

RECOMMENDED COMMITTEE MOTION

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

RECOMMENDED BOARD MOTION

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

Date Presented to Executive Committee: 4/6/2022
Date Presented to the Board of Trustees: 4/20/2022
Date of Implementation: 4/20/2022



Audit Committee Charter

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

Purpose:

The Audit Committee shall assist the board in fulfilling its oversight responsibility for ~~MnSCU's~~ Minnesota State's system of internal control, the audit process, risk management, and compliance with legal and regulatory requirements. The committee provides ongoing oversight of internal and external audits of all system functions including individual campus audits.

Committee Structure:

The committee shall consist of no fewer than three and no more than seven members to be appointed by the chair of the board annually.

Authority:

The principal elements of the Charge of the Audit Committee shall be:

1. Internal Auditing

- Approve decisions regarding the appointment and removal of the ~~executive director~~ chief audit officer -who shall report directly to the Audit Committee and board consistent with Board Policy 1A.4.
- Review, at least once per year, the performance of the ~~executive director~~ chief audit officer and concur with the annual compensation and any salary adjustment consistent with Board Policy 1A.4. The performance review process should include input from the chancellor and other key stakeholders.
- Provide input, review, and approve an annual internal auditing plan that is based on a risk assessment(s). The plan shall include all internal auditing and external audit activities planned for the ensuing fiscal year.
- Review and evaluate the effectiveness of ~~MnSCU's~~ Minnesota State's internal control system, including information technology security and control. Review and discuss the audit results and management's response to each internal audit report.
- Review with the ~~executive director~~ chief audit officer the internal audit budget, resource plan, activities, and organizational structure of the internal audit function.
- On a regular basis, the audit committee chair or vice chair should meet with the ~~executive director~~ chief audit officer to discuss any matters that they or the ~~executive director~~ chief audit officer believes should be discussed privately.

- The committee has authority to direct the Office of Internal Auditing to conduct any investigations, audits, or other assurance-related projects within its scope of responsibility. It may also direct the office to provide professional advice on any matters within its scope of responsibility.

2. Independent External Audits

The committee shall oversee the services of independent external auditors.

- Oversee the process for selecting and removing independent auditors. The committee shall select one or more independent auditors to audit system-level or institutional financial statements.
- Review any non-audit services proposed by independent external auditors under contract for audit services. The board must approve in advance any non-audit services to be provided by independent auditors under contract for audit services unless the scope of non-audit services is completely distinct from the scope of the audit engagement.
- The audit chair or vice chair should meet with the external auditors to discuss any matters that they or the external auditors believe should be discussed privately.
- Review and discuss the results of each audit engagement with the independent auditor and management prior to recommending that the board release the audited financial statements.

3. Other Responsibilities

The committee shall perform other duties, including:

- The committee has authority to conduct or authorize special audits and investigations into any matters within its scope of responsibility.
- Periodically review and assess the adequacy of the committee charter and request board approval for proposed changes.
- Committee members should obtain annual training on their roles and responsibilities.

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

Name: Executive Committee

Date: April 6, 2022

Title: Proposed Committee Charter Revisions – Diversity, Equity and Inclusion Committee (First Reading)

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The charter of the Diversity, Equity and Inclusion Committee has been reviewed as part of FY2022 review of all committee charters for clarity and accuracy.

Scheduled Presenter(s):

Rudy Rodriguez, Diversity, Equity and Inclusion Committee Chair
Andriel Dees, Vice Chancellor for Equity and Inclusion

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – FIRST READING

Proposed Committee Charter Revisions - Diversity, Equity and Inclusion Committee

BACKGROUND

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

RECOMMENDED COMMITTEE MOTION

The Executive Committee recommends the Board of Trustees adopt the revised charter for the Diversity, Equity and Inclusion Committee.

RECOMMENDED BOARD MOTION

The Board of Trustees approves the revised charter for the Diversity, Equity and Inclusion Committee.

Date Presented to Executive Committee: 4/6/2022 (First Reading)

Date Presented to the Board of Trustees: TBD

Date of Implementation: TBD



Diversity, Equity, and Inclusion Committee Charter

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

Purpose:

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

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

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

Committee Structure:

The committee will consist of no fewer than five and no more than seven members appointed by the chair of the board annually. The chair and vice chair of the Diversity, Equity and Inclusion Committee shall be appointed by the chair of the board.

Definitions:

- **BIPOC**- A person or group who identifies as Black, Indigenous, or Person of Color
- **Disability**- person who has a physical or mental impairment that substantially limits one or more major life activity. This includes people who have a record of such an impairment, even if they do not currently have a disability. It also includes individuals who do not have a disability but are regarded as having a disability.
- **Diversity** - The concept of diversity encompasses acceptance and respect. It means understanding that each individual is unique and recognizing our individual differences. These can be along the dimensions of race, ethnicity, gender, sexual orientation, socio-economic status, age, physical abilities, religious beliefs, political beliefs, or other ideologies.
- **Equity** - The proactive reinforcement of policies, practices, attitudes and actions that produce equitable power, access, opportunities, treatment, impacts and outcomes for all.

- **Gender** - Refers to the socially constructed roles, behaviors, activities and attributes that a given society considers appropriate for boys and men or girls and women. While aspects of biological sex are similar across different cultures, aspects of gender may differ.
- **Inclusion** - Authentically bringing traditionally excluded individuals and/or groups into processes, activities, and decision/policy making in a way that shares power.

Authority:

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

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

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

Name: Executive Committee

Date: April 6, 2022

Title: Proposed Committee Charter Revisions - Facilities Committee (First Reading)

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The charter of the Facilities Committee has been reviewed as part of FY2022 review of all committee charters for clarity and accuracy.

Scheduled Presenter(s):

Jerry Janezich, Facilities Committee Chair

Brian Yolitz, Associate Vice Chancellor for Facilities

Facilities Committee Charter
Approved August 31, 2018

Purpose:

The Board of Trustees is responsible for overall system wide facilities management assurance and is committed to long-term stewardship of the state's physical resources. It is the policy of the Board of Trustees to provide sound administration to safeguard the resources of the State of Minnesota, the system, the colleges and universities and the constituencies they serve and to preserve the long-term viability of the colleges, universities and system as a whole.

The Facilities Committee is charged with oversight of all system wide facilities matters of the organization. The committee's scope includes oversight of facilities management of the system so to assure the highest possible quality and efficient use of the system's physical resources including environmental, safety and security matters.

The Facilities Committee shall not have the authority to act on behalf of the board unless specifically delegated by the board. The Facilities Committee shall meet at the call of the committee chair.

Committee Structure:

The committee will consist of no more than five members appointed by the chair of the board annually. The chair and vice chair of the Facilities Committee shall be appointed by the chair of the board.

Authority:

The principal elements of the Charge of the Facilities Committee shall be:

1. Provides advice and counsel to the chancellor. (This duty is shared with all other board members)
2. Assurance of leadership, research and pursuit of best practices in the facilities arena on behalf of the success of all students
3. Adoption of an annual committee work plan
4. Recommend proposed board policies within the purview of the committee
5. The committee's oversight includes but is not limited to:
 - approval of capital budget requests
 - administration of the system's capital asset program including the design, construction and maintenance program for the built and natural environment with environmental stewardship as a core value
 - stewardship and management of all real estate

- oversight of college and university administrative programs including the areas of campus housing, dining and parking services (in cooperation with the Finance Committee of the board)
 - oversight of safety and security, occupational health, environment compliance and emergency management strategies and programs
6. This charter is subject to review annually.

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – FIRST READING

Proposed Committee Charter Revisions - Facilities Committee

BACKGROUND

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

RECOMMENDED COMMITTEE MOTION

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

RECOMMENDED BOARD MOTION

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

Date Presented to Executive Committee: 4/6/2022 (First Reading)

Date Presented to the Board of Trustees: TBD

Date of Implementation: TBD

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

Name: Executive Committee

Date: April 6, 2022

Title: Proposed Committee Charter Revisions - Finance Committee (First Reading)

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The charter of the Finance Committee has been reviewed as part of FY2022 review of all committee charters for clarity and accuracy.

Scheduled Presenter(s):

Roger Moe, Finance Committee Chair

Bill Maki, Vice Chancellor for Finance and Facilities

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD ACTION – FIRST READING

Proposed Committee Charter Revisions - Finance Committee

BACKGROUND

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

RECOMMENDED COMMITTEE MOTION

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

RECOMMENDED BOARD MOTION

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

Date Presented to Executive Committee: 4/6/2022 (First Reading)

Date Presented to the Board of Trustees: TBD

Date of Implementation: TBD

Finance Committee Charter
Approved August 31, 2018

Purpose:

The Board of Trustees is responsible for overall system wide financial management assurance and is committed to long-term stewardship of the state's financial resources. It is the policy of the Board of Trustees to provide sound administration to safeguard the resources of the State of Minnesota, the system, the colleges and universities and the constituencies they serve and to preserve the long-term viability of the colleges, universities and system as a whole.

The Finance Committee is charged with oversight of all system wide fiscal and technology matters of the organization. The committee's scope includes oversight of board policies for the administrative, information technology and financial management of the system so to assure the highest possible quality of administrative services, data integrity and the efficient use of the system's financial and information resources.

The Finance Committee shall not have the authority to act on behalf of the board unless specifically delegated by the board. The Finance Committee shall meet at the call of the committee chair.

Committee Structure:

The committee will consist of no fewer than five and no more than seven members appointed by the chair of the board annually. The chair and vice chair of the Finance Committee shall be appointed by the chair of the board.

Authority:

The principal elements of the Charge of the Finance Committee shall be:

1. Provides advice and counsel to the chancellor. (This duty is shared with all other board members)
2. Assurance of leadership, research and pursuit of best practices in the finance and technology arena on behalf of the success of all students
3. Adoption of an annual committee work plan
4. Recommend proposed board policies within the purview of the committee
5. The committee's oversight includes but is not limited to:
 - the system's biennial budget development
 - annual operating budget establishment and performance
 - the system's tuition and fee structure
 - design and administration of the system's allocation framework

- administration of financial management polices including financial reporting, scholarships, grant administration, risk management and debt management
 - procurement practices including support of the board’s commitment to diverse supplier and vendor participation
 - establishment and administration of the system’s pension program and related plans (in cooperation with the Human Resources Committee of the board)
 - college and university foundation relations and development
 - policies related to system technology practices and programs (in cooperation with the Academic and Student Affairs Committee of the board)
 - oversight of college and university administrative programs including the areas of campus housing, dining and parking services (in cooperation with the Facilities Committee of the board)
 - approval of all expenditure and contract actions in accordance with current board policy
6. This charter is subject to review annually.

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

Name: Executive Committee

Date: April 6, 2022

Title: Review Draft Board Chair Role Description

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The Executive Committee will review a draft board chair role description intended to support board chairs in carrying out their responsibilities.

Scheduled Presenter(s):

Jay Cowles, Chair

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD INFORMATION ITEM

Review Draft Board Chair Role Description

BACKGROUND

The Executive Committee will review a draft board chair role description intended to support board chairs in carrying out their responsibilities. The role description has been developed using existing Board Office documents and information gathered from resources from sources such as the Association of Governing Boards and the Association of Community College Trustees. The board chair role description is intended as a resource as the board takes up its annual election of officers process and as an ongoing resource for board members.



DRAFT FOR REVIEW
03/22/22

Board Chair Role Description

Role of the Chair

The board chair is the leader of the board. The board chair is responsible for:

- Ensuring the integrity and effectiveness of the board's governance role and processes.
- Enabling strategic decisions by the board for the benefit of the system.
- Presiding at meetings of the board, Executive Committee, Committee of the Whole, and Chancellor Performance Review Committee.
- Serving as the principal spokesperson for the board.
- Maintaining effective relationships with board members, system management, and stakeholders.

Responsibilities

Board Governance & Leadership

The board chair ensures the board fulfills its governance responsibilities and serves as the leader of the board. The board chair is responsible for:

- Ensuring that the board performs a governance role that respects and understands the role of management.
- Ensuring that the board adopts annual agendas that are consistent with the system's mission and strategic priorities.
- Ensuring that the work of the board committees is aligned with the board's role and agendas.
- Overseeing the board's annual assessment process.
- Ensuring that the board's governance structures and processes are routinely reviewed, evaluated, and revised.
- Creating a positive and inclusive environment to allow all trustees to thrive.
- Serving as the contact point for all trustees on board issues.
- Advising trustees on matters of conflict of interest in consultation with general counsel.
- Ensuring that new trustees have an effective orientation and that all trustees have access to learning opportunities and development resources.
- Mentoring other board leaders.
- Appointing committee chairs and members in consultation with chancellor.
- Appointing ad hoc committees and working groups.

Presiding Officer

The chair is the presiding officer at board meetings and meetings of the committees specified above.

As the presiding officer, the chair is responsible for:

- Reviewing and approving schedules and agendas in consultation with chancellor.
- Ensuring that meetings are conducted according to board policy and Open Meeting Laws.
- Ensuring relevant information is made available to trustees in a timely manner.
- Facilitating decision-making.
- Motivating trustees to attend meetings.
- Encouraging all board members to participate and controlling dominating or out-of-line behavior during meetings.
- Ruling on procedural matters during meetings.

Relationships

The board chair facilitates relationships with, and communication among, trustees and between trustees and senior management. The chair is responsible for:

- Establishing a relationship with individual trustees and supporting their ability to contribute their special skill and expertise effectively.
- Aiding and advising committee chairs to ensure they understand board expectations and have needed resources.
- Maintaining a constructive working relationship and regular communication with the chancellor, providing advice and counsel as required.
- Working with the chancellor to ensure board expectations are understood.
- Ensuring that annual performance objectives are established for the chancellor and an annual evaluation is performed.

Skills and Qualifications

The board chair will possess the following personal qualities, skills, and experience:

- Proven leadership skills
- Strategic and facilitation skills, ability to influence and achieve consensus
- Ability to act impartially and without bias
- Ability to build trust through consistency and transparency
- Tact and diplomacy
- Ability to communicate effectively
- The time to build strong relationships with all stakeholders

Other Duties

- Approve or disapprove requests by the chancellor to accept reimbursement of travel or meals from outside sources when required by Minn. Stat. §43A.38.
- Oversee Chair Cost Center– spent at Chair’s discretion; typical expenditures include Tuesday evening board dinners, sponsorship of annual scholarship dinners, floral arrangements for funerals
- Approve trustee special per diem requests
- Invite trustees to campus/system events, e.g., commencements, grand openings, etc.
- Invite trustees to attend national development conferences

Approval Date: TBD

Last Review Date: TBD

Relevant board policies

[Policy 1A.2, Board of Trustees](#)

[Policy 1A.3, System Administration, Chancellor](#)

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

Name: Executive Committee

Date: April 6, 2022

Title: Review draft preferred qualifications and attributes for effective trustees

Purpose (*check one*):

Proposed New Policy or
Amendment to Existing Policy

Approvals Required
by Policy

Other Approvals

Monitoring/Compliance

Information

Brief Description:

The Executive Committee will receive an update on upcoming board vacancies and will review draft preferred qualifications and attributes for effective trustees which is intended to support the appointment process.

Scheduled Presenter(s):

Jay Cowles, Chair

George Soule, Nominating Committee Chair

**MINNESOTA STATE
BOARD OF TRUSTEES**

BOARD INFORMATION ITEM

Review Draft Preferred Qualifications and Attributes for Effective Trustees

BACKGROUND

There are six (6) trustees whose terms conclude at the end of June 2022. As we look ahead to filling those vacancies, it's important to note that the charters of both the Executive Committee and Nominating Committee include responsibilities related to this process. The charter of the Executive Committee includes the following responsibility: *Plan for trustee succession by identifying to the governor desired qualities of a trustee and identifying potential candidates;* and the charter of the Nominating Committee includes the following responsibility: *Advise the governor's office, in consultation with the board chair, on preferred qualifications and attributes for effective trustees.*

The Executive Committee will receive an update on upcoming board vacancies and will review draft preferred qualifications and attributes for effective trustees which is intended to support the appointment process.

Minnesota State Colleges and Universities
Desirable Characteristics of a Trustee
Recommendations from the Board Leadership
May 2016

Personal Characteristics

- Integrity and Accountability: Ethical standards, integrity, and strength of character in his or her personal and professional dealings and a willingness to act on and be accountable for his or her decisions.
- Informed Judgment: Demonstrate intelligence, wisdom, and thoughtfulness in decision-making. Demonstrate a willingness to thoroughly and openly discuss issues, ask questions, voice reservations, build consensus and tolerate dissent.
- Mature Confidence: Assertive, responsible, and supportive in dealing with others. Respect for others, openness to others' opinions and the willingness to listen.
- High Standards: History of achievements that reflect high standards for themselves and others.
- Common Good: Trustees should not represent the interests of any particular constituencies, but rather serve the greater good for the people of Minnesota. Be stewards of the colleges and universities. Evidence the duties as a Trustee will be discharged in good faith and in a manner that is in the best interests of the system, students, faculty, communities, and the taxpayers.
- Comportment: Collegial and non-partisan
- Diversity: Respectful of and understanding of diverse values, thoughts, beliefs, and approaches.

Core Competencies

- Board Service: Experience in serving on other boards. Commitment to and understanding of sound governance principles.
- Fiduciary Responsibilities: Experience in financial accounting, financial data presentation, charts, ratios, etc.
- Judgment: Record of making good business and organizational decisions.
- Management: Experience in corporate, non-profit, or union-based management settings. Understands and respects the difference between board policy setting and oversight on the one hand and delegated operational authority to the chancellor for system management on the other.
- Crisis Response: Ability and time to contribute during periods of both short-term and prolonged crisis.

Minnesota State Colleges and Universities
Desirable Characteristics of a Trustee
Recommendations from the Board Leadership
May 2016

- Leadership: Understand and possess skills of motivating high-performing, talented managers and representing the system with our various communities.
- Strategy and Vision: Skills and capacity to provide strategic insight and direction by encouraging innovations, conceptualizing key trends, evaluating strategic decisions, and challenging Minnesota State to sharpen its vision.
- Bargaining Contract: A basic knowledge of the collective bargaining process, contract requirements and union relations.

Commitment to Minnesota State Colleges and Universities

- Time and Effort: Time commitment and attendance required. Willingness to commit the time and energy necessary to satisfy the requirements of board and board committee membership.
 - Eight two-day meetings a year.
 - Expected to attend and participate in all board meetings and board committee meetings in which they are a member.
 - A willingness to rigorously prepare prior to each meeting and actively participate in the meeting.
 - Willingness to make himself or herself available to management upon request to provide advice and counsel.
 - Available to attend numerous board, student, campus, and community events. A cheerful willingness to attend student association functions, legislative hearings, and college and university graduations.
- Awareness and Ongoing Education: Possess, or be willing to develop, a broad knowledge of critical issues affecting the Minnesota State system (including educational trends, technology, legislative and student-based concerns). In addition, the candidate must understand a trustee's role and responsibilities including the general legal principles that guide board members.
- Conflict of Interest: No real or perceived conflict of interest as viewed by Minnesota State Colleges and Universities' stakeholder groups or the public. Familiarity with the Board of Trustees Code of Conduct.

Minnesota State Colleges and Universities
Desirable Characteristics of a Trustee
Recommendations from the Board Leadership
May 2016

Current and Expected Experience Gaps

- Human Resources: Familiarity with compensation strategies, talent acquisition, talent development, etc.
- Finance: Financial experience with complex issues of budget, tuition, capital budgets, bonding etc.
- Communications/Public Affairs: Communications and public affairs expertise to assist in advancing the reputation of the Minnesota State system and its colleges and universities.
- Diversity: experience to enhance perspective and judgment through diversity in gender, age, ethnic background, geographic origin, and professional experience (public, private, and non-profit sectors).