



**MINNESOTA STATE**  
Board of Trustees

**Executive Committee Meeting**  
Minnesota State Colleges and Universities  
System office, 30 East 7th Street, St. Paul, MN  
Nov 2, 2022 8:00 AM - 10:00 AM CDT

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**Executive Committee**  
**November 2, 2022**  
**8:00 a.m.**  
**Conference Room 3310, 3<sup>rd</sup> floor**

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1. Chancellor's Updates
2. Chair's Updates
- 3. Minutes of September 7, 2022**
4. FY2023 Committee Workplan
5. New trustee orientation
6. Chancellor search process
7. November 3<sup>rd</sup> special board meeting

Committee Members:

Roger Moe, Chair

George Soule, Vice Chair

Jay Cowles, Treasurer

Alex Cirillo

Dawn Erlandson

April Nishimura

Cheryl Tefer

**Bolded items indicate action required.**





**Executive Committee  
Meeting Minutes  
September 7, 2022**

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A meeting of the Executive Committee of the Board of Trustees was held on September 7, 2022.

Committee members present: Roger Moe, Chair; George Soule, Vice Chair; Jay Cowles, Treasurer; Dawn Erlandson, Cheryl Tefer, Michael Vekich

Committee members absent: Rudy Rodriguez

Other board members present: April Nishimura, Kathy Sheran

Staff present: Devinder Malhotra, Chancellor; Kari Campbell, Executive Director

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

Chair Moe called the meeting to order at 8:00 a.m.

**Chancellor's Updates**

Chair Moe, Vice Chair Soule, and trustees-

The 26 colleges and seven universities of Minnesota State are all in full swing welcoming and serving students at 54 campuses in all corners of the state, building the talent of Minnesota's workforce, and driving the vitality of Minnesota's economy. With classes now entering their 3rd week, our campuses have gotten into that fall semester rhythm.

Another event that was in full swing was the Minnesota State Fair where the colleges and universities of Minnesota State were in full display. Our presence in the education building would not be possible without the many, many volunteers including Chair Moe and Vice Chair Soule who talk with employees, alumni, friends of our campuses, and prospective parents and students. I heard the buttons were a huge hit as always!

For many of us, we don't begin to think about the fair again for another 300+ days but for our Marketing and Communications team, the booth may be down but the planning has already started for 2023. Thank you to Noelle and all of the MarComm team for their help and dedication to making this a great showcase!

This time of year also means we are the Executive Search season has begun and I have four updates to share with the board.

With the announcement of President Blackhurst, our work is well underway as we prepare to launch the search for the next president of Minnesota State University Moorhead. I will visit the campus at the end of this month to hold my listening sessions. Once those have concluded we will launch the search with the hopes of bringing forth a recommendation to the Board in March 2023.

Approximately two weeks ago, we began the recruitment phase for a permanent General Counsel. We have enlisted the help of Heinze and Associates to identify possible candidates for the position. My thanks to Vice Chair Soule for chairing this search. We are still compiling the search advisory committee and will share with you the roster once finalized. The SAC will begin their work in October. Finalists will then be selected to interview with myself, cabinet, the Office of General Counsel team and other trustees. Our plan is to bring forward a recommendation to the board at your November meeting.

In my work plan last year, I indicated two areas of opportunity and growth:

One was the creation of the Center for Data Access and Analytics. This new unit will focus on data analytics and decision support, providing a publicly visible presence in state and national research and analytics communities. With that, we have launched the search for the new Executive Director that will lead this work. The Executive Director is responsible for providing strategic direction to the system's data analytics, decision support, and data democratization efforts, in collaboration with senior system leaders and campus presidents, research staff, and faculty. This position will serve on my cabinet. We hope to have the individual identified by early October.

And lastly, in the fall 2021, we formed the new Workforce and Economic Development unit and I asked Larry Lundblad to, again come out of retirement, (and you say I'm bad at this retirement gig) to help develop the framework and structure for this new unit. Larry has done a great job and I'm pleased that we are now in a position to launch the search for the permanent Executive Director. In October I meet with key campus and system stakeholders to get their feedback on this leadership role with the hopes of identifying someone by January 2023 when Larry has reassured me that for real this time, he is retiring.

Over the course of the next three months, we will present to the board for your consideration a biennial budget request that reflects our system's greatest needs and highest priorities to do the work that our colleges and universities are charged to do. To do this work there are conversations occurring at all levels of the system including with presidents, statewide bargaining units in our meet and confers and with the student

associations at my monthly meetings with them, in addition to conversations that presidents have with members of their own community.

New this year is the addition of the biennial budget listening sessions.

Beginning on September 12 and for the 3 weeks that follow, I along with Chair Moe and other trustees, Vice Chancellor Maki, members of the Government Relations team, and other members of my cabinet will travel to 12 campuses to convene both internal and external stakeholders to listen to the priorities, concerns, and thoughts of key constituents.

Topics of conversation are expected to include the resources required for meeting the state's workforce needs, enhancing student success and equity, covering increases in operating costs due to inflation, and other needs

I am excited for this new approach that deepens our engagement to help inform the development of the board's biennial budget request.

At our joint meeting in July with Leadership Council and the Board, we all heard loud and clear from Chair Moe the call to be BOLD. This resonated greatly with members of my cabinet and others and has helped to shape our thinking as we think about the year ahead. This was the central theme at the retreat with cabinet and will serve as the framework as the Leadership Council gathers for our annual retreat next week at Alexandria Technical and Community College and will inform my thinking when I meet with the board the following week to share the contours of my FY2023 chancellor & system office workplan.

And with that Chair Moe, that concludes my remarks.

### **Chair's Update**

Thank you, Chancellor, for your remarks.

I am honored and excited to be leading my first Executive Committee meeting. We all are aware of the Kersten column that came out recently, to which we responded with a well stated letter signed by many different leaders at Minnesota State. Please note there will be opportunity for discussion of this topic at the retreat. I now ask if anyone has anything else they would like to bring up at this time.

### **Agenda Item 4: Minutes of June 1, 2022**

Chair Moe asked if there are any changes or amendments to the minutes then asked for a motion to approve. Trustee Vekich made the motion and Trustee Cowles provided a second.

A roll call vote was conducted and the minutes were approved unanimously, with the exception of Trustee Soule, who abstained.

**Agenda Item 5: Governance Oversight Role of the Committee**

Chair Moe invited Executive Director Campbell to provide an overview of the committee's role in board governance as laid out in board policy and committee charter. There was brief discussion of the governance role of the committee and what members think it should entail. The meeting materials for this item begin on page 8.

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

**Agenda Item 6: Review Board Retreat Schedule**

Chair Moe again invited Executive Director Campbell to provide a schedule and topic overview of the upcoming Board Retreat on September 20-21 in Austin. There was brief discussion and Trustees were asked if they had anything to add. Trustee Soule stated he felt it would be beneficial to have a brief refresher on the Equity 2030 plan. The meeting materials for this item begin on page 11.

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

**Agenda Item 7: Update from Government Relations**

Chair Moe invited Vice Chancellor of Finance and Facilities Maki to provide an update on government relations. Topics included a possible legislative Special Session and recent developments in inflation reduction and student debt forgiveness. Melissa Fahning, Director of Communications for Government Relations, also provided information on these topics. The meeting materials for this item begin on page 14.

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

**Agenda Item 8: Update on Student Loan Forgiveness Announcement**

Chair Moe again invited Vice Chancellor of Finance Maki to provide an update on the latest news in student loan forgiveness. The meeting materials for this item begin on page 15.

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

**Adjournment**

Chair Moe adjourned the meeting at 8:58 a.m.



**MINNESOTA STATE**  
Board of Trustees

**AGENDA ITEM SUMMARY**

**NAME:** Executive Committee

**DATE:** November 2, 2022

**TITLE:** FY2023 Committee Workplan

Proposed New Policy or  
Amendment to Existing Policy

Approvals Required by  
Policy

Other Approvals

Monitoring/Compliance

Information

**PRESENTERS**

Kari Campbell, Executive Director

**PURPOSE**

The committee will review and discuss the proposed workplan for FY2023 which includes items to come before the committee at the monthly board meetings.

**BACKGROUND INFORMATION**

The Executive Committee is intended to act as a governance committee and is charged with oversight of the board's integrity and effectiveness as detailed in [Board Policy 1A.2 Board of Trustees Part 5., Subpart A](#) and the committee [charter](#).

The table below contains a draft plan for FY2023 Executive Committee meetings. Also included is an overview of Executive Committee role and responsibilities. The committee will review proposed topics and identify additional topics.

## FY2023 Board Committee Work Plan Executive Committee

**DRAFT FOR REVIEW**  
**11/1/22**

	Oct 2022	Nov 2022	Dec 2022	Jan 2023	Feb 2023	March 2023	April 2023	May 2023	June 2023
<b>Operational</b>		<ul style="list-style-type: none"> <li>Review FY2023 Committee Work Plan</li> <li>New trustee orientation overview</li> </ul>		<ul style="list-style-type: none"> <li>FY2023 Board Operating Budget Update</li> <li>Review criteria and method for board assessment</li> <li>Trustee development – orientation &amp; training</li> </ul>		<ul style="list-style-type: none"> <li>Review governance practices</li> </ul>	<ul style="list-style-type: none"> <li>FY2023 Board Operating Budget Update</li> <li>Review draft board assessment plan</li> <li>Trustee development – orientation &amp; training</li> </ul>	<ul style="list-style-type: none"> <li>Revised FY2024 and Proposed FY2025 meeting calendar (First Reading)</li> <li><b>Proposed FY2024 Board Operating Budget</b></li> <li>Review governance practices - follow-up</li> </ul>	<ul style="list-style-type: none"> <li><b>Revised FY2024 and Proposed FY2025 meeting calendar (Second Reading)</b></li> <li>Finalize board assessment plan</li> <li>Plan annual retreat</li> </ul>

**Bold = action items needing committee and board approval**

*Italics = tentative topic*





## Executive Committee Role & Responsibilities

	<b>Responsibilities*</b>
<b>Governance oversight</b>	<ul style="list-style-type: none"> <li>• Oversight of the administration of the board.</li> <li>• Act as a governance committee</li> <li>• Forum for trustees to address all issues of board governance</li> </ul>
<b>Board effectiveness</b>	<ul style="list-style-type: none"> <li>• Perform a board self-evaluation at least annually</li> <li>• Review periodically the governance processes, including board organization and structure, frequency of meeting and attendance and make any necessary recommendations to the board in accordance with the Two-Read Policy.</li> <li>• Research and identify best practices for boards with an educational mission; recommends particular practices to the board.</li> <li>• Encourage committee chairs to review committee charters annually; The Executive Committee will review all committee charters a minimum of every 3 years.</li> </ul>
<b>Board integrity</b>	<ul style="list-style-type: none"> <li>• Assure that policies and procedures are in place and being implemented to ensure that the board, and its individual members, operate with the highest ethical standards and integrity, including duties of care and loyalty</li> <li>• Reviews board practices with respect to participation and conflict of interest</li> <li>• Act on unresolved conflict of interest questions</li> </ul>
<b>Orientation and board development</b>	<ul style="list-style-type: none"> <li>• Designs and oversees orientation of new board members</li> <li>• Design and implement training for current board members as appropriate.</li> </ul>
<b>Budget oversight</b>	<ul style="list-style-type: none"> <li>• Approve the annual operating budget for the board office, subject to the regular budget review and approval procedures of the facilities/finance committee and the board</li> <li>• Periodically review the budget and provide a yearend report to the board at the conclusion of the fiscal year.</li> </ul>
<b>Succession planning</b>	<ul style="list-style-type: none"> <li>• Plan for trustee succession by identifying to the governor desired qualities of a trustee and identifying potential candidates.</li> </ul>
<b>Ability to act on behalf of the board</b>	<ul style="list-style-type: none"> <li>• May act on those issues delegated to it by the full board and shall consider issues that require attention prior to the next regular board meeting</li> <li>• Does not act on behalf of the board unless specifically delegated by the board except in the case of an emergency</li> </ul>
<b>Policy recommendations</b>	<ul style="list-style-type: none"> <li>• Recommends board policies not within the purview of other standing committees</li> </ul>

\*As detailed in board policy and committee charter



**MINNESOTA STATE**  
Board of Trustees

**AGENDA ITEM SUMMARY**

**NAME:** Executive Committee

**DATE:** November 2, 2022

**TITLE:** New trustee orientation

Proposed New Policy or  
Amendment to Existing Policy

Approvals Required by  
Policy

Other Approvals

Monitoring/Compliance

Information

**PRESENTERS**

Kari Campbell, Executive Director

**PURPOSE**

The committee will receive a proposed outline of new trustee orientation for review and discussion.

**BACKGROUND INFORMATION**

The typical orientation format has been disrupted for the past two fiscal years due to the pandemic. However, this disruption allowed for rethinking the format for orienting new board members. The proposed outline for FY2023 orientation is based on the 'flipped classroom' model which is a type of blended learning where students are introduced to content at home and practice working through it at school. In the context of new trustee orientation, content and resources are provided in advance for review, helping new board members understand the essentials and know what questions to ask during the in-person portion of orientation.

Content and resources will be housed in the OnBoard portal for ease of access. This repository can also function as a board manual with valuable resources for all trustees. As we continue to build out this resource, content in formats other than written, e.g., video, can be added to provide on-demand resources while allowing content experts to focus time with new trustees on discussion based on new trustee questions rather than review of materials.



## New Trustee Orientation

The proposed outline for FY2023 orientation is based on a ‘flipped’ learning model in which content and resources are provided in advance for review, helping new board members understand the essentials and know what questions to ask during the in-person portion of orientation.

In-person: *materials provided in advance with discussion time during orientation*

- Introduction to Trusteeship
  - Role of the Board
  - Board Culture
  - Governance vs. Management
- Current Initiatives
  - Equity 2030
  - NextGen ERM implementation
- Legal Overview
- Finance & Facilities Overview
- Trustee and board development
  - Annual board self-assessment
  - Development opportunities
  - Memberships
  - National Conferences
- Board Operations and Logistics
  - Meetings & events
  - Meeting materials
  - Per Diem and expense reimbursements
  - Communications
  - Other logistics

Asynchronous: *materials provided in advance; discussion during orientation as needed*

- Board Committees
- Overview of Minnesota State
  - System Leadership
    - President Roster
    - Chancellor's Cabinet roster
  - System Office Division Bios
    - Academic and Student Affairs
    - Diversity, Equity and Inclusion
    - Finance & Facilities
    - General Counsel
    - Government Relations
    - Human Resources
    - Information Technology
    - Internal Audit
    - Marketing & Communications
    - Workforce and Economic Development
  - Student Associations and Bargaining Units
  - Student and Employee Demographics
- Other reference material
  - Board calendar
  - Committee roster
  - Glossary of terms and acronyms
  - Board policies pertinent to board members



**MINNESOTA STATE**  
Board of Trustees

**AGENDA ITEM SUMMARY**

**NAME:** Executive Committee

**DATE:** November 2, 2022

**TITLE:** Chancellor search process

Proposed New Policy or  
Amendment to Existing Policy

Approvals Required by  
Policy

Other Approvals

Monitoring/Compliance

Information

**PRESENTERS**

Eric Davis, Vice Chancellor for Human Resources

**PURPOSE**

The Executive Committee will receive an update on the upcoming chancellor search and accompanying timeline.



**MINNESOTA STATE**  
Board of Trustees

**AGENDA ITEM SUMMARY**

**NAME:** Executive Committee

**DATE:** November 2, 2022

**TITLE:** November 3<sup>rd</sup> special board meeting

- Proposed New Policy or  
Amendment to Existing Policy
- Approvals Required by  
Policy
- Other Approvals
- Monitoring/Compliance
- Information

**PRESENTERS**

Eric Davis, Vice Chancellor for Human Resources

**PURPOSE**

The Executive Committee will receive a briefing on the special board meeting scheduled for Thursday, November 3 to approve the 2021-2023 Minnesota State College Faculty Master Agreement. Minnesota State Colleges and Universities and the Minnesota State College Faculty (MSCF) reached a tentative agreement on September 16, 2022. The results of MSCF membership's ratification vote to approve the tentative Agreement were certified by the MSCF Board of directors on Friday, October 28, 2022. The Executive Committee will receive a briefing on the special board meeting scheduled for Thursday, November 3 to approve this agreement.