



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

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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.