



**Minnesota State Colleges and Universities**  
**Board Policies**  
**Chapter 1 - System Organization and Administration**  
**Section A - System & Office Operations**

## **1A.2 Board of Trustees**

**Part 1. Membership.** Membership on the board is defined in Minnesota Statutes, §136F.02, subdivision 1 (2009), 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 Minnesota Statutes, §15.0575, subdivision 3 (2009) and the Commissioner's Plan, shall 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 system,
4. Expense Allowance for the board chair. This allowance shall be set annually by the board.

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

Requests for reimbursement of expenses and per diems shall be signed by the trustee.

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

**Subpart A. General Statutory Authority.** The general authority of the board is set forth at Minnesota Statutes §136F.06, subdivisions 1 and 2 (2009) which state:

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

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

**Subpart B. Board of Trustees Office and Staff Support.** The board shall establish an office of the trustees and may employ staff to support its administrative operation.

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

**Subpart A. Officers.** The officers of the board shall consist of a chair, vice chair, and treasurer. The chair, vice chair and treasurer shall be elected from the members of the board.

**Subpart B. Terms of Office.** The chair, vice chair, and treasurer of the board shall be elected for a one-year term. An officer's term shall commence on July 1, or upon the office becoming vacant, whichever is earlier. No trustee shall hold the same office for more than three consecutive terms.

**Subpart C. Duties and responsibilities.** The duties and responsibilities of the officers of the board are as follows:

1. The chair shall call, set the agenda for, and preside at all meetings of the board. Any matter requiring committee consideration that does not fall within the described duties of any committee or falls within the described duties of more than one committee shall be assigned to a committee by the chair. The chair shall recommend an annual board operations budget and budget increases to the executive committee for approval. At the request of the chair, the vice chair or another member of the board may preside at meetings of the board. The chair shall name all members to standing and ad hoc committees, and appoint the chair and vice chair of each standing and ad hoc committee. The chair shall establish all ad hoc committees and describe the charge of the ad hoc committees. The chair shall fill standing and ad hoc committee vacancies. The chair shall approve or disapprove requests by the chancellor to accept reimbursement of travel or meals from outside sources when required by Minnesota Statutes Ch. 43A.38 (2009).
2. The vice chair, in the absence of the chair, shall perform the duties ordinarily performed by the chair.
3. The duties and responsibilities of the treasurer shall be to act on behalf of the board in making certain that the chancellor keeps accounts necessary to the operation of the board.

**Subpart D. Election of Officers.** The election of officers shall be conducted at the annual meeting of the board. Any board member who wishes to run for a position as an officer shall submit his/her name in writing to the board office at least thirty days prior to the date of the election. The board office shall, at least 25 days prior to the date of election, mail to each board member a list of candidates. Nominations from the floor shall be received at the annual meeting.

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

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

**Subpart F. Secretary to the Board.** A member of the chancellor's staff shall be appointed by the board as the secretary to the board. The duties and responsibilities of the secretary shall be to act on behalf of the board in making certain that the records of the board are properly kept. The secretary shall be responsible for keeping a fair and full record of the proceedings in compliance with Minnesota law and shall insure that these records be properly duplicated and distributed.

**Part 5. Standing Committees, Committees, and Working Groups of the Board.** The board establishes the standing committees at subparts A through G and may establish additional standing committees as necessary. A joint meeting of standing committees may be scheduled only after prior consultation with the board chair.

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

**Subpart A. Executive Committee.** The executive committee of the board shall consist of not fewer than five and not more than seven trustees, and shall include the chair, the vice chair, the treasurer, the past chair if that person continues to serve as a trustee, and is available to serve, and additional trustees as determined by the chair. The board chair and vice chair shall serve as chair and vice chair respectively of the executive committee. The executive committee shall meet during periods between regular meetings of the board at the call of the chair. The executive committee is charged with conducting ongoing reviews of board operations procedures, assisting board members with ethical and legal obligations and board development. The executive committee 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. The executive committee shall not have the authority to act on behalf of the board unless specifically delegated by the board except in the case of an emergency which, in the judgment of the chair, requires action more

immediately than an emergency meeting of the board can be called. In such instances, the chair shall report to members of the board as soon as possible after the emergency and seek ratification of emergency actions at the next possible meeting. The executive committee shall 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. The executive committee periodically shall review the budget and provide a yearend report to the board at the conclusion of the fiscal year.

**Subpart B. Finance and Facilities Committee.** The finance and facilities committee of the board shall consist of no fewer than five members to be appointed by the chair annually. The finance and facilities committee is charged with oversight of all systemwide fiscal and facility matters. This includes biennial budget development, tuition, allocation formula, and capital budget requests.

**Subpart C. Human Resources Committee.** The human resources committee of the board shall consist of no fewer than five members to be appointed by the chair annually. The human resources committee is charged with oversight of all system personnel policies for excluded administrators, student employees and collective bargaining agreements throughout the system.

**Subpart D. Academic and Student Affairs Committee.** The academic and student affairs committee of the board consists of no fewer than five members to be appointed by the chair annually. The academic and student affairs committee is charged with oversight of all system academic and student service policy. This includes program approval, academic standards, transfer policy, institutional names, and systemwide strategic planning.

**Subpart E. Audit Committee.** The audit committee of the board consists of no fewer than three members to be appointed by the chair of the board 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 may hire an executive director of internal auditing and other auditors who shall report directly to the committee and the board. Committee members shall receive training annually on their auditing and oversight responsibilities.

The audit committee is responsible for overseeing the service of internal and independent auditors. Policy 1D governs the Office Internal Auditing. The committee has the following responsibilities for independent auditors:

1. Oversee the process for selecting independent auditors. The committee shall select one or more independent auditors to audit system-level or institutional financial statements and recommend their appointment to the board. An independent audit firm may not be appointed to a particular engagement for more than six consecutive years.
2. Review any non-audit services proposed by independent 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.
3. 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.

**Subpart F. Advancement Committee.** The advancement committee of the board consists of no fewer than five members to be appointed by the chair of the board annually. The advancement committee is charged with promotion, recruitment, development, and government relations.

**Subpart G. Diversity and Multiculturalism Committee.** The diversity and multiculturalism committee of the board consists of no fewer than five members to be appointed by the chair of the board annually. The diversity and multiculturalism committee is charged with oversight of ongoing endeavor and strategic planning to better serve all Minnesotans toward increased growth, progress, and appreciation of traditionally underserved students, faculty, and staff throughout the system.

**Subpart H. Technology Committee.** The technology committee of the board consists of no fewer than five members to be appointed by the chair of the board annually. The technology committee is charged with oversight of all system information technology policies and resources.

**Subpart I. Working Groups.** Following consultation with the chair, the chair of a standing committee may appoint a working group composed of members of the board and/or members of the public to advise on issues of concern to the committee. The term of a working group shall not exceed one year.

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

**Subpart A. Types of Meetings.** The board shall have an annual meeting, regular meetings, and, if necessary, special meetings and emergency meetings. Notice of meetings shall be provided in accordance with Minnesota Statutes Ch. 13D (2009), the Minnesota Open Meeting Law.

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

**Subpart B. Protocol For Meetings.** Comments and discussion from the general public shall be permitted at the discretion of the chair of the board, subject to approval by the board.

1. Quorum. A majority of the members of the board or, in the case of a committee, a majority of the members of the committee, shall be necessary to constitute a quorum. Neither the board nor a committee shall take official action without a quorum present.

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

2. Minutes. Minutes of the proceedings of the board shall be kept by the secretary, who shall cause them to be printed, bound and preserved and who shall transmit copies to the members of the board, administration, libraries and to other places where it is deemed appropriate. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the board's records, but such reports need not be incorporated in the minutes except when so ordered by the board. The minutes shall reflect the votes cast in committee meetings on matters recommended to the board for action.
3. Voting. The decision of the majority voting the question shall prevail. Whenever the vote is not unanimous, a member may request a roll call vote. The secretary shall record all votes. A member may abstain from voting. Voting by proxy or by mail shall not be permitted.
4. Open Meetings. All meetings of the board shall be in accordance with Minnesota Statutes Ch. 13D, the Minnesota Open Meeting Law. All meetings of the board shall be open to the public except as provided by law, including disciplinary proceedings, employee performance evaluations, consideration of matters protected by the attorney-client privilege or consideration of strategy for labor negotiations.
5. Closed Session Meetings. The board of trustees through the board or committee chair may limit attendees at sessions closed pursuant to the Minnesota Open Meeting Law to board members. Others, including the chancellor, deputy chancellor, appropriate vice chancellors, recorder and legal counsel, may be invited to attend at the discretion of the board chair or standing committee chair if their presence is required by the closed session discussion.
6. Labor Strategy Meetings. A decision to hold a non-public meeting to consider strategy for labor negotiations will be announced at a public meeting of the board, and a written roll of those present will be made available to the public after such a meeting. The proceeding of such a meeting will be tape-recorded and preserved for two (2) years after the contract is signed, and made available to the public after all labor contracts are signed by the board for the current budget period.

**Subpart C. Agenda.** Agendas for all meetings of the board of trustees shall be prepared by the chair as follows:

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

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*Date of Adoption:* 03/21/95,  
*Date of Implementation:* 03/21/95,

*Date and Subject of Revision:*

- 5/19/10 - Amended to reflect statutory changes and policy references. Added new Part H to recreate a standing Technology Committee, and removes technology from the Finance and Facilities Committee. Amended officer's term to take effect on July 1, changes the annual meeting to June and clarifies closed session meetings.*
- 5/20/09 – Amended Part 4, Subpart B to change the number of consecutive terms a board officer may serve from two terms to three terms and also allows a newly elected officer to take office immediately if his or her successor is no longer in the position.*
- 10/31/07 – Amended Part 5, changed the names of several committees, combined the Finance/Facilities and the Technology Committee, and lowered the minimum required members of the Audit Committee.*
- 07/18/07 – Amended Part 5, Subpart A to between five and seven members.*
- 01/17/07 – Deletes Part 3, Subpart B. Deletes in its entirety subpart that includes optional delegation clauses. Retention and inclusion of the subpart creates an inconsistency if the proposed amendment to policy 1A.3 is adopted.*
- 10/19/05 – Added Subpart H – Diversity and Multiculturalism Committee. Other technical changes were made.*
- 06/15/05 – Amended Part 5, Subpart E requires annual training for committee members, and includes committee's responsibilities for independent auditors.*
- 05/19/04 – Amended Part 4, Subpart C to allow the Chair to assign matters to committees, if they do not already fall within the described duties of a committee or they belong to more than one committee. Also, the annual Board operations budget and increases shall be recommend to the Executive committee for approval. Amended Part 5, Subpart A Executive committee duties*

- 05/21/03 – Deletes Part 7. Language now appears in Policy 1C.1 Part 2.
- 10/16/02 – Amends Part 4, Subpart A. – deletes “secretary” and adds “treasurer.” Last sentence deleted.  
Subpart C – deletes number 3. Adds Subpart F.
- 04/17/02 - Amends Part 5, Subpart C. - Changes the name of the Personnel Policy Committee to the Human Resources Policy Committee.
- 10/17/01 – Amended Part 4, Subpart C.1. – allows the chair to approve or disapprove requests by the Chancellor to accept reimbursement from outside sources
- 06/20/01 - Amended Part 2 changing “State Managerial Plan” language to “Commissioner's Plan.”
- 11/15/00 – Added Consent Agenda, Part 6, Subpart C, number 3;
- 10/18/00 - Part 4. Officers of the Board, Subpart B. Terms of Office, and Subpart D. Election of Officers, and Part 6. Subpart A. Types of Meetings. 1. Annual Meeting.
- 3/22/00 – Amended Part 4; inserted new paragraph in Part 5.
- 12/15/99 – Amended Part 2, changes made to Per diem and expense reimbursements.
- 12/16/98 - Amended policy by changing the name from Closed Session Meetings; Deleted the first paragraph; Added Parts 1-6.