Chair's Report: David Olson, Chair

a. Minutes of Board of Trustees Meeting of March 17, 2010 (pp. 1-7)
b. Proposed Amendments to Board Policy 1A.2 Board of Trustees (First Reading) (pp. 8-16)
c. Proposed FY 2011 Meeting Calendar (p. 17)
1. **Call to Order**
   Chair David Olson called the meeting to order at 1:30 p.m. and reported that a quorum was present.

2. **Chair’s Report**
   a. **Minutes of Board of Trustees Study Session of January 20, 2010**
      The minutes of the Board of Trustees study session were approved as written.
   b. **Minutes of Board of Trustees Meeting of January 20, 2010**
      The minutes of the Board of Trustees meeting were approved as written.
   c. Report and Recommendations of the Ad Hoc Committee on System Planning
      Ad Hoc Committee Chair Dan McElroy reported on the recommendations of the Ad Hoc Committee on System Planning. The committee conducted four public Listening Sessions and met several times in January and February to develop an updated Strategic Plan for the system. He announced that the Board would meet in April for a Study Session on the Ad Hoc Committee’s recommendations.

3. **Consent Agenda**
   a. **Resolution Regarding Tobacco Use on College and University Campuses**
   b. **Normandale Community College Mission Statement Approval**
   c. **St. Cloud State University National Hockey Center Development Plan**

   Trustee Christine Rice moved approval of the Consent Agenda. Trustee Louise Sundin seconded and the motion carried unanimously.

4. **Board Policy Decisions**
   **(1) Select Principal External Audit Firm**
   Trustee Scott Thiss moved that the Board of Trustees approves the appointment of LarsonAllen to serve as principal external auditor for the Minnesota State Colleges and Universities. The principal auditor is responsible for providing audit services of the following: Systemwide financial statements; Revenue Fund financial statements and Federal Financial Assistance.
The term of this appointment begins upon execution of contracts and shall continue to fulfill external auditing needs for the three fiscal years from June 30, 2010, through 2012. The Board of Trustees authorizes the Executive Director of Internal Auditing and the Vice Chancellor/Chief Financial Officer to negotiate contracts with LarsonAllen consistent with the terms contained in its proposal dated February 23, 2010. Chair Olson called the question and the motion carried unanimously.

(2) Proposed Amendments to Board Policies:
Policy 5.14 Procurement and Contracts;
Policy 5.22 Acceptable Use of Computers and Information Technology Resources;
Policy 7.4 Financial Reporting;
Policy 7.7 Gifts and Grants Acceptance
(Second Reading)
Trustee Thomas Renier moved that the Board of Trustees approves amending Policy 5.14 Procurement and Contracts; Policy 5.22 Acceptable Use of Computers and Information Technology Resources; Policy 7.4 Financial Reporting; and Policy 7.7 Gifts and Grants Acceptance as shown in Attachments A-D. Chair Olson called the question and the motion carried unanimously.

(3) Proposed Amendments to Board Policy 2.6, Intercollegiate Athletics
(Second Reading)
Trustee Dan McElroy moved that the Board of Trustees approves the proposed amendment to Policy 2.6 Intercollegiate Athletics. Chair Olson called the question and the motion carried unanimously.

(4) Proposed Amendments to Board Policy 3.30, College Program Advisory Committees
(Second Reading)
Trustee Dan McElroy moved that the Board of Trustees approves the proposed amendment to Policy 3.30, College Advisory Program Committees. Chair Olson called the question and the motion carried unanimously.

5. Board Standing Committee Reports

a. Audit Committee, Scott Thiss, Chair

(1) Review Results of Annual Student Financial Aid Audit
Committee Chair Thiss reported that the committee heard a report on the Annual Student Financial Aid Audit. The results of the report were incorporated into the State of Minnesota’s Single Audit Report. Committee Chair Thiss remarked that the report presented insignificant findings.

(2) Preliminary Review of Policy 1D.1 Office of Internal Auditing
Committee Chair Thiss reported that the committee reviewed Policy 1D.1 Office of Internal Auditing. Policies are required to be reviewed once every five years. The policy will be revised to cite recent changes.

(3) Follow-up to OLA Evaluation of the System Office
Committee Chair Thiss reported that the committee heard an update on the OLA Evaluation of the System Office. Chair Olson requested that the audit committee be involved in the area of Students First and also to work with the other committees on the issues related to board oversight.
b. **Advancement Committee, Christine Rice, Chair**

(1) **Advancement Update**
Committee Chair Christine Rice reported that the committee heard updates from Associate Vice Chancellor Linda Kohl and Executive Director Maria McLemore, on the Public Affairs division and the System and Foundation Relations division.

(2) **State and Federal Legislative Update**
Committee Chair Rice reported that the committee heard an update on the 2010 Legislative session from Government Relations Director Mary Davenport.

(3) **Report on College-, University- and System-Related Foundations**
Committee Chair Rice reported that the committee heard a report on the College, University- and System-Related Foundation. The report provided information relative to the support provided, returns and other information.

(4) **Follow-up to OLA Evaluation of the System Office**
Committee Chair Rice reported that the committee heard an update and discussed plans to address the OLA recommendations.

c. **Finance, Facilities and Technology Committee, Thomas Renier, Chair**

(1) **Finance, Facilities and Technology Update**
Committee Chair Thomas Renier reported that the committee heard an update from Vice Chancellor Laura King on the activities of the Finance, Facilities and Technology divisions.

(2) **FY 2010 Capital Project Update**
Committee Chair Renier reported that the committee heard an update on the FY 2010 Capital Projects. The Governor vetoed many projects approved by the legislature which resulted in a record low bonding bill.

(3) **Proposed Amendments to Board Policies:**
Policy 5.13 Information Technology Administration;
Policy 6.4 Facilities Planning (First Reading)
Committee Chair Renier reported that the committee heard a first reading on the Proposed Amendments to Board Policies: Policy 5.13 Information Technology Administration and Policy 6.4 Facilities Planning. The proposed policies will be presented for a second reading and approval at the April meeting.

(4) **Minnesota State Colleges and Universities System and State Economic Outlook for FY 2011-2013**
Committee Chair Renier reported that the committee heard a report on the system and state economic outlook for FY 2011-2013. The committee discussed the budget outlook for fiscal year 2011 as well as the 2012-2013 biennium. Further information will be provided at the April meeting.
(5) College and University Financial Health Indicator/Measurement Project
Committee Chair Renier reported that the committee heard a report on the College and University Financial Health Indicator/Measurement Project. The Finance division has maintained a reporting process since 2004 which generates a report to campus leadership drawing attention to areas of operational concern.

(6) Follow-up to OLA Evaluation of the System Office
Committee Chair Renier reported that the committee heard an update and discussed plans to address the OLA recommendations.

d. Academic and Student Affairs Committee, Dan McElroy, Chair

(1) Academic and Student Affairs Update
Committee Chair McElroy reported that the committee heard an update from Senior Vice Chancellor Linda Baer on the activities of the Academic and Student Affairs division.

(2) Proposed Amendment to Board Policy 3.24, System and Institutional Missions (First Reading)
Committee Chair McElroy reported that the committee heard a first reading on the Proposed Amendment to Board Policy 3.24, System and Institutional Missions. This will be presented for a second reading and approval at the April meeting.

(3) Proposed New Board Policy 3.38, Career Information (First Reading)
Committee Chair McElroy reported that the committee heard a first reading on the Proposed New Board Policy 3.38, Career Information, System and Institutional Missions. This will be presented for a second reading and approval at the April meeting.

(4) Proposed Amendment to Board Policy 3.29 College and University Transcripts (First Reading)
Committee Chair McElroy reported that the committee heard a first reading on the Proposed Amendment to Board Policy 3.29 College and University Transcripts. This will be presented for a second reading and approval at the April meeting.

(5) Follow-up to OLA Evaluation of the System Office
Committee Chair McElroy reported that the committee heard an update and discussed plans to address the OLA recommendations.

(6) Centers of Excellence Update
Committee Chair McElroy reported that the committee heard an update on the Centers of Excellence. The update provided information on the four centers’ activities, educational programming and industry involvement.

The four centers are Health Force Minnesota, Winona State University; Advance IT Minnesota, Metropolitan State University; 360° Manufacturing and Applied Engineering Center of Excellence, Bemidji State University; and Minnesota Center for Engineering and Manufacturing Excellence, Minnesota State University, Mankato.
(7) Campus Profile: North Hennepin Community College  
Committee Chair McElroy reported that the committee heard a campus profile on North Hennepin College from President Ann Wynia and staff. The profile highlighted institutional points of interest unique to the college. Committee Chair McElroy thanked President Wynia and her staff for an excellent report about the college. He also thanked President Wynia for her devoted service and wished her well as she retires from the presidency of North Hennepin Community College.

e. Human Resources Committee, Ruth Grendahl, Chair

(1) Human Resources Update  
Committee Chair Ruth Grendahl reported that the committee heard an update from Vice Chancellor Lori Lamb on the Human Resources division.

Labor Relations Summit Executive Summary  
Committee Chair Grendahl also reported that the committee heard an executive summary of the Labor Relations Summit. Vice Chancellor Lori Lamb and President Earl Potter of St. Cloud State University convened leaders from across the system to explore the future needs of students and the implications of future workforce learning.

(2) Appointment of President of Inver Hills Community College  
Committee Chair Grendahl moved that the Board of Trustees, upon the recommendation of Chancellor McCormick, appoints Timothy A. Wynes as the President of Inver Hills Community College, effective on July 1, 2010, subject to the completion of an employment agreement. The Board authorizes the Chancellor, in consultation with the Chair of the Board and Chair of the Human Resources Committee, to negotiate and execute an employment agreement in accordance with the terms and conditions of the Personnel Plan for Minnesota State Colleges and Universities Administrators. Trustee McElroy seconded and the motion carried unanimously.

Mr. Wynes thanked the Board for their support and the opportunity to serve the students in Minnesota.

(3) Appointment of President of North Hennepin Community College  
Committee Chair Grendahl moved that the Board of Trustees, upon the recommendation of Chancellor McCormick, appoints John J. O’Brien as the President of North Hennepin Community College, effective on July 1, 2010, subject to the completion of an employment agreement. The Board authorizes the Chancellor, in consultation with the Chair of the Board and Chair of the Human Resources Committee, to negotiate and execute an employment agreement in accordance with the terms and conditions of the Personnel Plan for Minnesota State Colleges and Universities Administrators. Trustee Jacob Englund seconded and the motion carried unanimously.

Dr. O’Brien thanked the Board and Chancellor McCormick for their support and confidence. He added that he is honored, excited and looks forward to serving the students at North Hennepin Community College.
(4) Human Resources Strategic Plan Feedback
Committee Chair Grendahl reported that the committee heard a report on the Human Resources Strategic Plan Feedback. The division has undertaken a comprehensive strategic planning process to set goals and priorities to meet the system’s needs.

(5) Follow-up to OLA Evaluation of the System Office
Committee Chair Grendahl reported that the committee heard an update and discussed plans to address the OLA recommendations.

f. Diversity and Multiculturalism Committee, Duane Benson, Chair

(1) Diversity and Multiculturalism Division Update
Committee Chair Duane Benson reported that the committee heard an update from Executive Director Whitney Stewart Harris on the activities of the Diversity and Multiculturalism division.

(2) Follow-up to OLA Evaluation of the system Office
Committee Chair Benson reported that the committee heard an update and discussed plans to address the OLA recommendations.

6. Joint Council of Student Associations
a. Minnesota State College Student Association (MSCSA)
   Mr. Tyler Smith, President, addressed the Board of Trustees.

b. Minnesota State University Student Association (MSUSA)
   Ms. Jennifer Weil, State Chair, addressed the Board of Trustees.

7. Minnesota State Colleges and Universities’ Bargaining Units
a. American Federation of State, County and Municipal Employees
   Ms. Karen Foreman, President (AFSCME Council 6), addressed the Board of Trustees.

b. Inter Faculty Organization (IFO)
   Mr. Rod Henry, President, addressed the Board of Trustees.

8. Trustees’ Reports
Trustee Van Houten reported that he attended the Phi Theta Kappa Recognition event that was co-hosted by Presidents Richard Davenport and Ron Thomas of Minnesota State University, Mankato and Dakota County Technical College respectively. He also reported that he would be a guest on KYZR talk radio to discuss higher education in Minnesota.

Trustee Christine Rice reported that she attended the Association of Community College Trustees (ACCT) National Legislative Summit in Washington, D.C. She and Dr. Mary Davenport visited with five congressional offices while at the conference.

Trustee McElroy recognized and thanked Presidents Davenport and Stover of Minnesota State University, Mankato and South Central Technical College, respectively, for their efforts providing educational programs to assist the business communities in their region.
9. **Chancellor’s Comments**
Chancellor McCormick welcomed the Trustees, staff and constituents to the meeting. Chancellor McCormick recognized the new presidents-elect and thanked retiring presidents Cheryl Frank and Ann Wynia for their devoted service to the system and the citizens of Minnesota.

Chancellor McCormick thanked the Trustees who attended the Chair Academy’s 19th Annual International Leadership Conference for Post-Secondary Leaders. Trustee Emeritus Jim Luoma was awarded the Paul A. Elsner International Excellence in Leadership Award. The Luoma Leadership Academy was named in honor of Trustee Emeritus Luoma for his efforts to encourage growth and leadership within the system.

Chancellor McCormick reported that careful consideration is being undertaken regarding the recommendations made by the Office of the Legislative Auditor’s (OLA) report on the system office. Chancellor McCormick noted that he appreciates the recommendations from the OLA and that he continues to strive to do and be better.

Chancellor McCormick commented that the budget cuts to the bonding bill were significant and disappointing. Chancellor McCormick stated the goals continue to be given careful attention. Chancellor McCormick concluded his remarks stating that plans are in place for flood emergencies.

10. **Requests by Individuals to Address the Board**
There were no requests to address the Board.

11. **Other Business**
There was no other business to come before the Board.

12. **Adjournment**
Chair Olson announced that the Board’s next meetings are on April 20-21, 2010. The meeting adjourned at 3:35 p.m.

__________________________________________________________________________
Ingeborg K. Chapin
Secretary to the Board
BOARD OF TRUSTEES
MINNESOTA STATE COLLEGES AND UNIVERSITIES

BOARD ACTION

Policy 1A.2 Board of Trustees

Part 1, Membership; Part 4, Officers of the Board, Subpart B, Terms of Office; Part 5, Standing Committees, Committees and Working Groups of the Board, Subparts B, H and I; Part 6, Meetings of the Board, Subpart A. Types of Meetings, Subpart B. Protocol for Meetings and Subpart C. Agenda; and statutory reference dates throughout.

BACKGROUND

Several changes to Policy 1A.2 are proposed to update and correct language, move the annual meeting date to June and make officer terms effective July 1, and reestablish a standing Technology Committee. The Executive Committee reviewed the proposed amendments at its meeting on March 17, and recommended a first reading by the Board of Trustees in April, followed by a second reading and approval at the May meeting.

1. Part 1, Board Membership Page 1, Lines 2-23
The proposed amendment reflects statutory changes made to Board membership.

2. Part 4, Effective date of Officer Elections Page 2, Line 36
The proposed amendment is to provide that an officer's term takes effect on July 1 instead of August 1.

3. Part 5, Addition of Technology Standing Committee; Revise Finance, Facilities and Technology Page 5, Lines 22-26
The proposed changes would recreate a standing Technology Committee and designate the current Finance, Facilities and Technology Committee as the Finance and Facilities Committee.

4. Part 6. Meetings of the Board
   a. Officer Elections in June Page 5, Line 37
   The proposed amendment changes the annual meeting from July to June.
   
   b. Corrections on Closed Meeting Sessions Page 6, Lines 43-44, Page 7, Lines 1-3
   In Subpart B, the amendments clarify closed session meetings.
   
   c. Policy Reference Page 7, Line 23
   In Subpart C, the reference to Policy 1A.1 has been corrected.

5. Throughout
Statutory reference dates have been updated.

RECOMMENDED COMMITTEE MOTION
The Executive Committee recommends that the Board of Trustees approves the amendments to Board Policy 1A.2, Part 1, Membership; Part 4, Officers of the Board, Subpart B, Terms of Office; Part 5, Standing Committees, Committees and Working Groups of the Board, Subparts B, H and I; and Part 6, Meetings of the Board, Subpart A, Types of Meetings, Subpart B, Protocol For Meetings, and Subpart C, Agenda; and statutory reference dates throughout, as reflected in the proposed changes attached.

RECOMMENDED BOARD MOTION
The Board of Trustees approves the amendments to Board Policy 1A.2, Part 1, Membership; Part 4, Officers of the Board, Subpart B, Terms of Office; Part 5, Standing Committees, Committees and Working Groups of the Board, Subparts B, H and I; and Part 6, Meetings of the Board, Subpart A, Types of Meetings, Subpart B, Protocol For Meetings, and Subpart C, Agenda; and statutory reference dates throughout, as reflected in the proposed changes attached.

Date of First Reading: April 21, 2010
Date of Second Reading/Approval: May 19, 2010
Effective Date: May 19, 2010
1A.2 Board of Trustees

Part 1. Membership. Permanent membership on the board is defined in Minnesota Statutes, §136F.02, subdivision 1 (2004), as follows: “The board consists of 15 members appointed by the governor with the advice and consent of the Senate. At least one member of the board must be a resident of each congressional district. Three members must be students who are enrolled at least half time in a degree, diploma, or certificate program or have graduated from an institution governed by the board within one year of the date of appointment. The student members shall include one member from a community college, one member from a state university, and one member from a technical college. The remaining members must be appointed to represent the state at large.”

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 (2004) 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.
1
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.


Subpart A. General Statutory Authority. The general authority of the board is set forth at Minnesota Statutes §136F.06, subdivisions 1 and 2 (2004), 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 August 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
§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 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 year end report to the board at the conclusion of the fiscal year.

**Subpart B. Finance and Facilities and Technology Committee.** The finance and facilities and technology committee of the board shall consist of no fewer than five members to be appointed by the chair annually. The finance and facilities and technology committee is charged with oversight of all systemwide fiscal and facility and technology matters. This includes biennial budget development, tuition, allocation formula, technology policy and resources 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 H.1. 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. 13 D (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.

The board through the board chair or the committee chair may limit attendees at sessions closed pursuant to the Minnesota Open Meeting Law.

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 the board/committee 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 DC.

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.
On March 17, 2010, the Executive Committee reviewed dates for the Board of Trustees meetings in FY 2011. The Executive Committee recommended that the proposed calendar be reviewed by the Board as a first reading in April followed with a second reading and approval in May.

The proposed meeting calendar for the following year follows:

- July 20-21, 2010: Committee and Board Meetings
- September 14-15, 2010: Committee and Board Meetings, and Public Hearing on 2012-2013 Biennial Budget
- October 19 and 20, 2010: Board Retreat
- November 16 and 17, 2010: Committee and Board Meetings
- January 18 and 19, 2011: Committee and Board Meetings
- March 15 and 16, 2011: Committee and Board Meetings. If Needed, Second Hearing on 2012-2017 Capital Budget Request
- April 19 and 20, 2011: Committee and Board Meetings
- May 17 and 18, 2011: Committee and Board Meetings
- June 21 and 22, 2011: Committee Meetings and Annual Board Meeting
- July 19 and 20, 2011: Committee and Board Meetings

The calendar is subject to change as public hearings and special meetings are scheduled with the approval of the Board Chair. Changes to the calendar will be publicly noticed.

**RECOMMENDED BOARD ACTION**

The Board of Trustees approves the FY 2011 meeting calendar.

*Date Presented to the Board of Trustees: April 21, 2010*

*Date Approved by the Board of Trustees:*