

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Litigation Review Committee
February 13, 2020**

A meeting of the Litigation Review Committee of the Board of Regents was held on Thursday, February 13, 2020 at 8:00 a.m. in the West Committee Room, 600 McNamara Alumni Center.

Regents present: Richard Beeson, presiding; Thomas Anderson, Janie Mayeron, David McMillan, and Randy Simonson.

Staff present: Senior Vice President Brian Burnett; General Counsel Douglas Peterson; and Executive Director Brian Steeves.

Others present: Carrie Ryan Gallia, Timothy Pramas, and Brian Slovut.

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

**RESOLUTION TO CONDUCT NON-PUBLIC MEETING
OF THE LITIGATION REVIEW COMMITTEE**

The meeting convened in public session at 8:03 a.m. A motion was made and seconded that the following resolution be adopted:

WHEREAS, based on advice of the General Counsel, the Board of Regents Litigation Review Committee has balanced the purposes served by the Open Meeting Law and by the attorney-client privilege, and determined that there is a need for absolute confidentiality to discuss litigation strategy in particular matters involving the University of Minnesota.

NOW, THEREFORE, BE IT RESOLVED, that in accordance with Minn. Stat. § 13D.01, Subd. 3 and 13D.05 Subd. 3(b), a non-public meeting of Litigation Review Committee be held on February 13, 2020 at 8:00 a.m. in the West Committee Room, 600 McNamara Alumni Center, for the purpose of discussing attorney-client privileged matters including the following:

- I. Potential claim by former student
- II. *Capacity Wireless v. University of Minnesota*
- III. Patent Litigation
 - a. *Regents of the University of Minnesota v. Gilead Sciences, Inc.*

- b. *Regents of the University of Minnesota v. AT&T Mobility LLC, et al.; Sprint Spectrum L.P., et al; T-Mobile USA, Inc., et al.; Cellco Partnership, d/b/a Verizon Wireless, et al.*
 - c. *Regents of the University of Minnesota v. LSI Corporation and Avago Technologies U.S., Inc.*
- IV. *Regents of the University of Minnesota v. United States of America; and E.I. Du Pont De Nemours and Co.*

The committee voted unanimously to adopt the resolution and the public portion of the meeting ended at 8:04 a.m.

The meeting adjourned at 9:01 a.m.



BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Audit & Compliance Committee
February 13, 2020**

A meeting of the Audit & Compliance Committee of the Board of Regents was held on Thursday, February 13, 2020 at 8:00 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Darrin Rosha, presiding; Mary Davenport, Mike Kenyanya, Kendall Powell, and Steve Sviggum. Michael Hsu participated by phone.

Staff present: President Joan Gabel; Chancellors Michelle Behr, Lori Carrell, and Mary Holz-Clause; Executive Vice President and Provost Karen Hanson; Vice Presidents Michael Goh, Bernard Gulachek, and Matt Kramer; Interim Vice President Kenneth Horstman; Executive Director Brian Steeves; Chief Auditor Gail Klatt; and Associate Vice Presidents Bill Paulus and Michael Volna.

Student Representatives present: Spencer Basarich and Anthony Kahane.

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

EXTERNAL AUDITOR REPORT AND REVIEW OF COMPLETED AUDIT WORK

Regent Rosha invited Sue Paulson, Controller along with Katie Knudtson and Judi Dockendorf from Deloitte & Touche, LLP, to present the external auditor report and review of completed audit work, as detailed in the docket.

The docket materials for this item begin on page 3. The closed captioned video of this item is [available here](#).

REVIEW OF EXTERNAL AUDITOR RELATIONSHIP AND SERVICES PROVIDED

Regent Rosha invited Controller Sue Paulson to discuss the review of external auditor relationships and services provided, as detailed in the docket.

The docket materials for this item begin on page 135. The closed captioned video of this item is [available here](#).

EXTERNAL AUDIT PLAN

Regent Rosha invited Controller Sue Paulson along with Katie Knudtson and Judi Dockendorf from Deloitte & Touche, LLP, to present the fiscal year 2020 external audit plan, as detailed in the docket.

The docket materials for this item begin on page 141. The closed captioned video of this item is [available here](#).

EXTERNAL QUALITY ASSURANCE REVIEW REPORT

Regent Rosha invited Chief Auditor Klatt and Linda Gilligan, external review team leader, to present the external quality assurance review report, as detailed in the docket.

The docket materials for this item being on page 155. The closed captioned video of this item is [available here](#).

INTERNAL AUDIT UPDATE

Regent Rosha invited Chief Auditor Klatt to provide the Internal Audit update, as detailed in the docket.

The docket materials for this item begin on page 167. The closed captioned video of this item is [available here](#).

The meeting adjourned at 9:09 a.m.



BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Finance & Operations Committee
February 13, 2020**

A meeting of the Finance & Operations Committee of the Board of Regents was held on Thursday, February 13, 2020 at 9:15 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: David McMillan, presiding; Thomas Anderson, Richard Beeson, Mary Davenport, Mike Kenyanya, Janie Mayeron, Kendall Powell, Darrin Rosha, Randy Simonson, and Steve Sviggum. Michael Hsu participated via phone.

Staff present: President Joan Gabel; Chancellors Michelle Behr, Lendley Black, Lori Carrell, and Mary Holz-Clause; Executive Vice President and Provost Karen Hanson; Senior Vice President Brian Burnett; Vice Presidents Michael Berthelsen, Michael Goh, Bernard Gulachek, Matt Kramer, and Jakub Tolar; Interim Vice President Kenneth Horstman; General Counsel Douglas Peterson; Executive Director Brian Steeves; and Associate Vice Presidents Stuart Mason, Bill Paulus, Julie Tonneson, and Michael Volna.

Student Representatives present: Eleora DeMuth and Rodrigo Tojo Garcia.

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

**RESOLUTION RELATED TO REFINANCING OF DEBT FOR THE
BIOMEDICAL DISCOVERY DISTRICT (TWIN CITIES CAMPUS)**

Regent McMillan invited Senior Vice President Burnett to present for action the resolution related to refinancing of debt for the Biomedical Discovery District (Twin Cities campus), as detailed in the docket.

The docket materials for this item begin on page 5. The closed captioned video of this item is [available here](#).

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to refinancing of debt for the Biomedical Discovery District (Twin Cities campus).

**ADMINISTRATIVE COST DEFINITION AND
BENCHMARKING: EXTERNAL REVIEW UPDATE**

Regent McMillan invited President Gabel, and Andrew Laws, Managing Director, Huron Consulting, and Kurt Dorschel, Senior Director, Higher Education practice, of Huron Consulting, to discuss the external review of the University's administrative cost definition and benchmarking, as detailed in the docket.

The docket materials for this item begin on page 11. The closed captioned video of this item is [available here](#).

LONG RANGE FINANCIAL PLANNING UPDATE AND FY 2021 ANNUAL OPERATING BUDGET FRAMEWORK

Regent McMillan invited Senior Vice President Burnett, Associate Vice President Tonneson, and Assistant Vice President Lincoln Kallsen to provide an update on long range financial planning and outline the FY 2021 annual operating Budget framework, as detailed in the docket.

The docket materials for this item begin on page 78. The closed captioned video of this item is [available here](#).

UNIT RESERVES POLICY FRAMEWORK

Regent McMillan invited Associate Vice President Tonneson to provide an overview of the University's unit reserves policy framework, as detailed in the docket.

The docket materials for the tuition update start on page 126. The closed captioned video of this item is [available here](#).

REAL ESTATE TRANSACTION

Regent McMillan invited Assistant Vice President Leslie Krueger to present for review and action the following real estate transaction, as detailed in the docket.

- A. Purchase of three properties at 818 Essex Street SE, 924 Essex Street SE, and 510 Ontario Street SE, Minneapolis, Minnesota

The docket materials for this item begin on page 140. The closed captioned video of this item is [available here](#).

A motion was made and seconded, and the committee voted unanimously to recommend approval of the purchase of three properties at 818 Essex Street SE, 924 Essex Street SE, and 510 Ontario Street SE, Minneapolis, Minnesota.

COLLECTIVE BARGAINING AGREEMENTS

Regent McMillan invited Interim Vice President Kenneth Horstman to present for review and action the following collective bargaining agreements, as detailed in the docket.

- A. AFSCME Council 5, Clerical and Office Unit Locals 3800 and 3801
- B. AFSCME Council 5, Health Care and Non-Professionals Unit Local 3260
- C. AFSCME Council 5, Technical Unit Locals 3937 and 3801

The docket materials for this item begin on page 152. The closed captioned video of this item is [available here](#).

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to the proposed labor agreement with AFSCME Council 5, Clerical and Office Support Unit Locals 3800 and 3801.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to the proposed labor agreement with AFSCME Council 5, Health Care and Non-Professional Unit Local 3260.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to the proposed labor agreement with AFSCME Council 5, Technical Unit Locals 3937 and 3801.

RESOLUTION RELATED TO SALE OF KUMD TO DULUTH-SUPERIOR AREA EDUCATIONAL TELEVISION CORPORATION

Regent McMillan invited Chancellor Black and Greg Brown, Director, Transactional Law Services, Office of the General Counsel, to present for review the resolution related to the sale of KUMD to Duluth-Superior Area Educational Television Corporation, as detailed in the docket.

The docket materials for this item begin on page 158. The closed captioned video of this item is [available here](#).

CONSENT REPORT

Senior Vice President Burnett presented the revised Consent Report, as detailed in the docket.

The docket materials for this item begin on page 166. The closed captioned video of this item is [available here](#).

General Contingency:

- There were no items requiring approval this period.

Purchase of Goods and Services \$1,000,000 and Over:

- To Allied Blacktop Co., for an estimated \$900,000 for maintenance of Twin Cities campus asphalt surfaces (includes streets, parking lots, loading zones, etc.), for Parking and Transportation Services (PTS), for the period of April 1, 2020 through March 31, 2021, with optional contract extensions through March 31, 2025. Total contract value, if all extensions are exercised, would be an estimated \$4,500,000. PTS is self-funded through parking revenue. For the current FY 2020 budget year, \$900,000 has been budgeted relating to asphalt projects. Future projections are currently at the same dollar value as the initial year, but are subject to change. After a competitive Request for Proposal process, Allied Blacktop Co. was selected because they provided the best value based on a combination of price, work plan, past references, and level of equipment/staff readily available to complete the work. Two suppliers responded to the RFP.

- To HUB Parking Technology USA, Inc. for \$9,500,000 to provide, install, and maintain equipment and software for a new Parking Access & Revenue Control System (PARCS) for Parking and Transportation Services (PTS) for the period of February 17, 2020 through December 31, 2029. PTS is self-funded through parking revenue. PTS will be using fund balance reserves for the one-time cost of system implementation and future parking revenue for on-going yearly recurring costs. Through a competitive Request for Proposal process, HUB Parking Technology USA, Inc., a new supplier, provided the best value based on a combination of their price, references, quality of the equipment/software, and level of service needed for implementation and maintenance. Eight suppliers responded to the RFP.
- To Saint Paul Regional Water Services (SPRWS) for an estimated \$1,950,000 (estimate based on past usage) for water supplied to the Saint Paul campus domestic water system at wholesale rates as established from time to time by the Board of Water Commissioners of the city of Saint Paul for Facilities Management for the period of January 1, 2020 to December 31, 2022 with optional contract extension through December 31, 2037 for an estimated additional \$9,750,000. Total estimated contract value, if all options are exercised, would be approximately \$11,700,000. Purchase of domestic water to SPRWS, the current supplier, is paid from funds received through the water utility ISO based on usage. See enclosed documentation for basis of supplier selection.

Amendments to Civil Service Rules

Employment Agreements

- Janet Schrunk Ericksen as Vice Chancellor for Academic Affairs and Dean, Morris campus
- Michael Sanford as Offensive Coordinator Football Coach, Twin Cities campus
- Employment Agreement Amendment for Joe Rossi, Defensive Coordinator Football Coach, Twin Cities campus
- Employment Agreement Amendment for Lindsay Whalen, Head Women's Basketball Coach, Twin Cities campus
- Mark Coyle as Director of Intercollegiate Athletics, Twin Cities campus

Capital Budget Amendments

- Institute for Child and Adolescent Brain Health, Twin Cities campus
- Child Care Facility, Twin Cities campus

Real Estate Transaction

- Lease for a Twenty-Five Year Term for a Child Care Center, Twin Cities campus

Schematic Designs

- University of Minnesota Medical Center Resident Fellow Health and Rest Suite, Twin Cities campus

A motion was made and seconded, and the committee voted unanimously to recommend approval of the revised Consent Report.

INFORMATION ITEMS

Senior Vice President Burnett referred the committee to the information items in the docket. Brandon Sullivan, Director, Leadership & Talent Development, Office of Human Resources provided additional detail regarding the 2019 Employee Engagement Survey.

- Annual Insurance and Risk Management Report
- Capital Finance and Debt Management Report
- Central Reserves Fund Report
- Completed Comprehensive Review of Board Policy
- Quarterly Purchasing Report
- Results of the 2019 Employee Engagement Survey
- State Capital Appropriation Expenditure Report

The docket materials for this item begin on page 268. The closed captioned video of this item is [available here](#).

The meeting adjourned at 12:13 p.m.



BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Mission Fulfillment Committee
February 13, 2020**

A meeting of the Mission Fulfillment Committee of the Board of Regents was held on Thursday, February 13, 2020 at 2:00 p.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Thomas Anderson presiding; Richard Beeson, Mary Davenport, Mike Kenya, Janie Mayeron, David McMillan, Kendall Powell, Darrin Roshia, Randy Simonson, and Steve Sviggum.

Staff present: President Joan Gabel; Chancellors Michelle Behr, Lendley Black, Lori Carrell, and Mary Holz-Clause; Executive Vice President and Provost Karen Hanson; Senior Vice President Brian Burnett; Vice Presidents Michael Goh, Bernard Gulachek, Matt Kramer; Interim Vice President Ken Horstman; General Counsel Douglas Peterson; and Executive Director Brian Steeves.

Student Representatives present: Leah Battin and Austin Kraft.

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

**RESOLUTION RELATED TO MERGING THE COLLEGE OF LIBERAL ARTS AND THE
SCHOOL OF FINE ARTS AT THE UNIVERSITY OF MINNESOTA DULUTH**

Regent Anderson invited Lendley Black, Chancellor, Duluth campus and Fernando Delgado, Executive Vice Chancellor for Academic Affairs, Duluth campus, to present for review and action the Resolution Related to Merging the College of Liberal Arts and the School of Fine Arts at the University of Minnesota Duluth, as detailed in the docket.

The docket materials for this item begin on page 3. The closed captioned video of this item is [available here](#).

A motion was made and seconded, and the committee voted unanimously to recommend approval of the Resolution Related to Merging the College of Liberal Arts and the School of Fine Arts at the University of Minnesota Duluth.

STUDENT MENTAL HEALTH, PART I

Regent Anderson invited President Gabel and Carl Anderson, Assistant Vice Provost of Student Affairs and Director of Boynton Health to discuss student mental health, as detailed in the docket.

The docket materials for this item begin on page 6. The closed captioned video of this item is [available here](#).

**PRESIDENT’S INITIATIVE TO PREVENT SEXUAL MISCONDUCT:
PROGRESS UPDATE AND NEXT STEPS**

Regent Anderson invited John Finnegan, Dean, School of Public Health; Karen Miksch, Associate Professor, Department of Organizational Leadership, Policy and Development, College of Education and Human Development; and David Golden, Director of Public Health and Communications, Boynton Health, to provide an update on the President’s Initiative to Prevent Sexual Misconduct, as detailed in the docket.

The docket materials for this item begin on page 32. The closed captioned video of this item is [available here](#).

Anderson recessed the meeting at 3:43 p.m.

DIVERSITY IN TWIN CITIES CAMPUS UNDERGRADUATE ENROLLMENT

Regent Anderson reconvened the meeting at 3:55 p.m. and invited Robert McMaster, Vice Provost and Dean of Undergraduate Education, and Keisha Varma, Associate Vice Provost, Office for Equity and Diversity, to discuss diversity in Twin Cities undergraduate enrollment, as detailed in the docket.

The docket materials for this item begin on page 59. The closed caption video of this item is [available here](#).

CONSENT REPORT

Executive Vice President and Provost Hanson presented the Consent Report, as detailed in the docket.

The docket materials for this item begin on page 133. The closed captioned video of this item is [available here](#).

Request for Approval of New Academic Programs

- College of Science and Engineering (Twin Cities campus) —Create a graduate minor in Data Science in Astrophysics
- Carlson School of Management (Twin Cities campus)—Create a Business of Healthcare undergraduate minor
- College of Liberal Arts (Twin Cities campus)—Create undergraduate minor in World Music
- Medical School (Twin Cities campus) —Create fellowship in Glomerular Disease and Vasculitis
- College of Liberal Arts (Duluth campus)—Create B.A. degree and undergraduate minor in Spanish Studies
- Labovitz School of Business and Economics (Duluth campus)—Create a B.B.A. degree and undergraduate minor in Business Analytics
- Labovitz School of Business and Economics (Duluth campus)—Create a B.B.A. degree and undergraduate minor Consumer Insights and Analytics

- College of Education and Human Services Professions (Duluth campus)—Create an undergraduate minor in Physical Education-Outdoor Education

Request for Approval of Changed Academic Programs

- College of Liberal Arts (Twin Cities campus)—Discontinue sub-plans in the Political Science B.A. degree
- College of Liberal Arts (Twin Cities campus)—Discontinue Integrated Degree B.A./M.S. in Biostatistics sub-plan in the Statistical Practice B.A. degree
- College of Liberal Arts (Twin Cities campus)—Discontinue Integrated Degree B.S./M.S. in Biostatistics sub-plan in the Statistical Science B.S. degree
- College of Education and Human Development (Twin Cities campus)—Deliver the Teaching English as a Foreign Language undergraduate certificate primarily online.
- Swenson College of Science and Engineering (Duluth campus)—Change the name of the M.S. degree in Geological Sciences to an M.S. degree in Earth Sciences

Request for Approval of Discontinued Academic Programs

- College of Liberal Arts (Duluth campus)—Discontinue B.A. degree and undergraduate minor in Hispanic Studies
- College of Liberal Arts (Duluth campus)—Discontinue B.A. degree and undergraduate minor in Latin American Studies
- College of Education and Human Service Professions (Duluth Campus) — Discontinue Educational Computing and Technology undergraduate and post-baccalaureate certificates

Request for Conferral of Tenure for Outside Hires

- Ricardo Battaglino, Professor with tenure, Rehabilitation Medicine, Medical School
- Rachel Croson, Professor with tenure, Economics, College of Liberal Arts
- Kathleen Hill Gallant, Associate professor with tenure, Food Science and Nutrition, College of Food, Agricultural, and Natural Resource Sciences
- Markus Meyer, Associate professor with tenure, Medicine, Medical School

Request for Conferral of Faculty Emerita Status

- Sandra Potthoff, School of Public Health

INFORMATION ITEMS

Executive Vice President and Provost Karen Hanson referred the committee to the information items in the docket.

The docket materials for this item begin on page 91. The closed captioned video of this item is available here.

The meeting adjourned at 12:16 p.m.

A handwritten signature in black ink that reads "Brian R. Steeves". The signature is written in a cursive style with a large initial 'B' and 'S'.

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Governance & Policy Committee
February 14, 2020

A meeting of the Governance & Policy Committee of the Board of Regents was held on Friday, February 14, 2020 at 8:00 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Janie Mayeron presiding; Thomas Anderson, Richard Beeson, Mary Davenport, Mike Kenyanya, David McMillan, Kendall Powell, Darrin Rosh, Randy Simonson, and Steve Sviggum.

Staff present: President Joan Gabel; Chancellors Michelle Behr, Lendley Black, Lori Carrell, and Mary Holz-Clause; Executive Vice President and Provost Karen Hanson; Senior Vice President Brian Burnett; Vice Presidents Michael Goh and Matt Kramer; General Counsel Douglas Peterson; and Executive Director Brian Steeves.

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

**BOARD OF REGENTS POLICY:
CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF REGENTS**

Regent Mayeron invited Executive Director Steeves to present for action proposed amendments to Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*, as detailed in the docket.

The docket materials for this item begin on page 3. The closed captioned video of this item is [available here](#).

Regent Davenport moved to amend the policy as follows:

1. Section IV, Subd. 5:

Subd. 5. Gift.

Gift shall mean any gratuity, favor, accommodation, discount, entertainment, hospitality, loan, forbearance, services, training, transportation, lodging, meals, or other item ~~that constitutes a personal benefit to a Regent or a Regent's family member~~ if there is reason to believe it was given ~~to or received by a Regent or a Regent's family member~~ because of ~~the Regent's their~~ official status ~~as a Regent~~.

2. Section VI, Subd. 1:

Subd. 1. Government Officials.

No Regent shall give a gift or solicit another to give a gift to any government official or any member of that official's staff. ~~However, neither p~~Political contributions ~~made by a Regent~~ to a candidate, political committee, organization, or party as permitted by state and federal law ~~shall~~

not constitute a gift, nor tickets to University events, informational material, trinkets, mementos, or meals of reasonable value given by a Regent to a government official or any member of that official's staff in the normal course of University business shall not constitute a gift under this policy.

There was a second, and the committee voted unanimously in favor of the Davenport amendment.

Regent Rosha moved to amend Section III as follows:

Duty of Loyalty: Regents have an absolute duty of undivided loyalty to the University as a whole and its mission. In keeping the interests of the University paramount, Regents must avoid using their position for monetary or personal gain. When Regents sit on boards of associated organizations as voting or non-voting members, as defined by Board of Regents Policy: *Associated Organizations* and outlined in Board of Regents Policy: *Appointments to Organizations and Boards*, their ultimate duty of loyalty is to the University and not to the associated organization. ~~The general counsel, on behalf of the Board, shall inform the associated organization of the Regent's ultimate duty of loyalty to the University and work with the associated organization to codify their understanding of this duty in their governing documents and agreements to ensure that when a Regent is acting on behalf of the University, the Regent is not in breach of their duty of loyalty to the associated organization.~~

There was a second, and the committee voted unanimously in favor of the Rosha amendment.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to adoption of Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*, as amended.

A motion was made and seconded, and the committee voted unanimously to recommend approval of the resolution related to the amendment to the *Bylaws of the Board of Regents*.

BOARD OF REGENTS POLICY: NAMINGS

Regent Mayeron invited President Gabel to present for review proposed amendments to Board of Regents Policy: *Namings*, as detailed in the docket.

The docket materials for this item begin on page 18. The closed captioned video of this item is [available here](#).

The meeting adjourned at 9:19 a.m.



BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Board of Regents
February 14, 2020**

A meeting of the Board of Regents of the University of Minnesota was held on Friday, February 14, 2020 at 9:35 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Kendall Powell, presiding; Thomas Anderson, Richard Beeson, Mary Davenport, Michael Hsu, Mike Kenyanya, Janie Mayeron, David McMillan, Darrin Rosha, Randy Simonson, and Steven Sviggum.

Staff present: President Joan Gabel; Chancellors Michelle Behr, Lendley Black, Lori Carrell, and Mary Holz-Clause; Executive Vice President and Provost Karen Hanson; Senior Vice President Brian Burnett; Vice Presidents Michael Berthelsen, Michael Goh, Bernard Gulachek, Matt Kramer, and Jakub Tolar; Interim Vice President Kenneth Horstman; General Counsel Douglas Peterson; Executive Director Brian Steeves; and Associate Vice President Andrew Furco.

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

APPROVAL OF MINUTES

The Board voted unanimously to approve the following minutes as presented in the docket materials:

Board of Regents Special Meeting – December 11, 2019
Litigation Review Committee – December 12, 2019
Mission Fulfillment Committee – December 12, 2019
Finance & Operations Committee – December 12, 2019
Governance & Policy Committee – December 13, 2019
Board of Regents – December 13, 2019

The docket materials for this item begin on page 4. The closed captioned video of this item is [available here](#).

REPORT OF THE PRESIDENT

President Gabel delivered the report of the President. A copy of the Report of the President is on file in the Board Office.

The docket materials for this item begin on page 23. The closed captioned video of this item is [available here](#).

REPORT OF THE CHAIR

Regent Powell delivered the report of the Chair. A copy of the Report of the Chair is on file in the Board Office.

The docket materials for this item begin on page 24. The closed captioned video of this item is [available here](#).

RECEIVE AND FILE REPORTS

Regent Powell noted the receipt and filing of reports, as described in the docket materials, including:

- Summary of Expenditures

The docket materials for this item begin on page 25. The closed captioned video of this item is [available here](#).

CONSENT REPORT

Regent Powell presented for review and action the revised Consent Report as described in the docket materials, including:

- Gifts
- Report of the Regents Award Nominating Committee

A motion was made and seconded, and the Board voted unanimously to approve the Consent Report.

The docket materials for this item begin on page 29. The closed captioned video of this item is [available here](#).

2019 UNIVERSITY PERFORMANCE AND ACCOUNTABILITY REPORT

Regent Powell presented for action the 2019 University Performance and Accountability Report, as detailed in the docket.

The docket materials for this item begin on page 53. The closed captioned video of this item is [available here](#).

A motion was made and seconded, and the Board voted unanimously to approve the resolution related to the 2019 University Performance and Accountability Report, as follows.

WHEREAS, the president of the University and the Board of Regents (Board) are entrusted with the responsibility in their oversight of the University to be good stewards of the public interest, resources, and facilities; and

WHEREAS, it is the responsibility of the Board, in cooperation with the president, to identify and analyze the critical issues and challenges confronting the University; assess its operations; and evaluate the performance and success of its colleges and campuses; and

WHEREAS, it was resolved that the *University Performance and Accountability Report* (Report) shall publicly demonstrate the University's accountability for progress in reaching its stated goals and objectives; link planning, performance evaluation, and resource allocation at the system and campus/college level; illustrate and analyze longitudinal trends in key areas; provide a means to make comparisons with peer institutions; identify areas for continued work; and include progress made in achieving the goals articulated in the University Progress Card; and

WHEREAS, on the recommendation of the executive vice president and provost, the president of the University requests the Board accept the 2019 Report.

NOW, THEREFORE, BE IT RESOLVED that the Board accepts the 2019 Report as submitted by the administration.

UPDATE ON SYSTEMWIDE STRATEGIC PLAN: GOALS

Regent Powell invited President Gabel to provide an update on the goals of the Systemwide Strategic Plan, as detailed in the docket.

The docket materials for this item begin on page 111. The closed captioned video of this item is [available here](#).

STRATEGIES FOR ENHANCING DIVERSITY AND INCLUSION: FACULTY

Regent Powell invited Vice President Goh; Rebecca Ropers, Vice Provost for Faculty and Academic Affairs; Keisha Varma, Associate Vice Provost, Office for Equity and Diversity; and Valery Forbes, Dean, College of Biological Sciences to deliver an update on strategies for enhancing faculty diversity and inclusion.

The docket materials for this item begin on page 122. The closed captioned video of this item is [available here](#).

OUTREACH: ARTICULATING THE UNIVERSITY'S STATEWIDE IMPACT

Regent Powell invited Provost Hanson; Vice President Kramer; and Associate Vice President Furco to provide an update on the outreach and statewide impact of the University.

The docket materials for this item begin on page 153. The closed captioned video of this item is [available here](#).

Powell recessed the meeting at 11:31 a.m.

EAST GATEWAY PROJECT

Regent Powell reconvened the meeting at 11:36 a.m. and invited Kathleen Schmidlkofer, UMF President and CEO; Lynn Casey, UMF Board Chair; Ross Levin, former UMF Board Chair; and Jennifer Reedstrom Bishop, UMF Counsel, to present for action the East Gateway Project, as detailed in the docket.

Regent Hsu joined the meeting.

The docket materials for this item begin on page 175. The closed captioned video of this item is [available here](#).

A motion was made and seconded to approve the resolution related to the University's Participation in the East Gateway Redevelopment Project, as follows:

WHEREAS, the University of Minnesota ("University") has a vital interest in the area immediately adjacent to the eastern boundary of the Twin Cities campus ("East Gateway") in Minneapolis; and

WHEREAS, the University expects to collaborate with the University of Minnesota Foundation and its University of Minnesota Foundation Real Estate Advisors subsidiary (collectively, the "Foundation") as the Foundation, in multiple phases and in concert with one or more private developers, leads planning for and redevelopment of Foundation- and University-owned real estate in East Gateway (the "Redevelopment Project"); and

WHEREAS, the University expects to enter into a Memorandum of Agreement with the Foundation setting forth, among other things, the process under which the two entities will collaborate on the Redevelopment Project; and

WHEREAS, the University expects to enter into a Real Estate Exchange Agreement with the Foundation setting forth, among other things, the terms under which the University will transfer to the Foundation all the University's rights in certain identified real estate in East Gateway and the Foundation similarly will transfer to the University all the Foundation's rights in certain identified real estate; and

WHEREAS, the Foundation has created and delivered to the Board of Regents ("Board") an initial plan for the Redevelopment Project (the "Initial Concept Plan") describing the overall, final redevelopment of Foundation- and University-owned real estate in East Gateway.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby states its support for the Redevelopment Project and endorses the Initial Concept Plan.

BE IT FURTHER RESOLVED that the Board hereby approves the transactions described in the Memorandum of Agreement and the Real Estate Exchange Agreement.

BE IT FURTHER RESOLVED that the President or delegate are hereby authorized, empowered and directed to execute and deliver in the name of the University the Memorandum of Agreement and the Real Estate Exchange Agreement; provided, however, none of the aforementioned resolutions waives, conditions, limits or otherwise affects the powers or authorities the Board has reserved.

BE IT FURTHER RESOLVED that the Secretary of the Board is directed to add the following language to Board of Regents Policy: *Appointments to Organizations and Boards*:

East Gateway Project Committee, University of Minnesota Foundation (UMF).

Nominations:	The Board chair, in consultation with the president, recommends nominees to the Board for appointment.
Number of Appointments:	Three
Appointment Schedule:	As vacancies occur
Appointment Term:	Ongoing, until replaced by the Board of Regents
Reference:	<i>Memorandum of Agreement between University of Minnesota and University of Minnesota Foundation (2020)</i>

Regent Rosha moved to amend the resolution as follows:

BE IT FURTHER RESOLVED that the Board hereby approves the transactions described in the Memorandum of Agreement and the Real Estate Exchange Agreement, with the following modifications:

- The University shall have the sole authority and right to appoint and remove the three Regent Appointed Members to the East Gateway Project Committee, with no restrictions on who may serve. These individuals serve at the pleasure of the University and may only be replaced by the Board. The Foundation may request removal and replacement of a Regent Appointed Member.
- The East Gateway Project Committee shall approve substantial and material amendments to the Initial Concept Plan and determine that a phase of the Redevelopment Project is consistent with the material provisions of the Initial Concept Plan only with the affirmative vote of all Regent Appointed Members.
- No associate as defined in the Memorandum of Agreement may serve as a member of the East Gateway Project Committee.
- The East Gateway project must provide sufficient parking in the Project Area to meet the full increased demand created by the project.
- Paragraph 2.8(b) in the Memorandum of Agreement is deleted.
- If the storm water and IT functions currently located on property owned by the University are not accommodated in place or relocated elsewhere in the Project Area, the East Gateway project will identify and make available non-University property on which those functions can be replaced. The University is not anticipated to surrender current University land for such purposes.
- No building shall be constructed in the East Gateway project area that exceeds six standard stories without Board approval.

There was a second. Hsu requested a roll call vote on the Rosha amendment.

The vote on the Rosha amendment was as follows:

Regent Anderson	No
Regent Beeson	No
Regent Davenport	No
Regent Her	Absent
Regent Hsu	Yes
Regent Kenya	No
Regent Mayeron	No
Regent McMillan	No
Regent Rosha	Yes
Regent Simonson	Yes
Regent Sviggum	No
Regent Powell	No

Three votes were cast in favor of the motion and eight votes were cast against the motion. The Rosha amendment failed.

Regent Mayeron moved to amend the resolution as follows:

BE IT FURTHER RESOLVED that the Board hereby approves the transactions described in the Memorandum of Agreement and the Real Estate Exchange Agreement and hereby delegates authority to make non-material changes to such agreements to the Chair of the Board, working on conjunction with the Chair of the Foundation Board of Trustees and respective counsel.

There was a second. Following discussion, the Mayeron amendment was withdrawn.

Powell called for a roll call vote on the motion to approve the resolution related to the University's Participation in the East Gateway Redevelopment Project as presented. The vote was as follows:

Regent Anderson	Yes
Regent Beeson	Yes
Regent Davenport	Yes
Regent Her	Absent
Regent Hsu	No
Regent Kenya	Yes
Regent Mayeron	Yes
Regent McMillan	Yes
Regent Rosha	No
Regent Simonson	No
Regent Sviggum	Yes
Regent Powell	Yes

Eight votes were cast in favor of the resolution and three votes were cast against the resolution. The resolution was approved.

REPORT OF THE LITIGATION REVIEW COMMITTEE

Regent Beeson, chair of the committee, reported that pursuant to notice sent by the University, the Litigation Review Committee met on February 13, 2020. At this meeting, a resolution was

considered and adopted that authorized the closing of the meeting. In the closed meeting, discussion was held on matters subject to the attorney-client privilege.

The committee docket materials can be found [here](#). The closed captioned video of this item is [available here](#).

REPORT OF THE AUDIT & COMPLIANCE COMMITTEE

Regent Rosha, chair of the committee, reported that the committee did not take action on any items this month.

The committee docket materials can be found [here](#). The closed captioned video of this item is [available here](#).

REPORT OF THE FINANCE & OPERATIONS COMMITTEE

Regent McMillan, chair of the committee, reported that the committee voted to recommend the following six items.

The committee docket materials can be found [here](#). The closed captioned video of this item is [available here](#).

- 1) Approval of a Resolution Related to Refinancing of Debt for the Biomedical Discovery District (Twin Cities campus). The committee docket materials for this item can be found on page 5. A motion was made, and the Board voted unanimously to approve the resolution, as follows:

WHEREAS, pursuant to Sections 137.61 through 137.65 of the Minnesota Statutes (the “Applicable Statutes”), the University has outstanding the following series of Special Purpose Revenue Bonds (State Supported Biomedical Science Research Facilities Funding Program), the total outstanding principal amount of which is \$159,770,000 and each of which by its terms has the stated optional redemption date (collectively the “Outstanding Bonds”):

<u>Series Name</u>	<u>Optional Redemption Date</u>	<u>Principal Outstanding</u>
Special Purpose Revenue Bonds, Series 2010A	8/1/2020	\$86,630,000
Special Purpose Revenue Bonds, Series 2011B	8/1/2021	\$42,605,000
Special Purpose Revenue Bonds, Series 2013C	8/1/2023	\$30,535,000

; and

WHEREAS, current economic conditions, including those presently existing and those that may exist up to the optional redemption date of the Outstanding Bonds may present an opportunity to realize significant savings to the State and/or the University through the refunding of some or all of the Outstanding Bonds; and

WHEREAS, it is the University’s intent to work with the State Legislature during the 2020 Legislative Session to amend the Applicable Statutes to provide that the Board of Regents (the “Board”) may refund each of the Series of Outstanding Bonds if refunding is determined by the Board to be in the best interest of the State and/or the University; and

WHEREAS, it has been proposed that if it is determined by the President and the Treasurer, after consultation with the University's debt advisor, that a refunding of one or more series of the Outstanding Bonds is in the best interests of the State and/or the University (such series, the "Identified Series"), the University proceed with a plan of financing to refund the Identified Series by the issuance and sale of indebtedness in the form of one or more series of bonds (the "Debt"), the proceeds of which will be used to refund the Identified Series and to pay the costs of issuance of the Debt; and

WHEREAS, the Debt would be issued pursuant to one or more Indentures of Trust between the University and a bank or trust company acting as trustee or pursuant to one or more Orders of the University; and

WHEREAS, an Indenture of Trust or Order pursuant to which Debt will be issued will contain the terms of such Debt and agreements and covenants of the University with respect to the payment of the principal and interest on such Debt;

NOW, THEREFORE, BE IT RESOLVED by the Board as follows:

1. To provide funds to refund the Identified Series of Outstanding Bonds, the Board hereby authorizes the sale and issuance of Debt in a total principal amount not to exceed the amount necessary to defease the Identified Series immediately prior to refunding and to pay costs of issuance thereof. The Debt may be issued in one or more series, each to mature not later than the current maturity date of the Identified Series being refunded, provided that if series are combined, the resulting series may bear the latest maturity date of the component series, subject to applicable tax law. The Treasurer is authorized to determine whether or not the Debt shall be issued as special purpose revenue bonds of the University, and whether or not the Debt shall be tax-exempt under Section 103 of the Internal Revenue Code of 1986, as amended.

2. The Debt may be sold in either a negotiated sale or a competitive process, as determined by the Treasurer. The Treasurer is authorized to negotiate and approve the terms and conditions of the appropriate agreement or agreements with financial advisors, banks, investment banking firms, or other financial institutions, including the terms and conditions upon which their services will be rendered and the terms and conditions upon which the Debt will be sold and issued. Such agreements shall be in the form and contain such rights, obligations, covenants, agreements, representations and warranties of the University as are approved by the Treasurer and the General Counsel.

3. In connection with the issuance of any series of Debt, the President and Treasurer are authorized to execute and deliver on behalf of the University the Indenture(s) of Trust or Order(s) or any supplement or amendment thereto under which the Debt is to be issued in the form and containing such covenants, agreements, representations and warranties as are approved by the Treasurer and the General Counsel, and the Secretary and Treasurer are authorized to execute and deliver the documents evidencing the Debt in accordance with such Indenture(s) of Trust or Order(s) or any supplement or amendment thereto. The signatures of the Secretary and/or Treasurer on the documents evidencing the Debt may be by facsimile.

4. Each of the President and Treasurer is authorized to execute and deliver one or more purchase agreements with the initial purchaser or purchasers of any series of Debt in

the form and containing such covenants, agreements, representations and warranties of the University as are approved by the Treasurer and General Counsel.

5. The Treasurer is authorized to approve the Preliminary Official Statement(s), final Official Statement(s), Offering Memorandum or Memoranda, Offering Circular(s), or other offering material or any supplements or amendments thereto to be prepared and distributed to any purchaser or potential purchaser of a series of Debt, and the President is authorized to execute and deliver the final Official Statement(s) or any supplements or amendments thereto. In the case of the sale of any series of Debt in a competitive process, the Treasurer is authorized to approve the Notice of Sale and any amendment thereto.

6. The appropriate University officers are authorized to execute and deliver all other documents, certificates and to take such action as may be necessary or appropriate in connection with the revision of the Applicable Statutes and the issuance and sale of the Debt. Each of the President and Treasurer is hereby authorized to take any and all appropriate action on behalf of the Board to make or update, as may be appropriate, any certification required under the Applicable Statutes.

7. The Secretary and other officials of the University are authorized and directed to prepare and furnish to any purchasers of the Debt certified copies of all proceedings and records of the University as may be required or appropriate to evidence the facts relating to the legality of the Debt as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the University as to the truth of all statements contained therein.

8. The execution of any document by the University officers herein authorized shall be conclusive evidence of the approval of such documents in accordance with the terms hereof. In the absence of the President or Treasurer, any Indenture of Trust, Order, final Official Statement, purchase agreement or any other document to be executed by the President or Treasurer in connection with the Debt may be executed by the Chair or Vice Chair instead of the President and by the Secretary instead of the Treasurer.

9. The above authorization and resolution are contingent upon State Legislative approval of revisions to the Applicable Statutes sufficient to authorize the refunding and the acceptability of revised Applicable Statutes to the University, as evidenced by the execution of any of the documents described herein. Upon satisfaction of the foregoing condition, the above authorization and resolution shall remain in effect until August 1, 2023.

- 2) Approval of the purchase of three properties at 818 Essex Street SE, 924 Essex Street SE, and 510 Ontario Street SE, Minneapolis, Minnesota (Twin Cities campus). The committee docket materials for this item can be found on page 140. A motion was made, and the Board voted unanimously to approve the real estate transaction.
- 3) Approval of the resolution related to the Collective Bargaining Agreement: AFSCME Council 5, Clerical and Office Unit Locals 3800 and 3801. The committee docket materials for this item can be found on page 152. A motion was made, and the Board voted unanimously to approve the resolution, as follows:

WHEREAS, the parties have met and negotiated over the course of the past several months and have reached agreement regarding terms and conditions of employment for the employees of this bargaining unit; and

WHEREAS, AFSCME Council 5, Clerical and Office Support Unit Locals 3800 and 3801 have ratified acceptance of this agreement; and

WHEREAS, according to Board of Regents Policy: *Reservation and Delegation of Authority*, approval of labor agreements by the Board of Regents is required.

NOW, THEREFORE, BE IT RESOLVED that on the recommendation of the President, the Board of Regents approves this labor agreement as outlined in the Finance & Operations Committee docket for February 13, 2020.

- 4) Approval of the resolution related to the Collective Bargaining Agreement: AFSCME Council 5, Health Care and Non-Professionals Unit Local 3260. The committee docket materials for this item can be found on page 152. A motion was made, and the Board voted unanimously to approve the resolution, as follows:

WHEREAS, the parties have met and negotiated over the course of the past several months and have reached agreement regarding terms and conditions of employment for the employees of this bargaining unit; and

WHEREAS, AFSCME Council 5, Health Care and Non-Professional Unit Local 3260 has ratified acceptance of this agreement; and

WHEREAS, according to Board of Regents Policy: *Reservation and Delegation of Authority*, approval of labor agreements by the Board of Regents is required;

NOW, THEREFORE, BE IT RESOLVED that on the recommendation of the President, the Board of Regents approves this labor agreement as outlined in the Finance & Operations Committee docket for February 13, 2020.

- 5) Approval of the resolution related to the Collective Bargaining Agreement: AFSCME Council 5, Technical Unit Locals 3937 and 3801. The committee docket materials for this item can be found on page 152. A motion was made, and the Board voted unanimously to approve the resolution, as follows:

WHEREAS, the parties have met and negotiated over the course of the past several months and have reached agreement regarding terms and conditions of employment for the employees of this bargaining unit; and

WHEREAS, AFSCME Council 5, Technical Unit Locals 3937 and 3801 have ratified acceptance of this agreement; and

WHEREAS, according to Board of Regents Policy: *Reservation and Delegation of Authority*, approval of labor agreements by the Board of Regents is required;

NOW, THEREFORE, BE IT RESOLVED that on the recommendation of the President, the Board of Regents approves this labor agreement as outlined in the Finance & Operations Committee docket for February 13, 2020.

- 6) Approval of the revised Consent Report for the Finance & Operations Committee as presented to the committee and described in the February 13, 2020 committee minutes. The committee docket materials for this item can be found on page 166. A motion was made, and the Board voted unanimously to approve the revised Consent Report.

REPORT OF THE MISSION FULFILLMENT COMMITTEE

Regent Anderson, chair of the committee, reported that the committee voted to recommend the following two items.

The committee docket materials can be found [here](#). The closed captioned video of this item is [available here](#).

- 1) Approval of the resolution related to merging the College of Liberal Arts and the School of Fine Arts at the University of Minnesota Duluth. The committee docket materials for this item can be found on page 3. A motion was made, and the Board voted unanimously to approve the resolution, as follows:

WHEREAS, the University of Minnesota Duluth (UMD) has sought to resolve its budgetary structural imbalance via budget cuts and unit consolidations; and

WHEREAS, UMD has made significant steps in resolving its budget issues while prioritizing student access to quality academic programs; and

WHEREAS, UMD has sought operational and administrative efficiencies; and

WHEREAS, the College of Liberal Arts and School of Fine Arts represent the two smallest units based on number of majors housed in each unit; and

WHEREAS, the consolidation of the College of Liberal Arts and School of Fine Arts through a merger preserves academic programs and allows for administrative and student service efficiency and enables the university to meet its budget cutting goal.

NOW, THEREFORE, BE IT RESOLVED that the Board of Regents approves the merger of UMD's College of Liberal Arts and School of Fine Arts, effective July 1, 2020.

BE IT FURTHER RESOLVED that the merged college shall be named the College of Liberal Arts.

- 2) Approval of the Consent Report for the Mission Fulfillment Committee as presented to the committee and described in the February 13, 2020 committee minutes. The committee docket materials for this item can be found on page 133. A motion was made and seconded, and the Board voted unanimously to approve the Consent Report.

REPORT OF THE GOVERNANCE & POLICY COMMITTEE

Regent Mayeron, chair of the committee, reported that the committee voted to recommend the following two items.

The committee docket materials can be found [here](#). The closed captioned video of this item is [available here](#).

1. Approval of the resolution related to adoption of Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*. The committee docket materials for this item can be found on page 3. A motion was made, and the Board voted unanimously to approve the resolution, as follows:

BE IT RESOLVED that the Board of Regents hereby approves the following actions as presented to the Governance & Policy Committee:

- A. Supersede Board of Regents Policy: *Code of Ethics for Members of the Board of Regents* and adopt Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*.
- B. Amend Article VIII, Section A of the *Bylaws of the Board of Regents*.
- C. Amend and retitle Board of Regents Policy: *Gifts Received and Given by Regents and University Officials*.
- D. Repeal Board of Regents Policy: *Responsibilities of the Board and Individual Regents*

BE IT FURTHER RESOLVED that the Board of Regents directs the executive director and corporate secretary to make any other necessary corrections to Board policy.

2. Approval of the resolution related to the amendment to the *Bylaws of the Board of Regents*. The committee docket materials for this item can be found on page 3. A motion was made, and the Board voted unanimously to approve the resolution, as follows:

WHEREAS, Article IX of the *Bylaws of the Board of Regents (Bylaws)* requires that any proposed amendments be sent to the Board of Regents (Board) 30 calendar days in advance of the date when the amendments will be considered; and

WHEREAS, the Governance & Policy Committee reviewed the proposed adoption of Board of Regents Policy: *Code of Conduct for Members of the Board of Regents* on December 13, 2019, during which interest was expressed in adding a requirement that any vote to impose sanctions on a Regent require a supermajority for approval; and

WHEREAS, Article VI, Section D of the *Bylaws* states that “[t]he decision of the majority voting on the question shall prevail.”

NOW, THEREFORE, BE IT RESOLVED that the Board hereby suspends pursuant to Article X of the *Bylaws* the 30 calendar days notification requirement of Article IX of the *Bylaws*.

BE IT FURTHER RESOLVED that the Board approves the proposed amendment to Article VI, Section D of the *Bylaws* as follows:

Section D. Voting the Question

The decision of the majority voting on the question shall prevail, with the exception of a vote to impose sanctions on a Regent, which shall require a two-thirds vote of the Board of Regents. The Secretary shall record the vote of each Regent. A Regent may abstain from voting. Voting by proxy or by mail shall not be permitted.

BE IT FURTHER RESOLVED that the Board further amends Section XI of Board of Regents Policy: *Code of Conduct for Members of the Board of Regents* as follows:

If necessary, a supermajority of the Board, as required by the Bylaws, may act to impose sanctions on the Regent as it deems appropriate.

With approval of the two resolutions, the amended Bylaws and policies are as follows:

Bylaws of the Board of Regents

INTRODUCTION

The Board of Regents of the University of Minnesota was established by the University Charter passed by the Legislative Assembly of the Territory of Minnesota in the Territorial Laws 1851, Chapter 3; and this establishment was perpetuated by the Constitution of the State of Minnesota, Article XIII, Section 3.

ARTICLE I. CORPORATE NAME AND SEAL

The name of the body corporate shall be *Regents of the University of Minnesota*. The corporation shall have a seal on which shall be inscribed the name of the corporation.

ARTICLE II. AUTHORITY AND RESPONSIBILITY

The government of the University of Minnesota shall be vested in a Board of twelve Regents as provided in the University Charter as approved in 1851 by the Legislative Assembly of the Territory of Minnesota and affirmed in 1857 in the Constitution of the State of Minnesota, and as amended thereafter.

ARTICLE III. OFFICERS OF THE BOARD OF REGENTS

Section A. Officers

The officers of the Board of Regents shall consist of the Chancellor as ex officio President, Chair, Vice Chair, Secretary, and Treasurer. The Chair and Vice Chair shall be elected from members of the Board of Regents, but the Secretary and Treasurer need not be members of the Board of Regents.

Section B. Term of Office

The officers of the Board of Regents, except the President, shall be elected for a two-year term which shall commence on July 1 of the odd-numbered year following the annual meeting or shall serve until their successors are elected. The Board of Regents shall have the power to remove any officer when in its judgement the interest of the University requires it.

Section C. Duties and Responsibilities

1. *Chancellor*. The Board of Regents by formal action on June 12, 1943, resolved that the Chancellor shall also be known and designated as the President of the University of Minnesota. The President shall be ex officio, non-voting, President of the Board of Regents and shall perform such duties as set forth in these bylaws or otherwise required by the Board.

The President of the University shall be elected by the Board of Regents whenever there is a vacancy and shall hold office at the pleasure of the Board. If the President is unable to serve, as determined by the Board of Regents, the Board may designate an Acting President.

2. *Chair.* The Chair shall preside at the meetings of the Board of Regents. The Chair shall name and identify the duties and responsibilities of all committees, and shall fill committee vacancies arising from any cause whatsoever in the same manner. The Chair shall be empowered and authorized to execute such instruments and documents which would devolve upon the principal corporate officer.
3. *Vice Chair.* In the absence of the Chair, the Vice Chair shall perform the duties ordinarily performed by the Chair of the Board of Regents.
4. *Secretary.* It shall be the duty of the Secretary to record all of the proceedings of the Board of Regents and all committees of the Board of Regents and to carefully preserve all of its records. The Secretary shall be the custodian of the corporate seal of the Regents of the University of Minnesota and shall duly execute for and on behalf of the "Regents of the University of Minnesota" or the "University of Minnesota" such instruments and documents which would devolve upon a corporate officer and would be usual to that office. The Secretary shall cause all notices to be duly given in accordance with the Bylaws of the Board of Regents and shall perform such other duties as the Board of Regents may direct.
5. *Treasurer.* The Treasurer shall keep a true and faithful account of all moneys received and paid out and shall give such bonds for faithful performance as the duties of the Board of Regents may require.

Section D. Election of Officers

The election of the officers of the Board of Regents shall be conducted at the annual meeting in June of the odd-numbered year in accordance with the following procedure:

1. The Nominating Committee, as described in Article V, Section C, shall prepare a slate of at least one candidate for Chair, Vice Chair, Secretary, and Treasurer of the Board of Regents.
2. The report of the Nominating Committee shall be sent by electronic communication to each member of the Board of Regents at least ten calendar days prior to the annual meeting.
3. After the report of the Nominating Committee has been presented at the annual meeting, nominations may be received from the floor.
4. If there is only one nominee for each office, a member may move election of the nominated slate. The vote shall be by unanimous consent.
5. If there are two or more nominees, election of each officer shall be conducted separately by roll call. The first nominee receiving at least seven votes is elected.
6. If there are three or more nominees and no one is elected on the first four ballots, the nominee who received the least number of votes on the fourth ballot will be dropped. This procedure shall be used until two nominees remain or a nominee has been elected. In case of a tie for the least number of votes, balloting shall continue on all candidates until the tie is broken.

Section E. Vacancy of an Office of the Board of Regents

In the event of a vacancy in the office of the Chair, the Vice Chair shall assume the position of Chair and shall serve out the Chair's term of office. In the event of a vacancy of any other office of the Board of Regents, including the position of Vice Chair when the Vice Chair assumes the office of the Chair, an election shall be held for the unexpired term at a subsequent meeting of the Board of Regents. Nominations may be made from the floor. Voting shall be conducted according to Section D.

Notice shall be sent to each member of the Board by electronic communication ten days prior to the date of the meeting at which the election shall be conducted.

ARTICLE IV. MEETINGS OF THE BOARD OF REGENTS

Section A. Annual Meeting

The annual meeting of the Board of Regents shall be held on the second Friday in June each year unless otherwise determined by the Board of Regents. Notice shall be sent via electronic communication ten calendar days prior to the annual meeting. The Board of Regents shall set its schedule of Regular Meetings for the ensuing year at the annual meeting.

Election of officers of the Board of Regents shall be held at the annual meeting of the odd-numbered years. Standing committees of the Board of Regents shall be appointed by the Chair following the annual meeting of the odd-numbered years.

Section B. Regular Meetings

Regular meetings of the Board of Regents shall be held in accordance with the schedule of meetings approved at the annual meeting. The Board of Regents may vote to change the date of any regular meeting. Notice of regular meetings shall be sent via electronic communication ten calendar days prior to the meeting.

The Order of Business at regular meetings of the Board of Regents shall include, but not be limited to, the following:

1. Approval of Minutes
2. Report of the President of the Board
3. Report of the Chair of the Board
4. Receive and File Reports
5. Reports of Committees
 - a) Standing Committees
 - b) Special Committees
6. Old Business
7. New Business

Section C. Special Meetings

Special meetings of the Board of Regents or of its committees to consider specific items of business may be called by the Chair of the Board, and shall be called by the Chair at the written request of any five members thereof at such time and place, and in such form as the Chair may deem appropriate. A special meeting must be held within 30 calendar days of the Chair receiving the written request.

The Secretary shall provide reasonable public notice of special meetings, and the Chair may in special circumstances waive the requirement of notice provided that other appropriate public notice is given.

ARTICLE V. COMMITTEES OF THE BOARD OF REGENTS

Section A. Standing Committees

The Board of Regents shall name and identify the responsibilities of standing committees through Board of Regents Policy: *Board Operations and Agenda Guidelines*.

The Chair of the Board of Regents shall appoint the Regents to all standing committees and shall designate the Committee Chair and Vice Chair of each. The Chair of the Board of Regents may replace Committee Chairs or Vice Chairs at any time. Vacancies arising from any cause whatsoever shall be filled in the same manner.

Regular meetings of the standing committees shall occur prior to the regular meetings of the Board of Regents.

Section B. Nominating Committee

The Chair of the Board of Regents shall appoint a Nominating Committee of three members of the Board and designate the Committee Chair at the regular May meeting of the odd-numbered years. The Nominating Committee shall conduct itself according to Article III, Section D.

Section C. Special Committees

The Chair of the Board of Regents shall appoint the members, designate the Committee Chairs and identify the responsibilities of special committees.

ARTICLE VI. RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF REGENTS AND ITS COMMITTEES

Section A. Parliamentary Procedures

Robert's Rules of Order, in its most recent revised edition, shall guide the business of the Board of Regents for all meetings to the extent that they are consistent with law and these Bylaws. The University General Counsel shall rule on all disputed questions of procedure.

Section B. Open Meetings

The Board of Regents adopts as its policy the Minnesota Open Meeting Law as set forth in Minnesota statute. A motion to hold a non-public meeting must be put to a vote at a public meeting of the Board.

Section C. Quorum

A majority of the members of the Board of Regents, or of a committee, shall be necessary to constitute a quorum for meetings of the Board or meetings of a committee.

Section D. Voting the Question

The decision of the majority voting on the question shall prevail, with the exception of a vote to impose sanctions on a Regent, which shall require a two-thirds vote of the Board of Regents. The Secretary shall record the vote of each Regent. A Regent may abstain from voting. Voting by proxy or by mail shall not be permitted.

Participation and voting by Regents via telephone or video conferencing is permissible, provided the Regent or Regents are available to participate in the items presented, discussed, and voted upon at that meeting, and they shall be counted towards determination of a quorum.

Section E. Business Before the Board of Regents

The Chair of the Board, in consultation with the President and Vice Chair and consistent with the Board of Regents Policy: *Board Operation and Agenda Guidelines*, approves items of business and the agenda to be considered at meetings of the Board of Regents and the standing or special committees. Any Regent may suggest items for the agenda or move to have an item discussed at a meeting.

Items and supporting documentation to be included in the docket should be in the office of the Secretary at least ten calendar days before the meeting at which consideration is expected.

The Chair of the Board of Regents or one of the standing or special committees of the Board of Regents shall not ordinarily allow individuals who are not on the agenda to speak at meetings. The chairs of the various committees may allow such individuals to speak when they determine it is in the best interests of the University and will not unduly delay the matters before the particular committee.

A request to appear before a meeting of the Board of Regents or its standing or special committees shall be submitted in writing to the Secretary, in advance of the meeting. The Chair shall rule on all requests. If the request is to appear before a committee, the Chair may also consult with the Committee Chair.

The recommendations of Board committees shall be reported to and be subject to approval by the Board of Regents, unless otherwise provided for in Board policy.

Section F. Protocol for Meetings of the Board of Regents

1. All those in attendance at meetings of the Board of Regents may be asked to identify themselves to the Secretary or a designee upon entry to the meeting.
2. Only members of the Board of Regents, the President, and those recognized by the Chair may address the Board.
3. If space is limited in the meeting room, those with business before the Board of Regents and the members of the press shall have priority over those who are visitors.
4. No flags, banners, signs, or similar displays shall be permitted in meetings of the Board of Regents.
5. No person shall cause any disturbance, delay, or interference, or cause any threats thereof at any meeting of the Board of Regents or its committees. Further, no person shall intentionally or through coercion, force, or intimidation, deny or interfere with the right of another to free access or egress from any meeting.
6. Visitors to meetings of the Board of Regents shall observe the reasonable requests of the Chair.

These rules and regulations are adopted for purposes of Minnesota Statute § 624.72.

Section G. Minutes of the Board of Regents Meetings

Approved minutes of the proceedings of the Board of Regents shall be kept by the Secretary, who shall cause them to be preserved and accessible to the members of the Board of Regents, members of the University community, and the public. All lengthy reports shall be included in the docket materials and referred to in the minutes. The minutes shall reflect the votes cast in Board of Regents meetings and in committee meetings on matters recommended to the Board of Regents for action. The Secretary shall ensure that the minutes, docket materials, and all video recordings are preserved by University Archives.

Section H. Telephone or Video Meetings

The Chair may decide that regular or special meetings of the Board or any of its committees and regular meetings may be held by telephone or video conferencing. For purposes of such a meeting, all Regents who are connected by telephone or video conference shall count toward a quorum and may participate and vote. The Secretary shall give reasonable public notice of such meetings and shall make arrangements for the public to hear the discussion, unless it is a non-public meeting.

ARTICLE VII. DELEGATION OF AUTHORITY

Section A. President, Executive Officers, and Administrators

The Board of Regents may authorize appropriate executive officers to act on behalf of the University, consistent with Board of Regents Policy: *Reservation and Delegation of Authority* and other Board policies. As the highest authority that can act on behalf of the University, the Board of Regents shall be the University General Counsel's ultimate client, unless the Board directs otherwise.

Section B. President, University Senate, and Faculties

All matters relating to the education and administrative affairs of the University, consistent with actions or policies of the Regents of the University of Minnesota heretofore or hereafter taken or established and including those incident to the management of the student body are, for the purpose of effectuating the government of the University under and by the Regents, committed to the President, the University Senate, and the several faculties, as provided in the Senate Constitution and as amended from time to time.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section A. Code of Conduct and Conflict of Interest

The members of the Board of Regents shall be guided by the provisions set forth in Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*.

Section B. Reimbursement for Expenses

Regents may be reimbursed for expenses incurred in the performance of official business in accord with the University's policy and procedures.

Section C. Board Operations in Emergencies

In the event a quorum of the Board, as defined in Article VI, Section C, is unable to discharge the powers and duties of their office due to death or incapacity and it becomes necessary to convene a meeting of the Board of Regents to ensure the continuity of University Operations, the remaining Regents may convene a meeting and act as follows:

1. Designate an acting chair if the chair and vice chair are unable to serve.
2. Designate an acting president if the president is unable to serve.
3. Authorize necessary emergency funding.
4. Other actions necessary to ensure the continuity of University operations.

The remaining Regents may continue to act to ensure the continuity of University operations until a quorum of the Board is restored.

ARTICLE IX. AMENDMENTS TO BYLAWS

The Bylaws may be amended by a two-thirds vote of the Board of Regents at any meeting, provided, however, that notice of any proposed changes shall be sent by electronic communication to the members of the Board of Regents 30 calendar days in advance of the meeting scheduled to consider such changes.

ARTICLE X. SUSPENSION OF BYLAWS

Any provision of these Bylaws other than those contained in Article VIII, Section A, may be suspended in connection with the consideration of a matter before the Board of Regents by an affirmative vote of two-thirds of the Board of Regents.

REVISION HISTORY

Adopted: December 10, 1889

Amended: June 15, 1929; May 9, 1939; June 12, 1954; June 10, 1967; February 9, 1968; September 10, 1971; July 14, 1972; June 8, 1973; February 13, 1976; March 11, 1977; July 10, 1981; January 10, 1986; November 10, 1994; December 12, 1997; February 12, 1999; May 14, 1999; February 11, 2000; July 12, 2001; October 12, 2018; February 14, 2020

Code of Conduct for Members of the Board of Regents

SECTION I. SCOPE.

This policy governs the conduct and activities of members of the Board of Regents (Board) of the University of Minnesota (University). In addition to this policy, the Board further defines its role and authority, the conduct and activities of Regents, and guiding principles for the University through the *Bylaws of the Board of Regents (Bylaws)* and other Board policies and actions.

SECTION II. GUIDING PRINCIPLES.

The Board, created under Minnesota Territorial Laws of 1851 by the passage of the University Charter and perpetuated by the Constitution of the State of Minnesota, is the governing body of the University. Exercising its constitutional autonomy, the Board defines a vision and mission for the University and ensures that the University fulfills its land grant legacy.

Regents shall adhere to the highest ethical standards. Regents bring to their task varied backgrounds and expertise, but are expected to put aside personal interests and keep the welfare of the entire University, not just a particular constituency, at all times paramount.

SECTION III. FIDUCIARY DUTIES.

When articulating and carrying out the University's mission, Regents must act in good faith in accordance with the constitution and laws of the land, the *Bylaws*, and the policies, rules, and regulations of the University. Regents are expected to actively participate in the work of the Board, speak forthrightly at Board meetings, and adhere to the following fiduciary duties:

- *Duty of Care:* The duty of care generally requires a Regent to carry out their responsibilities in good faith; with the diligence and skill that the Regent believes to be in the best interests of the University; and with the care an ordinarily prudent person in a like position would reasonably exercise under similar circumstances.
- *Duty of Loyalty:* Regents have an absolute duty of undivided loyalty to the University as a whole and its mission. In keeping the interests of the University paramount, Regents must avoid using their position for monetary or personal gain. When Regents sit on boards of associated organizations as voting or non-voting members, as defined by Board of Regents Policy: *Associated Organizations* and outlined in Board of Regents Policy: *Appointments to Organizations and Boards*, their ultimate duty of loyalty is to the University and not to the associated organization.
- *Duty of Obedience:* The duty of obedience requires fidelity to law and mission. Regents have a duty to abide by the constitution and laws of the land, and to establish and abide by the bylaws, rules, policies and regulations of the University. Regents also have a duty to

preserve the confidentiality of University matters as required by law and all applicable privileges.

SECTION IV. DEFINITIONS.

Subd. 1. Business Associated with a Regent.

Business associated with a Regent shall mean an organization, corporation, partnership, proprietorship, or other entity if either the Regent or a member of the Regent's family:

- (a) receives compensation in excess of \$500 in any month or has any contractual right to future income in excess of \$6,000 per year;
- (b) serves as an officer, director, partner, or employee; or
- (c) holds a financial interest valued in excess of \$10,000.

For purposes of this policy:

- service on boards of associated organizations, as defined by Board of Regents Policy: *Associated Organizations* and outlined in Board of Regents Policy: *Appointments to Organizations and Boards*, does not constitute a business associated with a Regent; and
- compensation shall not include reimbursement for expenses, any non-employment related funds from a governmental source, investment or savings income, retirement or insurance benefits, or alimony.

Subd. 2. Employment-Related Conflict of Interest.

An *employment-related conflict of interest* exists whenever a Regent's employment relationships, or those of a family member, may impair independence of judgment.

Subd. 3. Family Member.

Family member shall mean a spouse, parent, sibling, child, domestic partner, dependent, or any person currently residing in the Regent's household.

Subd. 4. Financial Interest.

Financial interest shall mean a foreseeable financial effect that may result from Board action.

Subd. 5. Gift.

Gift shall mean any gratuity, favor, accommodation, discount, entertainment, hospitality, loan, forbearance, services, training, transportation, lodging, meals, or other item if there is reason to believe it was given to or received by a Regent or a Regent's family member because of the Regent's official status.

Subd. 6. Recusal.

Recusal shall mean noninvolvement of a Regent in discussion of, or decision regarding, the relevant matter. Recusal is intended to ensure that the Regent's independence of judgment is not compromised, that the public's confidence in the integrity of the Board is preserved, and that the University's public mission is protected.

SECTION V. FINANCIAL DISCLOSURE REQUIREMENTS.

Within 30 days of election to office and annually on March 31 thereafter, Regents shall file a financial disclosure statement with the executive director and corporate secretary in a form

consistent with the financial disclosure required for senior University officials. The general counsel shall review the disclosure statements for compliance with this policy.

SECTION VI. GIFTS.

Subd. 1. Government Officials.

No Regent shall give a gift or solicit another to give a gift to any government official or any member of that official's staff. Political contributions made by a Regent to a candidate, political committee, organization, or party as permitted by state and federal law shall not constitute a gift. Tickets to University events, informational material, trinkets, mementos, or meals of reasonable value given by a Regent to a government official or any member of that official's staff in the normal course of University business shall not constitute a gift under this policy.

Subd. 2. Financial or Personal Interests.

No Regent shall solicit a gift from any person or organization or accept such a gift if there is reason to believe it was given because of the Regent's official status.

Regents may accept the following:

- (a) anything for which the Regent pays the market value;
- (b) anything the Regent receives but returns or gives to the University without substantial personal use or benefit;
- (c) food or refreshments of reasonable value in the normal course of University business;
- (d) plaques, trophies, mementos, hats, or similar items of reasonable value not to exceed \$75;
- (e) any gift from a family member, provided that the Regent has no reason to believe that the gift was provided because of the Regent's official University position;
- (f) informational materials in the form of books, articles, other written materials, audio/video media, and other similar materials;
- (g) anything received because a Regent participated in a group, a majority of whose members are not Regents and who customarily may receive an equivalent item;
- (h) anything paid for or reimbursed by the University pursuant to University policy;
- (i) tickets to University events; and
- (j) anything received in their individual capacity due to employment or activities not connected to their official status as a Regent.

The Office of the Board of Regents (OBR) shall maintain guidelines regarding Regent use of tickets to University events.

SECTION VII. EXPENSES.

Regents serve without compensation. They are entitled to reimbursement for expenses incurred while representing the University in an official capacity in accordance with guidelines maintained by OBR.

SECTION VIII. CONFLICTS OF INTEREST.

A conflict of interest exists when a Regent has a financial or other personal interest inconsistent with their duty of loyalty, or when a Regent, a Regent's family member, or a business associated with a Regent or a Regent's family member has an actual or potential financial or other personal interest in a matter pending before the Board that may impair a Regent's independence of judgment or objectivity in the discharge of their responsibilities on behalf of the University, including in a

transaction or other action taken by the University. Regents must be aware of the appearance of a conflict of interest and the potential for such conflicts. Accordingly, the conflict of interest provisions of this policy shall be interpreted and applied to best serve the interests of the University and its mission. For purposes of this policy, “conflict of interest” or “conflict” shall mean an actual or potential conflict of interest.

Subd. 1. Procedure for Addressing Conflicts of Interest.

(a) *Disclosure of Conflicts.*

Conflicts of interest shall be reported to the Board chair by the Regent who is the subject of the conflict, and may be reported to the Board chair by any other person. A Regent with a conflict of interest question is encouraged to consult with the general counsel who, if requested, shall provide a written opinion on whether a conflict exists under this policy. A copy of any such opinion shall be provided to the Board chair. The Board chair may also request an opinion from the general counsel on any conflict of interest question. If the Board chair is the subject of the conflict of interest, the Board vice chair shall receive or may request an opinion from the general counsel.

(b) *Guidance on Recusal and Impact on Deliberations and Voting.*

Regents who declare or have been determined to have a conflict of interest by the three-person group set forth in Subd. 1(c) of this section, or who have received an opinion from the general counsel that a conflict exists shall, as a general rule, recuse themselves regarding the matter determined to be the conflict. However, in some cases, full disclosure and consideration of the facts may indicate that a conflict is insubstantial and that the Regent may participate fully or in part in discussions, deliberations, or voting on the matter. If doubt remains regarding the need for recusal after full disclosure and consideration to address a conflict, the Regent must recuse on the matter. Recusal because of a conflict does not reflect adversely on the recusing Regent.

Disclosure of a conflict of interest and recusal shall be noted in Board minutes.

(c) *Resolution of Disputed Conflicts of Interest.*

Any disputed issues relating to the existence of a conflict of interest or the plan to address a conflict shall be referred to a group of three Regents consisting of the Board chair, the Board vice chair, and one other Regent appointed by the Board chair. This group shall determine whether a conflict exists. In addition, if this group determines that a conflict exists, they shall determine whether the conflict requires recusal or determine a plan for the Regent to address the conflict. The group shall report its determinations to the Board. In the event that the Regent disputes the determinations of this group, the Board, in its discretion, may take up the matter and make the final determination.

If the Board chair is the subject of the conflict dispute, the Board vice chair shall appoint another Regent to take the chair’s place on the group of three Regents. If the Board vice chair is the subject of the dispute, the Board chair shall appoint another Regent to take the vice chair’s place. If both the Board chair and vice chair are the subjects of the dispute, the chair of the Governance & Policy Committee shall appoint other Regents to take their place.

Subd. 2. University Employment.

Notwithstanding any other provision of this policy, a Regent shall not serve as a compensated University employee, except that the Regent elected to hold the seat designated for a student may

hold student employment at the University as defined by Board of Regents Policy: *Employee Group Definitions*, Section V, Subds. 5 and 6.

Subd. 3. University Enrollment.

Enrollment by a Regent or Regent's family member in a course or academic program at the University, whether degree or non-degree seeking, does not constitute a conflict of interest or financial conflict of interest for the Regent.

Subd. 4. Elected or Appointed Public Office.

Upon filing to become a candidate for any elected public office within the federal, state, or local government, other than Regent, the Regent shall inform the Board and consult with the general counsel to evaluate whether any conflicts of interest may arise from such candidacy. If requested by the Regent or Board chair, the general counsel shall provide a written opinion on whether a conflict exists under this policy. If the opinion of the general counsel is that a conflict exists under this policy, then the procedure set forth in Subd. 1(b) and (c) of this section shall be followed.

If a Regent is elected or appointed to any public office within the federal, state, or local government, other than Regent, the Regent shall inform the Board and consult with the general counsel to evaluate whether any conflicts of interest may arise from holding such a position. If requested by the Regent or Board chair, the general counsel shall provide a written opinion on whether a conflict exists under this policy. If the opinion of the general counsel is that a conflict exists, and the Regent disputes this opinion, then the procedure set forth in Subd. 1(b) and (c) of this section shall be followed. If a conflict exists, either the Board shall approve a plan for addressing the conflict or the Regent shall resign from the Board.

SECTION IX. COMMUNICATION OUTSIDE OF MEETINGS.

The president is the primary spokesperson for the University. The Board chair, or Board vice chair in the chair's absence, is the spokesperson for the Board and may represent the position of the Board once it has acted. When necessary, the Board chair, or Board vice chair in the chair's absence, will speak on behalf of the University. While all Regents have the right to share their individual views on University matters, as fiduciaries, Regents should be aware that the timing, tone and substance of their words reflect on the University and could have legal or other consequences. When sharing their individual views on University matters, Regents shall clarify that they are not speaking for the Board.

SECTION X. INFORMATION REQUESTS.

Regents are encouraged to be fully informed about the University. Specific requests for information by a Regent shall be made through OBR. OBR will work with the president or delegate to ensure the timely fulfillment of those requests. The president may seek guidance from the Board on the scope and priority of any request.

SECTION XI. VIOLATIONS AND BREACHES.

Review of an alleged violation by a Regent of state or federal law or an alleged breach of this policy or any other University policy shall be initiated when seven Regents sign a written complaint describing the allegations and deliver it to the Board chair or the vice chair if the complaint is about the chair. Upon receipt of the written complaint, the Board chair shall call a special meeting to be held within 30 calendar days for the Board to hear the complaint. At the start of the special meeting, the Board shall adopt a resolution establishing its process to consider the written complaint, which

shall include the right of the Regent in question to address the Board. If necessary, a supermajority of the Board, as required by the *Bylaws*, may act to impose sanctions on the Regent as it deems appropriate.

SECTION XII. ANNUAL REVIEW.

At its annual meeting, the Board, with assistance of the general counsel and the executive director and corporate secretary, shall publicly review the requirements and procedures of this policy.

REVISION HISTORY

Adopted: February 14, 2020

Amended: February 14, 2020

Supersedes: Code of Ethics for Members of the Board of Regents adopted February 9, 1996 and last amended February 10, 2012

Gifts Received and Given by University Officials

SECTION I. SCOPE.

This policy regulates gifts received and given by University of Minnesota (University) officials. Such regulation is essential in order to ensure that:

- (1) University officials do not influence inappropriately, or appear to influence inappropriately, decisions by federal, state, and local government officials; and
- (2) University officials are not influenced inappropriately, or do not appear to be influenced inappropriately, in performing their duties.

This policy is not intended to prohibit University officials from soliciting gifts on behalf of the University for University purposes.

SECTION II. POLICY STATEMENT.

Subd. 1. Constitutional Authority.

The Board has considered analogous federal and state laws and policies and has concluded that the University should have its own policy governing gifts, consistent with the Board's exclusive constitutional authority to establish rules for the governance and management of the University.

Subd. 2. Application.

This policy shall be interpreted and applied with sound practical judgment in a manner that best serves the overall interests of the University, not any individual.

SECTION II. DEFINITIONS.

Subd. 1. Gift.

Gift shall mean any gratuity, favor, discount, entertainment, hospitality, loan, forbearance, services, training, transportation, lodging, meals, or other item that constitutes a personal benefit to the recipient. It does not include any gift made to the University or its foundations for University purposes.

Gift also shall mean a gift to a family member of a University official or a gift to any other individual based on that individual's relationship with a University official (1) if it is given with the knowledge and acquiescence of the University official and (2) if the University official has reason to believe the gift was given because of the recipient's University status.

The term *gift* shall not include the following:

- (a) anything for which the individual recipient pays the market value;
- (b) anything the individual receives but returns or gives to the University without substantial personal use or benefit;
- (c) food or refreshments of reasonable value in the normal course of University business;
- (d) plaques, trophies, mementos, hats, or similar items of reasonable value;
- (e) any gift from a relative, provided that the University official has no reason to believe that the gift was provided because of the recipient's official University position;
- (f) informational materials in the form of books, articles, other written materials, audio/video media, and other similar materials;
- (g) anything received because a University official participated in a group, a majority of whose members are not University officials and who customarily may receive an equivalent item;
- (h) anything paid for or reimbursed by the University pursuant to University policy;
- (i) tickets to University athletic or cultural events;
- (j) local transportation; and
- (k) political contributions to any candidate, political committee, organization, or party as permitted by state and federal law, provided that no such contributions may be made from University funds or resources.

Subd. 2. Financial Interest.

Financial interest shall mean an actual or foreseeable nontrivial financial benefit resulting from a decision.

Subd. 3. University Official.

University official shall mean:

- (a) chancellors and vice chancellors;
- (b) deans;
- (c) division I athletic directors;
- (d) general counsel;
- (e) president and senior assistant to the president;
- (f) provosts, vice provosts, associate vice provosts, and assistant vice provosts;
- (g) executive vice president and provost;
- (h) senior vice presidents, vice presidents, associate vice presidents, and assistant vice presidents;
- (i) University directors and campus-wide directors; and
- (j) University employees officially engaged in legislative lobbying on behalf of the University.

SECTION IV. GIFTS TO AND FROM UNIVERSITY OFFICIALS.

Subd. 1. Government Officials.

No University official shall give a gift or solicit another to give a gift to any federal, state, or local government official or to any member of their staff.

Subd. 2. Financial or Personal Interests.

No University official or other University employee authorized to make a decision involving the purchase of goods or services on behalf of the University shall solicit or accept a gift from any person or organization having a financial or other direct personal interest in such decision.

REVISION HISTORY

Adopted: October 10, 1997

Amended: March 11, 2005; October 10, 2014; February 14, 2020

Technical Correction: March 31, 2016; January 28, 2020

The meeting adjourned at 1:32 p.m.



BRIAN R. STEEVES
Executive Director and
Corporate Secretary