



# Governance & Policy Committee

December 2024

December 13, 2024

8:00 a.m.

West Committee Room, McNamara Alumni Center

## GOV - DEC 2024

### 1. Board Committee Structure – Action

Docket Item Summary - 3

Revised Policy - 5

### 2. Board of Regents Policy: Code of Conduct for Members of the Board of Regents – Review

Docket Item Summary - 17

Revised Policy - 18

### 3. Bylaws of the Board of Regents – Review

Docket Item Summary - 24

Revised Bylaws - 26



# BOARD OF REGENTS DOCKET ITEM SUMMARY

**Governance & Policy**

**December 13, 2024**

**AGENDA ITEM:** Board Committee Structure

**Review**

**Review + Action**

**Action**

**Discussion**

*This is a report required by Board policy.*

**PRESENTERS:** Brian Steeves, Executive Director & Corporate Secretary  
Jason Langworthy, Associate Secretary

## **PURPOSE & KEY POINTS**

The purpose of this item is to act on proposed amendments to Board of Regents Policy: *Board Operations and Agenda Guidelines*. The amendments are the result of previous discussions by the Board and the Governance & Policy Committee. Since the proposed amendments were reviewed at the October 2024 meeting, the following changes have been made in response to committee feedback and at the request of the Audit & Compliance Committee:

- Adjustments to the Audit & Compliance Committee Charter, Section IV, new Subd. 6
  - Updated the title of the independent external auditor to the appointed independent external auditor for clarity and consistency.
  - Simplified the current approval requirements for any additional engagement with the University’s appointed independent external auditor that may impair the audit firm’s independence. The proposed change eliminates the dollar threshold since determining impairment is not impacted by the actual dollar amount of the contract.
  - Eliminated the current approval threshold for external auditors other than the University’s appointed independent external auditor. This includes the elimination of both the dollar threshold and impairment threshold.
- Added appointments to the Fairview Health Services Board of Directors and University of Minnesota Health Clinics and Surgery Center, Inc. Board of Directors to the items the Academic Health Committee would consider and recommend to the Board (Section IV, new Subd. 5).
- Simplified the language defining the typical number of meetings that standing committees hold each year (Section V, Subd. 2).

There were no other changes made to the proposed amendments. Other changes that were reviewed at the October meeting include:

- The elevation of the Special Committee on Academic Health to a standing committee of the Board.

- Codifying the Finance & Operations Committee and the Mission Fulfillment Committee as committees of all 12 Regents.
- Providing additional detail on the role of standing committees vs. special committees.

Minor changes to align with current practice or for readability and clarity are also included in the proposed amendments.

## **BACKGROUND INFORMATION**

The Governance & Policy Committee discussed the Board's committee structure over a series of meetings during the 2023–24 academic year. Feedback from those discussions, along with additional feedback from the Board's July 2024 retreat, has informed the proposed amendments.

The Audit & Compliance Committee reviewed the approval thresholds for engagements with external auditors at the October 2024 meeting.

Board of Regents Policy: *Board Operations and Agenda Guidelines* was adopted on March 8, 2002 and was last amended on September 8, 2023.



## **BOARD OF REGENTS POLICY:** *Board Operations and Agenda Guidelines*

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### **SECTION I. SCOPE.**

This policy governs the Board's operations, committee structure, and agenda guidelines.

### **SECTION II. GUIDING PRINCIPLES.**

The Board of Regents (Board), created under the 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. The Board, guided by the constitution and laws of the state:

- holds itself accountable to the public for accomplishing the mission of the University;
- meets openly, in the spirit of the Minnesota Open Meeting Law;
- fosters communication with the citizens of Minnesota, its elected representatives, and the University community; and
- works with the president to create a relationship characterized by trust and openness.

### **SECTION III. BOARD BUSINESS.**

#### **Subd. 1. Governing Documents.**

The Board exercises its authority consistent with the University Charter, the Constitution of the State of Minnesota, the *Bylaws of the Board of Regents (Bylaws)*, and relevant Board policies. These documents provide the basic framework for the conduct of the business of the Board.

#### **Subd. 2. Board Business.**

The Board conducts business through meetings of the Board and its committees. Items placed on the Board agenda have the most fundamental importance and broad policy implications for the University. The following items are required to come to the Board:

- (a) Fundamental planning documents, including:
  - Systemwide Strategic Plan - The Systemwide Strategic Plan articulates and reinforces the mission and vision of the University; identifies University priorities and goals; and establishes a framework to guide University decision-making. The plan includes goals articulated through the University Progress Card and establishes a framework for the University's operating and capital budgets.

- University Performance and Accountability Report - The University Performance and Accountability Report publicly demonstrates the University's accountability for progress in reaching its stated goals and objectives; links planning, performance evaluation, and resource allocation at the system and campus/college level; illustrates and analyzes longitudinal trends in key areas; provides a means for comparisons with peer institutions; and identifies areas for continued work. The report includes progress made in achieving the goals articulated in the University Progress Card.
- Annual Operating Budget - The annual operating budget sets forth the operating requirements and authorizations for financing the activities of the University. The budget includes all funds (revenues and expenditures), all campuses, and all programs of the University. It incorporates historical background and projections. It is based on the framework established by the Systemwide Strategic Plan. The president recommends to the Board the annual operating budget in successive meetings.
- Capital Budget - The capital budget has two parts. Part I is the six-year capital plan, which is updated annually and identifies capital projects, as defined by Board of Regents Policy: *Reservation and Delegation of Authority* Article I, Section VIII, Subd. 6, that are approved to proceed with preliminary project planning, but not authorized to proceed with design and construction. Part II is the annual capital improvement budget, which authorizes the completion of design and construction of projects, as defined by Board of Regents Policy: *Reservation and Delegation of Authority* Article I, Section VIII, Subd. 7, that have approved financing. The framework established by the Systemwide Strategic Plan and approved campus plans guide both parts of the capital budget. The president recommends to the Board both parts of the capital budget in successive meetings.

(b) Legislative funding requests, including the biennial budget request and the capital request.

(c) Reports on federal and legislative relations and issues.

(d) Reports submitted to the State of Minnesota as defined by Board of Regents Policy: *Reservation and Delegation of Authority* Article I, Section I, Subd. 7.

(e) Reports on public safety and emergency preparedness.

~~(e)~~(f) Annual summary of expenditures for the Office of the President, Eastcliff, and the Office of the Board of Regents (OBR).

~~(f)~~(g) Gifts.

~~(g)~~(h) Other reports, including, but not limited to, reports of the Faculty Consultative Committee, the University of Minnesota Foundation, the University of Minnesota Alumni Association, and the Student Representatives to the Board.

~~(h)~~(i) Additional items as decided by the Board chair in consultation with the president and Board vice chair.

At the Board chair's discretion, any of these items may be referred for discussion in committee.

#### **SECTION IV. COMMITTEES OF THE BOARD.**

##### **Subd. 1. Role of ~~the~~ Standing Committees.**

Committees Standing committees provide the opportunity for Regents to focus on specific areas of the University and, when needed, provide recommendations for action by the Board. Typically, standing committees have the following responsibilities:

- recommend action on matters where the Board has reserved authority to itself as outlined in Board of Regents Policy: *Reservation and Delegation of Authority* and other Board policies;

- take action on behalf of the Board on matters where the Board has delegated authority to the committee as outlined in Board of Regents Policy: *Reservation and Delegation of Authority*;
- provide oversight on topics within the committee's purview;
- review and make recommendations on relevant new and existing Board policies;
- receive reports on policy-related issues affecting components of the University departments and units;
- receive information items (e.g., status reports on current issues of concern and administrative searches/other required reports); and
- review other items placed on the agenda by the Board chair in consultation with the president and the Board vice chair.

**Subd. 2. Role of Special Committees.**

Special committees provide the Board with the opportunity to address specific and timely topics of interest. The Board chair identifies the responsibilities, appoints the members, and designates the chair and vice chair of special committees. Special committees typically expire at the end of the appointing Board chair's leadership term, unless they are extended by the next Board chair.

**Subd. 23. Responsibilities of the Committee Chairs.**

Committee chairs preside over the meetings of their respective committees, ensuring the orderly, open, and timely conduct of committee business. Committee chairs should annually review the committee responsibilities outlined in this policy as the committee work plans outlined in Section V, Subd. 4 are finalized. The senior leader committee liaison consults with committee chairs prior to committee meetings regarding background issues for committee agendas.

**Subd. 34. Committee Meetings, Descriptions, and Members.**

Standing, nominating, and special committees meet on a varying schedule set through the agenda development process. These committees, specific committee responsibilities, and required agenda items are listed below. As stated in the *Bylaws*, the Board chair has the authority to name and identify the responsibilities of all committees. Any changes in committee structure are to be noted in this policy.

The Board's standing committees have the following membership:

- Academic Health: 6 Regents.
- Audit & Compliance: 6 Regents.
- Finance & Operations: 12 Regents.
- Governance & Policy: 6 Regents.
- Litigation Review: 6 Regents.
- Mission Fulfillment: 12 Regents.

**Subd. 45. Academic Health Committee.**

The Academic Health Committee oversees and makes recommendations to the Board regarding the governance and strategies used to advance the University's health sciences and clinical enterprise. The committee oversees and advises the administration on academic medical strategy, health sciences planning, clinical strategy, and strategic clinical partnerships.

Specifically, this committee recommends to the Board:

- governance and oversight structures for the University's health sciences;
- joint strategic plans for the University's health sciences schools;

- clinical enterprise strategic plans;
- programmatically elements of clinical partnership agreements;
- Board policies that govern private practice plans;
- reports to the State of Minnesota that focus on the University's health sciences and clinical enterprise as defined by Board of Regents Policy: *Reservation and Delegation of Authority*, Article I, Section I, Subd. 7; and
- appointments defined by Board of Regents Policy: *Appointments to Organizations and Boards*, Section III, Subds. 1 and 2

This committee provides oversight of:

- long-range planning strategies for the health sciences and clinical enterprise;
- the relationship between the University and its clinical partners;
- potential risks to the health sciences and clinical enterprise; and
- programmatically elements of long-range physical asset planning.

#### **Subd. 46. Audit & Compliance Committee Charter.**

The Audit & Compliance Committee oversees the University's system of risk assessment and internal controls, audits, financial reporting practices, and the institutional compliance program. The committee is to assist the Board in discharging its oversight responsibilities related to the audit and compliance functions by:

- promoting the development of an effective, efficient, and continuously improving control environment, in concert with the administration, to achieve the institution's objectives through an appropriate system of risk assessment and internal control;
- overseeing the University's integrated framework of internal control, risk management practices, and institutional compliance program to ensure that the administration executes the provisions of Board of Regents Policy: *Internal Control*;
- serving as an informed voice on the Board by relaying the audit and compliance perspective when related issues are brought before the Board and its standing committees; and
- providing a direct channel of communication to the Board for the chief auditor and the appointed independent ~~public-external~~ auditor.

Consistent with Board of Regents Policy: *Reservation and Delegation of Authority* Article I, Section X, the Board reserves to itself authority to adopt policies regulating the audit function; approve selection of ~~external public accountants~~ the appointed independent external auditor and the chief auditor; review audit plans; and evaluate the performance of the appointed independent external auditor and, jointly with the president, the performance of the internal audit function.

Specific duties of the Audit & Compliance Committee include the following:

- (a) Oversight of the Appointed Independent External Auditor. The appointed independent external auditor reports directly to the Board through the Audit & Compliance Committee. The committee shall recommend for Board approval the appointment, engagement, and related fees of the appointed independent external auditor to perform the annual financial statement and federal compliance audits. The committee shall approve in advance all audit and non-audit services provided by the appointed independent external auditor ~~with a value greater than \$100,000 or~~ that may impair the ~~audit firm's appointed independent external auditor's~~ independence regarding the University. Such impairment of independence is currently limited to prohibited non-audit services as defined in the United States General Accounting Office Government Auditing Standards. Engagements not requiring approval by the Board shall be reported to the



Audit & Compliance Committee at the next scheduled meeting of the committee. The committee shall annually review and evaluate the appointed independent external auditor's performance, independence, and effectiveness of coordination with other assessment activities, including ~~internal audit~~those performed by the Office of Internal Audit.

- (b) Oversight of the Internal Audit Function. The Audit & Compliance Committee shall recommend for Board approval changes to the Office of Internal Audit's charter and any material revisions to internal audit plans or budgets. In consultation with management and the chief auditor, the committee shall review the annual internal audit plan and the extent to which it addresses high risk areas.
- (c) Review of the Annual Financial Report. The Audit & Compliance Committee shall review, in advance of final issuance, the proposed formats and wordings of the annual financial report, including the management's discussion and analysis, financial statements, footnotes, statistics, and disclosures.
- (d) Review of Audit Results. The Audit & Compliance Committee shall review the internal and external audit results and discuss significant issues of internal control and compliance with the independent auditor, chief auditor, and management. The committee shall monitor management's progress in addressing audit recommendations.
- (e) Investigation of Reported Concerns Regarding Accounting or Auditing Matters. The Audit & Compliance Committee shall be apprised of investigations conducted under administrative policy.
- (f) Requests for Audits. The Audit & Compliance Committee is authorized to request supplemental reviews or other audit procedures by the chief auditor, the appointed independent external auditor, or other advisors.
- (g) ~~Approval of Engagements of External Audit Firms Other Than the University's Appointed Principal Independent External Auditors. The Audit & Compliance Committee shall approve all engagements of external audit firms to perform work or provide services with a value greater than \$100,000 or that may impair the audit firm's independence regarding the University. Such impairment of independence is currently limited to prohibited non-audit services as defined in (a) of this section.~~ Engagements not requiring approval by the Board with external audit firms other than the University's appointed independent external auditor shall be reported to the Audit & Compliance Committee at the next scheduled meeting of the committee.
- (h) This committee provides additional oversight of compliance initiatives and the enterprise risk management ~~processes~~program, including risk identification ~~and~~, mitigation, and the institutional risk profile.

This committee also reviews:

- ~~• The annual financial statements, prior to issuance.~~
- ~~• the annual report on institutional risk and financial reports.~~
- ~~• The independent auditor's annual audit and management letter.~~
- ~~• The chief auditor's annual audit plan.~~
- Responses to questions regarding audit issues, reports on enterprise systems, administrative program reviews, investigations conducted under administrative policy, and other items relevant to the audit function;
- the annual institutional compliance report; and
- ~~The~~the institutional conflict of interest report.
- ~~• External auditor engagements not requiring approval by the Board. Any engagements shall be reported to the Audit & Compliance Committee at the next scheduled meeting of the committee.~~

## Subd. 57. Finance & Operations Committee.

The Finance & Operations Committee oversees and makes recommendations to the Board related to the University's operations, fiscal stability, physical assets (e.g., land, buildings, infrastructure, technology, and equipment), and long-term economic health. The committee also advises the administration on faculty and staff compensation strategy, benefits, recruitment, and engagement.

Specifically, this committee approves on behalf of the Board:

- appointments reserved to the Board as defined by Board of Regents Policy: *Reservation and Delegation of Authority* Article I, Section IV. Subds. 1 and 3 with the exception of those appointments defined by Board of Regents Policy: *Appointments to Organizations and Boards*, Section III, Subds. 1 and 2;
- budgetary, financial, and investment matters reserved to the Board as defined by Board of Regents Policy: *Reservation and Delegation of Authority* Article I, Section VII;
- property, facilities, and capital budgets reserved to the Board as defined by Board of Regents Policy: *Reservation and Delegation of Authority* Article I, Section VIII; and
- employment and labor relations matters reserved to the Board as defined by Board of Regents Policy: *Reservation and Delegation of Authority* Article I, Section XI.

This committee provides oversight of:

- long-range financial planning strategies, including total indebtedness of the University and investment portfolio;
- the financial relationship between the University and its partners, including affiliated foundations, clinical operations, and external entities;
- potential risks within University finance and operations;
- long-range physical asset planning strategies, including technology infrastructure;
- ~~public safety and emergency preparedness;~~
- operational services such as housing, parking, transportation, and dining;
- faculty and staff employment, compensation and benefits policy, including senior leader compensation, benchmarking, and terms of employment; and
- employee engagement and workforce development.

This committee also reviews:

- the annual central reserves fund report;
- the annual capital financing and debt management report;
- annual strategic facilities and real estate report, which includes updates on the University's facilities condition assessment and space utilization, real estate transactions from the past fiscal year, and capital project management updates for projects in process that have been approved in the annual capital improvement budget and have a value equal to or greater than \$5,000,000;
- exceptions to a competitive bid process for purchases requiring Board approval;
- annual asset management report;
- the annual financial report;
- selected financial metrics that measure the University's fiscal condition;
- periodic updates on future facilities projects;
- design guidelines when a project design represents an exception to adopted campus plans; and
- other financial reports, employment reports, and facilities management reports and significant issues.

**Subd. 68. Governance & Policy Committee.**

The Governance & Policy Committee oversees and makes recommendations to the Board related to policy and processes that seek to ensure the integrity and high performance of the Board. The committee supports effective governance by guiding the Board to: articulate a clear vision for the University and its major components; clarify reserved and delegated authorities; establish institutional benchmarks and performance measures; and thoughtfully considers risks that may impact the performance of the institution.

Specifically, this committee recommends to the Board:

- amendments to the *Bylaws* and changes to the structure and function of the Board;
- amendments to Board policies not routed through one of the other standing committees; and
- consideration of other University policy matters referred to the committee by the Board chair.

This committee provides oversight to:

- evaluate the effectiveness of the Board through periodic self-assessment;
- ensure that Regents are fully oriented and receive ongoing education; and
- identify best practices in governance for possible implementation.

**Subd. 79. Litigation Review Committee.**

The Litigation Review Committee reviews litigation matters and obtains legal advice regarding specific University actions and their legal consequences. This committee typically meets in non-public session and consults with the general counsel on cases and claims, consistent with Board of Regents Policy: *Attorneys and Related Services* and Board of Regents Policy: *Legal Claims and Settlements*. The committee determines which matters shall be referred to the Board for review or approval.

**Subd. 810. Mission Fulfillment Committee.**

The Mission Fulfillment Committee oversees and makes recommendations to the Board related to the University's mission, as articulated in Board of Regents Policy: *Mission Statement* and carried out on five campuses and across the state, the nation, and the world. The committee oversees and advises the administration on academic priorities, activities, programs, and initiatives central to the threefold mission of research and discovery, teaching and learning, and outreach and public service.

Specifically, this committee approves on behalf of the Board:

- academic matters reserved to the Board as defined by Board of Regents Policy: *Reservation and Delegation of Authority* Article I, Section V.

This committee provides oversight of:

- academic program reviews and strategic plans of academic units;
- admissions practices, demographic trends, and enrollment planning;
- curricular and co-curricular educational, research, and engagement opportunities;
- diversity and campus climate;
- faculty development, recruitment, and retention;
- faculty promotion and tenure;
- international partnerships, and global research, and educational programs;
- health education and academic medicine;

- issues related to the University's academic profile such as accreditation, reputation, and academic ranking;
- online learning;
- public engagement and community partnerships that fulfill the University's land-grant mission;
- scholarship, artistic activity, and commercialization of technology and intellectual property;
- sponsored projects and research support infrastructures;
- student affairs, student wellness, and the student experience;
- student experience and academic performance of student-athletes;
- undergraduate, graduate, and professional education.

**Subd. 911. Nominating Committee.**

The Nominating Committee is charged with nominating candidates to serve as Board ~~chair, vice chair, secretary, and treasurer~~officers in alignment with the *Bylaws, Article V, Section B.*

**Subd. 1012. Presidential Performance Review Committee.**

The Presidential Performance Review Committee evaluates the president's performance in alignment with Section VII, Subd. 1 of this policy. This committee meets in non-public session, reporting its findings to the Board.

**Subd. 11. Special Committees.**

~~The Board chair identifies the responsibilities, appoints the members, and designates the chair of special committees.~~

**SECTION V. MEETINGS OF THE BOARD AND COMMITTEES.**

**Subd. 1. Board Meetings.**

The Annual Meeting of the Board is held on the second Friday in June, unless otherwise determined by the *Bylaws*. At the Annual Meeting a schedule is approved for regular meetings, which are usually held on the second Friday and preceding Thursday of each month in February, March, May, June, July, September, October and December. In addition to meetings of the Board and its standing or special committees, regular meeting agendas may include work sessions, public forums, and engagement activities.

~~Other~~Special meetings of the Board or one of its standing or special committees are scheduled as needed and may include work sessions, open forums, and public hearings, as defined by the *Bylaws, Article IV, Section C to consider specific items of business.*

Retreats, typically held annually in the summer, are opportunities for the Board to plan, assess its performance, develop priorities for the year, and/or to consider a particular topic.

The documents, minutes, and recordings related to the public deliberations of the Board are available in the OBR.

**Subd. 2. Committee Meetings.**

~~Standing C~~committees usually meet as follows typically meet six times each year, or as determined by the Board chair in consultation with the appropriate committee chair.:

- ~~Audit & Compliance: Meets six times a year.~~
- ~~Finance & Operations: Meets six times a year.~~
- ~~Governance & Policy: Meets five times a year.~~

- ~~Litigation Review: Meets six times a year and as called by the committee chair.~~
- ~~Mission Fulfillment: Meets six times a year.~~
- ~~The Nominating Committee: May of meets in~~ odd-numbered years prior to the Board's Annual Meeting and election of officers in June.
- ~~The Presidential Review Committee: meets Aas~~ called by the Board chair.

### **Subd. 3. Meeting Procedures.**

The Board chair presides over meetings of the Board. The Board vice chair presides in the absence of the chair. Board and committee meetings are conducted consistent with the *Bylaws* and *Robert's Rules of Order* in its most recent revised edition. The general counsel rules on all disputed questions of procedure.

Items are presented in one of the following ways:

- *Review* - All significant items typically are reviewed one month with action in a subsequent month. Any Board member may request that an item listed for Review become a Review/Action item. If there is no objection from other members of the Board, the item is voted on in that meeting. The fundamental planning documents, as described in Section III, Subd. 2, (a) of this policy, are exempt from this provision.
- *Action* - Previously reviewed items requiring Board approval.
- *Review/Action* - Items for review and action in the same meeting, as allowed by Board policy or under special circumstances with permission of the Board chair or respective committee chair. The Consent Report includes routine action items that normally do not require discussion. ~~Any Board member may request discussion or separate action on any Consent Report item and are acted on as one motion. Any Regent may ask questions or discuss individual items before a motion to approve the Consent Report is made. At the request of any Regent, an individual item will be acted on separately from the rest of the Consent Report.~~
- *Discussion* - Items for discussion that require no action when presented.
- *Other*
  - *Information Items* - Items of interest to a committee or the Board requiring no action or discussion, such as status reports on current issues of concern and other required reports and administrative searches.
  - *Receive and File Reports* - Submitted reports that are not intended for discussion and do not require action, but are listed on the agenda and officially noted by the Board chair in the form of a statement to "receive and file."

### **Subd. 4. Work Plans.**

Each year the Board outlines its priorities and its standing and special committees develop work plans with the advice of the president or delegate. ~~Committee work~~ Work plans outline major agenda items and discussion topics for the year; and include a brief description of the purpose of the item.

### **Subd. 5. Staff Responsibilities.**

- (a) **Senior Leader Committee Liaisons.** The Board chair and president identify a senior leader for each committee to facilitate ~~advise~~ committee ~~meetings~~ leadership on agenda content, assist in agenda development, prepare docket materials, coordinate presentations, and fulfill other duties ~~as assigned by the president~~. Assignments to standing committees are typically as follows:
- Academic Health: Vice President for Clinical Affairs
  - Audit & Compliance: Chief Auditor
  - Finance & Operations: ~~Senior~~ Executive Vice President for Finance and Operations

- Governance & Policy: Executive Director and Corporate Secretary
- Litigation Review: General Counsel
- Mission Fulfillment: Executive Vice President and Provost

(b) **Board Staff.** The Board elects an executive director and corporate secretary, whose duties and responsibilities include:

- advising and supporting each Board member, as well as Board leadership, to advance good governance practices;
- acting as a liaison between the Board and senior leaders of the University;
- managing the Board's policy library and ongoing policy review process;
- managing the Board agenda and docket process;
- maintaining official records of meetings of the Board and its committees;
- advising the president regarding the standards and protocols of Board meetings;
- maintaining and providing to the Board an annual planning calendar that outlines Board and committee meetings along with reports and other actions required by Board policy; and
- ensuring that logistical support is provided so that Board proceedings are conducted in an open, timely, and accountable manner.

The executive director and corporate secretary assigns a committee coordinator to each committee. Committee coordinator responsibilities include:

- advising and supporting committee leadership and members of the committee to ensure successful committee operations;
- serving as a liaison between committee leadership and the senior leader committee liaison;
- facilitating annual work planning, agenda planning, and docket previews;
- and reviewing docket materials, resolutions, and revisions to Board policies.

### **Subd. 6. Docket.**

The docket is the set of recommendations, reports, and all supporting documents prepared for each item on an agenda of the Board and its committees. A docket item summary accompanies each agenda item, summarizing key points and background. Materials are submitted to the Board by the president or delegate with the assistance of Board staff. The OBR distributes the docket to Regents one week prior to regular meeting dates, after which it is publicly available.

### **Subd. 7. Urgent Approvals.**

When waiting for the next scheduled meeting to obtain Board approval on a particular matter could have a significant impact on the University's mission or poses a considerable health, safety, or financial risk, the president may request an urgent approval. To request an urgent approval, the president shall submit orally or in writing to the Board chair a statement describing the matter and the basis for immediate action.

After reviewing the circumstances and timeline of the urgent approval request, the Board chair shall determine if there is time to attempt to contact all Regents in order to hold a special or emergency meeting. If the Board chair determines that there is not time to contact all Regents or if a quorum of the Board is not available, the Board chair may act on behalf of the Board. In the absence of the Board chair, the Board vice chair shall perform the duties of the chair consistent with this subdivision and in alignment with the *Bylaws*. Immediately following the granting of an urgent approval on behalf of the Board, the OBR shall distribute to all Regents notice of the approval and all materials provided to support the request.



At the next meeting of the Board following the approval, the urgent approval granted on behalf of the Board shall be presented to the Board as a separate information item, consistent with Subd. 3 of this section, or for action, as appropriate.

**SECTION VI. BOARD MEETING AGENDAS.**

**Subd. 1. Agenda Development.**

The agenda is set in the following manner:

- (a) Approximately two months prior to each Board meeting, the executive director and corporate secretary develops a draft agenda for discussion at Agenda I, a meeting with the president ~~and~~, senior leader committee liaisons, and other staff, as needed. The agenda is a result of consultation with Board leadership and committee agenda planning meetings. Agenda items are identified from Board priorities, committee work plans, and other reports and items as specified in Board policy.
- (b) The ~~Board chair approves the agenda at a subsequent executive director and corporate secretary makes any updates to the agenda based on input from the Agenda I meeting and presents it for consideration at the~~ Agenda II meeting, which Agenda II is also attended by the Board chair, Board vice chair, the president, and other staff, as needed, and senior leader committee liaisons. In alignment with the Bylaws, Article VI, Section E, the Board chair approves the agenda at the Agenda II meeting. Changes to an approved Board or committee agenda require the approval of the Board chair and, in the case of a committee agenda, shall be done in consultation with the appropriate committee chair.

**Subd. 2. Requests to Appear Before the Board.**

Anyone requesting to appear before the Board must follow the process stated in Article VI of the *Bylaws*.

**SECTION VII. PRESIDENTIAL PERFORMANCE REVIEW, EVALUATION, AND COMPENSATION.**

**Subd. 1. Presidential Performance Review.**

The Presidential Performance Review Committee evaluates the president's performance annually in order to: assess outcomes; support the president's efforts to strengthen performance; enable the president and the Board to establish mutually ~~agreeable~~ goals; and inform decisions regarding annual compensation and other terms of employment.

This committee meets in non-public session as permitted by law, reporting its findings to the Board at a public meeting.

The following principles shall guide the performance review process:

- (a) All Board members shall be involved.
- (b) Comments on the president's performance shall be requested from multiple sources.
- (c) Collegiality shall be a hallmark of all discussions.
- (d) Confidentiality of personnel matters shall be maintained.

Performance review process procedures shall be on file in the OBR.

**Subd. 2. Presidential Compensation.**

The compensation of the president shall be set by the Board at a public meeting. The Board shall exercise reasonable care and set compensation in a transparent, prudent, and responsible manner.

The following principles shall guide compensation setting:

- (a) The compensation plan shall reflect the public purpose of the University and support the organization's mission.
- (b) Compensation shall enable the recruitment and retention of an individual who can achieve excellence for the University and contribute to the vitality of the State of Minnesota.
- (c) Compensation is meant to appropriately reward and motivate the president, be commensurate with the president's responsibilities and performance, and be responsive to the president's requests.
- (d) Compensation shall be informed by appropriate data that helps determine comparability or fair market value.

The Board shall consider data from a comparable peer group of public research universities and private universities that are substantially similar to the University and designate a list for comparison purposes. It shall be the responsibility of the chair, in consultation with the vice chair, to recommend presidential compensation and other contract terms for Board action. The chair also shall be responsible for reviewing the president's total compensation and approving all reimbursements for presidential business travel and entertainment expenses.

Compensation-setting procedures shall be on file in the OBR.

## **REVISION HISTORY**

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**Adopted:** March 8, 2002

**Amended:** July 9, 2004; December 10, 2004; October 13, 2006; February 10, 2012; December 14, 2012; June 8, 2018; February 12, 2021; October 8, 2021; February 11, 2022; September 8, 2023

**Technical Correction:** March 31, 2016; February 10, 2017; March 16, 2021; June 13, 2024

**Last Comprehensive Review:** 2023

**Supersedes:** Board Operation and Agenda Guidelines adopted September 11, 1992, last amended March 8, 1996.





# BOARD OF REGENTS DOCKET ITEM SUMMARY

**Governance & Policy**

**December 13, 2024**

**AGENDA ITEM:** Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*

**Review**       **Review + Action**       **Action**       **Discussion**

*This is a report required by Board policy.*

**PRESENTERS:** Brian Steeves, Executive Director & Corporate Secretary  
Jason Langworthy, Associate Secretary

### **PURPOSE & KEY POINTS**

The purpose of this item is to review proposed amendments to Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*. The amendments are the result of a comprehensive review of the policy and a previous discussion by the committee at the September 2024 meeting. Key changes include the following:

- Clarified definition language and moved selected definitions into the sections where they are applied. No substantive changes to the purpose of the sections were made by moving definitions into those sections.
- Added guidance that defines how Regents can use University marks, official letterhead, and the title of Regent to Section IX. Communication Outside of Meetings. The proposed amendments also prohibit using University marks, official letterhead, and the title of Regent for letters of recommendation to University programs that confer a benefit by the University on an individual.

Other changes for readability and clarity are also included in the proposed amendments.

### **BACKGROUND INFORMATION**

*Code of Conduct for Members of the Board of Regents* governs the conduct and activities of Regents. The policy is required by the *Bylaws of the Board of Regents* and defines the ethical standards and fiduciary duties to which the Board holds itself accountable. The policy was adopted by the Board in February 2020 as the result of a comprehensive review of the Board’s previous code of ethics.

An overview of topics covered by the policy was provided to the committee at the September 2024 meeting.



## **BOARD OF REGENTS POLICY:** ***Code of Conduct for Members of the Board of Regents***

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### **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 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~~the Office of the Board of Regents (OBR).

**SECTION VII. GIFTS.**

**Subd. 1. 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, a Regent's family member or a business associated with a Regent, because of the Regent's official status.

**Subd.-12. Government Officials.**

No Regent shall, directly or indirectly, 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.-23. Financial or Personal Interests.**

No Regent shall solicit, directly or indirectly, 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 VIII. CONFLICTS OF INTEREST.**

A conflict of interest exists when a Regent, a Regent's family member, or a business associated with a Regent has (a) an actual or potential a financial, employment, 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; or (b) any other actual or potential financial, employment, or other personal interest inconsistent with a Regent's duty of loyalty.

Regents must also 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 by taking care to avoid the appearance of a conflict of interest in addition to actual and potential conflicts of interest. ~~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. 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. 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 state that they are not speaking for the Board or the University.

Regents are prohibited from using University marks or letterhead when speaking on University matters that do not reflect the position of the Board or the University. Regents are also prohibited from using the title of Regent, University marks, or letterhead for letters of recommendation for an individual who is applying for admission to the University or to any University program, scholarship, award, promotion, employment, or other activity that confers a benefit by the University on the individual.

### 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

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**Adopted:** February 14, 2020

**Amended:** February 14, 2020

**Last Comprehensive Review:** 2020

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





# BOARD OF REGENTS DOCKET ITEM SUMMARY

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**Governance & Policy**

**December 13, 2024**

**AGENDA ITEM:** *Bylaws of the Board of Regents*

**Review**       **Review + Action**       **Action**       **Discussion**

*This is a report required by Board policy.*

**PRESENTERS:** Brian Steeves, Executive Director & Corporate Secretary  
Jason Langworthy, Associate Secretary

## **PURPOSE & KEY POINTS**

The purpose of this item is to review proposed amendments to the *Bylaws of the Board of Regents (Bylaws)*. The amendments are the result of a comprehensive review of the *Bylaws* and a previous discussion by the committee at the October 2024 meeting. Key changes are outlined below.

### **Article III**

- The ability for the Board to elect up to two Vice Chairs of the Board. The proposed amendments also include the necessary adjustments in other areas of the *Bylaws* that would control when the Board elects two vice chairs (e.g. which vice chair would act as chair in the absence of the chair, how a vacancy in the office of the chair would be handled).
- Like the President, the officer positions of Secretary and Treasurer would be tied to the traditional staff positions held by those offices. The proposed change would also eliminate the need for those officer positions to be elected every two years. Instead, the individuals would hold the officer positions as long as they hold the related staff positions.

### **Article IV**

- Adjusted the order of business for Board meetings to reflect current practice, combined approval of the minutes with the consent report, and aligned the order of business with parliamentary best practices.

### **Article V**

- Moved language related to the Chair of the Board’s responsibilities for the Board’s committees from Article III to Article V.
- Clarified that the Chair of the Board can change standing and special committee membership at any time.



- Provided the ability for the Chair of the Board to establish a schedule of regular meetings for those standing committees that meet off-cycle from the Board’s schedule of regular meetings.
- Codified that special committees typically operate for the length of the term of the Chair of the Board that created them but can be dissolved at any time by the Chair.

## Article VI

- Based on previous discussions that focused on providing input to the Board, two options are provided that modify the current request to appear process. Both options require the requester to include a rationale for their request. Both also charge the Office of the Board of Regents (OBR) to maintain guidelines to implement the process and communicate to the University community the typical protocol that would be followed if the request is granted.
  - Option 1 maintains the current practice that the Chair of the Board rules on all requests to appear but would now require the Chair to consult with the Vice Chair(s) of the Board. The proposed language provides guidance for the Chair to consider when making a ruling and requires that all requests, along with the Chair’s ruling, be shared with the Board.
  - Option 2 uses the current process for calling a special meeting as a framework. Once a request is received, the Secretary would provide it to the Board. If five Regents indicate to the Secretary that they wish to hear the request, the Secretary would place the item under Receive and File Reports for the next regular meeting of the Board.

Other changes for readability and clarity are also included in the proposed amendments.

## BACKGROUND INFORMATION

The *Bylaws* are the second highest policy authority within the University policy hierarchy—above Board policy and below the University Charter. They address the operations of the Board; the duties, responsibilities, and election of officers; meetings of the Board and its committees; rules of procedure for those meetings; general delegations of authority; and require a code of conduct and conflict of interest process for Regents.

The *Bylaws of the Board of Regents* were adopted on December 10, 1889. They have been amended 20 times since, most recently on February 14, 2020, based on the adoption of Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*.



**UNIVERSITY OF MINNESOTA  
BOARD OF REGENTS**

**BYLAWS**

**INTRODUCTION**

The Board of Regents of the University of Minnesota (Board) 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(s), Secretary, and Treasurer. The Chair and Vice Chair(s) 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, ~~Secretary, and Treasurer~~, 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 ~~b~~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 those~~ instruments and documents which ~~would devolve upon the~~ require the approval of the Chair as the principal corporate officer.
3. *Vice Chair(s).* There shall be no more than two Vice Chairs of the Board.
  - a) If the Board elects one Vice Chair during the election of officers as outlined by Article III, Section D, ~~in~~ the absence of the Chair, the Vice Chair shall perform the duties ordinarily performed by the Chair of the Board ~~of Regents~~.
  - b) If the Board elects two Vice Chairs during the election of officers as outlined by Article III, Section D, the following shall apply:
    - i. In the absence of the Chair: The Vice Chair whose last name comes first alphabetically shall perform the duties ordinarily performed by the Chair of the Board in odd-numbered months. The Vice Chair whose last name comes second alphabetically shall perform the duties ordinarily performed by the Chair of the Board in even-numbered months.
    - ii. If one of the Vice Chair positions is vacant, the remaining Vice Chair shall perform the duties of the Vice Chairs.
    - iii. All references to Vice Chair of the Board in Board policy or other University policies shall apply to the Vice Chairs.

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 these ~~Bylaws of the Board of Regents~~ and shall perform such other duties as the Board ~~of Regents~~ may direct.

The Secretary shall be the individual who holds the position of Executive Director of the Office of the Board of Regents and shall be elected as Secretary upon appointment to that position by the Board.

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.

The Treasurer shall be the individual who holds the position of Executive Vice President for

Finance and Operations and shall be elected as Treasurer upon appointment to that position by the Board.

#### **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 and, at least one candidate for 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;~~

1. If the Board has elected one Vice Chair during the election of officers as outlined by Article III, Section D, that individual is appointed to the position of Chair and shall serve out the Chair's term of office.
2. If the Board has elected two Vice Chairs during the election of officers as outlined by Article III, Section D, the Board shall appoint one of the Vice Chairs to assume the position of Chair and that individual will serve out the Chair's term of office. Until the Board is able to convene a meeting to do so, the provisions of Article III, Section C, 3 shall determine which Vice Chair shall perform the duties ordinarily performed by the Chair of the Board until the vacancy is filled.

In the event of a vacancy of any other office of the Board ~~of Regents~~, including ~~the when the position of Vice Chair(s) when the Vice Chair is appointed to~~ 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 Article III, 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 and Consent Report
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 Unfinished~~ Business
7. New Business
- 7.8. Adjournment

### **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 of the Board~~ 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, and fill vacancies arising for any reason. The Chair of the Board ~~of Regents~~ may change standing committee membership or 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 typically occur prior to the regular meetings of the Board ~~of Regents~~. The Chair of the Board, in consultation the appropriate Committee Chair, may establish a schedule of regular meetings for those standing committees that do not meet in accordance with the schedule of regular meetings of the Board as defined by Article IV, Section B.

### **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 Special Committee Chairs and Vice Chairs, and identify the responsibilities of special committees. The Chair of the Board shall fill vacancies arising for any reason and may change special committee membership or replace Special Committee Chairs or Vice Chairs at any time. Special committees operate until the end of the term of the Chair of the Board who created the special committee but may be dissolved by the Chair of the Board at any time.

## **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**

1. *Agenda Development.* The Chair of the Board, in consultation with the President and Vice Chair(s) of the Board, 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 during New Business.

2. Docket Materials. Items and supporting documentation to be included in the docket should be ~~in the~~ submitted to the office of the Secretary Office of the Board of Regents at least ten calendar days before the meeting at which consideration is expected.

3. Committee Recommendations. 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.

4. Requests to Appear. 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. Any request by an individual not on the agenda to appear before a meeting of the Board or its standing or special committees shall be addressed as follows:~~

#### **OPTION 1**

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 ten days calendar days in~~ advance of the meeting and must provide a rationale for the request. The Chair ~~of the Board, in consultation with the Vice Chair(s) of the Board,~~ shall rule on all requests. If the request is to appear before a committee, the Chair may also consult with the Committee Chair. When ruling on a request to appear, the Chair of the Board may consider the following:

- If the request is connected to an agenda item before the Board or committee for that meeting.
- If the Board has previously acted on the requested topic.
- If the requested topic is an area delegated to the President or delegate.
- If the topic of the request has been previously heard by, communicated to, or addressed by the Board and the Chair of the Board can conclude that the University has appropriately addressed the request and there are no further actions the University should take.

All requests and the ruling of the Chair of the Board shall be shared with the Board. Should a request be granted, the request shall be placed on the agenda under Receive and File Reports or another appropriate agenda item at the discretion of the Chair of the Board. The Office of the Board of Regents shall maintain guidelines to implement this process and communicate to the requester typical protocol including the time limit for their remarks, Board interaction with the requester, and meeting rules of procedure.

#### **OPTION 2**

A request to appear before a meeting of the Board or its standing or special committees shall be submitted in writing to the Secretary at least ten calendar days in advance of the meeting and must provide a rationale for the request. The Secretary shall forward any request to the Board. If at least five Regents indicate to the Secretary within three calendar days of the notification from the Secretary that they wish to hear the request, the request shall be placed on the agenda of the next regular meeting of the Board under Receive and File Reports. The Office of the Board of Regents shall maintain guidelines to implement this



process and communicate to the requester typical protocol including the time limit for their remarks, Board interaction with the requester, and meeting rules of procedure.

## **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 that cause any disturbance, delay, or interference shall not be permitted in meetings of the Board ~~of Regents or its committees~~.
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 of the Board 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 ~~a~~Acting ~~e~~Chair of the Board if the ~~e~~Chair and ~~v~~Vice ~~e~~Chair(s) of the Board are unable to serve.
2. Designate an ~~a~~Acting ~~p~~President if the ~~p~~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

These *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

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**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