



Governance & Policy Committee

February 2025

February 14, 2025

8:00 a.m.

West Committee Room, McNamara Alumni Center

GOV - FEB 2025

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BOARD OF REGENTS DOCKET ITEM SUMMARY

Governance & Policy

February 14, 2025

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 act on 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 Governance & Policy Committee at the October 2024 meeting. The committee reviewed the proposed amendments at the December 2024 meeting and, in response to that feedback, the following article has been updated:

Article VI

- *Update Process for Requests to Appear.* Based on discussions focused on providing input to the Board, the committee was provided with two options to modify the current request to appear process. The committee’s discussion indicated a preference for option one, which 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 and the President. The proposed language also 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. Finally, it requires the requester to include a rationale for their request and directs the Office of the Board of Regents to maintain guidelines to implement the process and communicate to the University community the typical protocol that would be followed if a request is granted.

The other proposed amendments are unchanged and include:

Article III

- *Allow up to Two Vice Chairs.* The proposed amendments allow the Board to elect up to two Vice Chairs of the Board and include necessary adjustments in other areas of the *Bylaws* (e.g., which of the two Vice Chairs would act as Chair in the absence of the Chair, how a vacancy in the Office of the Chair would be handled, etc.). Since review by the committee, the process to determine which Vice Chair acts as the Chair during the absence of the Chair

has been slightly modified to align with current practice. Language has also been added to clarify that an absence is temporary while a vacancy is permanent.

- *Clarify Officer Roles.* Like the President, the 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 while they hold the set staff positions.

Article IV

- *Update Standing Agenda.* The proposed language adjusts the order of business for Board meetings to reflect current practice, combines approval of the minutes with the consent report, and aligns the order of business with parliamentary best practices.

Article V

- *Clarify Responsibilities of the Chair.* The proposed revision moves language related to the Chair of the Board's responsibilities for the Board's committees from Article III to Article V. It also clarifies that the Chair of the Board can change standing and special committee membership at any time and provides the ability for the Chair of the Board to establish a schedule of regular meetings for those standing or special committees that meet off-cycle from the Board's schedule of regular meetings.
- *Clarify Duration of Special Committees.* The proposed language codifies 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.

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

The *Bylaws* require that any proposed changes be sent to the Board 30 calendar days in advance of when the amendments will be considered and require an affirmative vote of two-thirds of the Board to be adopted. The Board was provided with the proposed amendments on January 15, 2025.

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 permanent 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~~ in the temporary absence of the Chair.

- 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 temporary absence of the Chair of the Board: The Vice Chair whose last name comes first alphabetically shall perform the duties ordinarily performed by the Chair of the Board in even-numbered months. The Vice Chair whose last name comes second alphabetically shall perform the duties ordinarily performed by the Chair of the Board in odd-numbered months.

- ii. If one of the Vice Chair positions is permanently 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 ~~se~~ 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, the office that reports to and supports the work of the Board, 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 ~~CB~~, 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 permanent 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, b, i 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 permanent 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 with 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.

Regular meetings of the special committees shall typically occur prior to the regular meetings of the Board. The Chair of the Board, in consultation with the appropriate Special Committee Chair, may establish a schedule of regular meetings for those special committees that do not meet in accordance with the schedule of regular meetings of the Board as defined by Article IV, Section B.

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 Operations 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:~~

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 and the President,~~ 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.

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 as defined by Board of Regents Policy: Code of Conduct for Members of the Board of Regents.~~

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

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



BOARD OF REGENTS DOCKET ITEM SUMMARY

Governance & Policy

February 14, 2025

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 act on 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. The committee reviewed the proposed amendments at the December 2024 meeting and in response to that feedback, the following change has been made:

- Section IX: Communication Outside of Meetings – language was added to address when Regents write letters of recommendation outside of the University. Modifications for readability were also made to the provision related to when Regents can use University marks or letterhead and the existing proposed language for letters of recommendation within the University.

The other proposed amendments are unchanged and include:

- 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.
- 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

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 may only use

University marks or letterhead when speaking or writing on University matters that reflect the position of the Board or the University.

For letters of recommendation, the following shall apply:

- Regents are 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.
- Regents are prohibited from using University marks or letterhead for letters of recommendation for an individual outside of the University but may identify themselves as a Regent when the context of the recommendation is based on interactions with an individual as a part of their official role as a Regent.

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

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

Governance & Policy

February 14, 2025

AGENDA ITEM: Board Onboarding Overview

Review

Review + Action

Action

Discussion

This is a report required by Board policy.

PRESENTERS:

Brian Steeves, Executive Director & Corporate Secretary
Marlo Welshons, Assistant Executive Director

PURPOSE & KEY POINTS

The purpose of this item is for the committee to learn about and provide feedback on the onboarding process planned for new Regents elected in 2025.

The presentation will highlight the following key points:

- The purpose and goals of the onboarding process.
- The components of new Regent onboarding and how they support ongoing Board development.
- Planned improvements to the process for 2025.

Board Onboarding Overview

Brian Steeves
Executive Director & Corporate Secretary

Marlo Welshons
Assistant Executive Director

February 14, 2025



Purpose of Onboarding

Ensure new Regents develop the knowledge and relationships necessary to govern the University of Minnesota system effectively.

Goals within the first six months after election:

- Understand fundamentals of governance at a public, higher education institution and individual Regent role as part of a governing board.
- Become familiar with breadth and depth of the University system, its mission, and key functional areas.
- Meet with incumbent Regents, President, and senior leaders.



Onboarding: A Multi-Phase Process

Build Knowledge

- *Public governance basics*
- *Board operations*
- *Functional overviews*
- *Issue briefings*

Develop Relationships

- *Incumbent Regents and OBR staff*
- *President and senior leaders*

Engage with the System

- *Campus visits and active learning*



Planned Improvements for 2025

- 1. Condense and deliver basic content via self-paced online learning**
 - *Materials and videos provided in advance.*
 - *Basic guidelines and “how to” documents accessible across term.*
- 2. In-person time focused on relationship building and Regent-guided questions, along with deeper dives on key topics identified by the President**
- 3. Integrate onboarding campus visits with broader engagement**
 - *Continue delivering tours and basic content*
 - *Embed active-learning and listening sessions for all Regents*



What Does Success Look Like Inside the Boardroom?

Regents are...

- thoroughly prepared for and able to participate in substantive discussions at meetings.
- engaged in transparent decision-making and robust evaluation of issues before the Board.



What Does Success Look Like Across the System?



Regents are...

- deeply engaged in campus visits, listening sessions, and active-learning opportunities.
- able to see the University's positive impact on the lives of students, faculty, staff, and the State of Minnesota.



Discussion



- Feedback on planned improvements?
- What do you wish you had learned early on in your term?
- What resources and activities have been important to your ongoing development as a Regent?





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