

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Litigation Review Committee
December 2, 2024**

A special meeting of the Litigation Review Committee of the Board of Regents was held on Monday, December 2, 2024, at 3:15 p.m. in the West Committee Room, 600 McNamara Alumni Center.

Regents present: Janie Mayeron, presiding; Douglas Huebsch, Ruth Johnson, Tadd Johnson, Mike Kenyanya, and Mary Turner.

Other Regents present: Kodi Verhalen.

Staff present: President Rebecca Cunningham; General Counsel Douglas Peterson; Executive Director Brian Steeves; and Chief Auditor Quinn Gaalswyk.

Others present: Lisa Beane, John Casserly, Jessica Durkin, Rick Huebsch, Susan Kratz, Rick Kubler, Richard Landon, Jason Langworthy, Maggie Marchesani, Eric Olson, Katie Prescott, Carrie Ryan Gallia, Frank Scherkenbach, Brian Slovut, and William Woodford.

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

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

The meeting convened in public session at 3:16 p.m. A motion was made and seconded that the following resolution be adopted:

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

NOW, THEREFORE, BE IT RESOLVED, that in accordance with Minn. Stat. § 13D.01, Subd. 3 and 13D.05 Subd. 3(b), a non-public special meeting of the Litigation Review Committee be held on Monday, December 2, 2024, at 3:15 p.m. in the West Committee Room, 600 McNamara Alumni Center, for the purpose of discussing attorney-client privileged matters including the following:

- I. *Regents of the University of Minnesota v. United States of America and E.I. du Pont de Nemours, Inc.*
- II. *II. Christine Wosmek v. Regents of the University of Minnesota, et al.*
- III. *III. In the matter of the Appeal of Rate Calculation for Community-University Health Care Clinic*
- IV. *IV. Regents of the University of Minnesota v. AT&T, et al.*

V. *V. Gina Andraschko v. Regents of the University of Minnesota, et al.*

The committee voted unanimously to adopt the resolution and the public portion of the meeting ended at 3:18 p.m.

The meeting adjourned at 4:13 p.m.

A handwritten signature in black ink that reads "Brian R. Steeves". The signature is written in a cursive, flowing style.

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Audit & Compliance Committee
December 12, 2024**

A meeting of the Audit & Compliance Committee of the Board of Regents was held on Thursday, December 12, 2024, at 8:30 a.m. in the West Committee Room, 600 McNamara Alumni Center.

Regents present: Mike Kenyanya, presiding; Mary Davenport, James Farnsworth, Tadd Johnson, and Bo Thao-Urabe.

Staff present: Executive Director Brian Steeves and Chief Auditor Quinn Gaalswyk.

Student Representatives present: Madison Hilliard and Natalia Useche Paredes.

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

EXTERNAL QUALITY ASSURANCE REVIEW

Regent Kenyanya invited Chief Auditor Gaalswyk and Sharon Kurek, Vice President for Audit, Risk, and Compliance and Chief Risk Officer, Virginia Tech and the external quality assurance review team leader, to discuss the results of the external quality assurance review of the University's internal audit function, as detailed in the docket.

The docket materials for this item begin on page 112. The closed-captioned video of this item is [available here](#).

EXTERNAL AUDITOR REPORT & 2024 ANNUAL FINANCIAL REPORT

Regent Kenyanya invited Chief Auditor Gaalswyk; Mollie Viola, Controller; Michael Anderson, Manager, CliftonLarsonAllen LLP; Jean Bushong, Principal, CliftonLarsonAllen LLP; and Daniel Persaud, Principal, CliftonLarsonAllen LLP, to provide the committee with the External Auditor Report and the results of the 2024 Annual Financial Report, as detailed in the docket.

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

INSTITUTIONAL COMPLIANCE AND CONFLICT OF INTEREST REPORTS

Regent Kenyanya invited Jon Guden, Interim Chief Compliance Officer, to present the Institutional Compliance and Conflict of Interest annual reports, as detailed in the docket.

The docket materials for this item begin on page 154. The closed-captioned video of this item is [available here](#).

INFORMATION ITEMS

Regent Kenya invited Chief Auditor Gaalswyk to discuss the information items in the docket:

- Engagements Less Than \$100,000 Requiring After-the-Fact Reporting

The docket materials for this item begin on page 161. The closed-captioned video of this item is [available here](#).

The meeting adjourned at 10:00 a.m.



BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Special Committee on Academic Health
December 12, 2024**

A meeting of the Special Committee on Academic Health of the Board of Regents was held on Thursday, December 12, 2024, at 8:30 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Penny Wheeler, presiding; Douglas Huebsch, Ruth Johnson, Janie Mayeron, Mary Turner, and Kodi Verhalen.

Staff present: President Rebecca Cunningham; Chancellors Lori Carrell, Mary Holz-Clause, Charles Nies, and Janet Schrunk Ericksen; Executive Vice President and Provost Rachel Croson; Executive Vice President for Finance and Operations Gregg Goldman; Vice Presidents Chris Gade, Jakub Tolar, and Julie Tonneson; General Counsel Douglas Peterson; and Executive Director Brian Steeves.

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

UNIVERSITY OF MINNESOTA PHYSICIANS (UMP) GOVERNANCE CHANGES

Regent Wheeler invited President Cunningham; Vice President Tolar; and Clifford Stromberg, Hogan Lovells, to present for review and action the resolution related to University of Minnesota Physicians governance changes, as detailed in the docket.

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

Wheeler recessed the meeting at 8:46 a.m. due to technical difficulties.

Wheeler called the meeting back to order at 8:51 a.m.

A motion was made and seconded, and the special committee voted unanimously to recommend approval of the resolution related to University of Minnesota Physicians governance changes.

HEALTH SCIENCES STRATEGIC PLAN

Regent Wheeler invited Vice President Tolar; Connie Delaney, Dean of the School of Nursing; Keith Mays, Dean of the School of Dentistry; Laura Molgaard, Dean of the College of Veterinary Medicine; Melinda Pettigrew, Dean of the School of Public Health; and Amy Pittenger, Interim Dean of the College of Pharmacy, to present for action the proposed Health Sciences Strategic Plan, as detailed in the docket.

The docket materials for this item begin on page 14. The closed-captioned video of this item is [available here](#).

A motion was made and seconded, and the special committee voted unanimously to recommend approval of the Health Sciences Strategic Plan.

CONSENT REPORT

Regent Wheeler invited Vice President Tolar to present for review and action the Consent Report, as detailed in the docket.

The docket materials for this item begin on page 38. The closed-captioned video of this item is [available here](#).

Report to the State of Minnesota

- Use of appropriation funds for the benefit of health sciences
- Evidence in support of appropriation

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

The meeting adjourned at 9:19 a.m.



BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Mission Fulfillment Committee
December 12, 2024**

A meeting of the Mission Fulfillment Committee of the Board of Regents was held on Thursday, December 12, 2024, at 10:15 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Ruth Johnson, presiding; Mary Davenport, Douglas Huebsch, Tadd Johnson, Mike Kenyanya, Janie Mayeron, Mary Turner, Kodi Verhalen, and Penny Wheeler.

Staff present: President Rebecca Cunningham; Chancellors Lori Carrell, Mary Holz-Clause, Charles Nies, and Janet Schrunck Ericksen; Executive Vice President and Provost Rachel Croson; Executive Vice President for Finance and Operations Gregg Goldman; Vice Presidents Chris Gade, Shashank Priya, and Julie Tonneson; General Counsel Douglas Peterson; Executive Director Brian Steeves; Chief Auditor Quinn Gaalswyk; and Associate Vice Presidents Rick Huebsch and Kimberly Kirkpatrick.

Student Representatives present: Taiwo Aremu and Niko Vasilopoulos.

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

**BOARD OF REGENTS POLICY:
*CONFLICT RESOLUTION PROCESS FOR STUDENT ACADEMIC COMPLAINTS***

Regent R. Johnson invited Scott Lanyon, Vice Provost and Dean of Graduate Education, to review proposed amendments to Board of Regents Policy: *Conflict Resolution Process for Student Academic Complaints*, as detailed in the docket.

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

ANNUAL REPORT ON THE STATE OF THE UNIVERSITY RESEARCH ENTERPRISE

Regent R. Johnson invited Vice President Priya to discuss the Annual Report on the State of the University Research Enterprise, as detailed in the docket.

The docket materials for this item begin on page 12. The closed-captioned video of this item is [available here](#).

DEVELOPING NEW AREAS OF RESEARCH FUNDING

Regent R. Johnson invited Vice President Priya to discuss research funding strategies, as detailed in the docket.

The docket materials for this item begin on page 56. The closed-captioned video of this item is [available here](#).

STRATEGIC ENROLLMENT MANAGEMENT UPDATE: TWIN CITIES

Regent R. Johnson invited Executive Vice President and Provost Croson and Greg Sneed, Vice Provost for Enrollment Management, to provide an update on enrollment strategies for the Twin Cities campus, as detailed in the docket.

The docket materials for this item begin on page 70. The closed-captioned video of this item is [available here](#).

CONSENT REPORT

Regent R. Johnson recognized Student Representative Vasilopoulos for his service at his final meeting as a student representative. R. Johnson then invited Executive Vice President and Provost Croson to present for review and action the Consent Report, as detailed in the docket.

The docket materials for this item begin on page 86. The closed-captioned video of this item is [available here](#).

Request for Approval of New Academic Programs

- Morris campus—requests approval to create a new undergraduate minor in Addiction Studies, effective fall 2025.
- Morris campus—requests approval to create a new undergraduate minor in Social Justice, effective fall 2025.
- College of Design, Twin Cities campus—requests approval to create a new Design Thinking Undergraduate Certificate, effective fall 2025.
- College of Science and Engineering, Twin Cities campus—requests approval to create a new Water, Energy, and Materials Circularity Post-Baccalaureate Certificate, effective fall 2025.

Request for Approval of Changed Academic Plans

- Morris campus—requests approval to discontinue the Social Justice subplan in the Bachelor of Arts in Human Services, effective fall 2025.
- Rochester Campus and the School of Nursing, Twin Cities campus—request approval to add an integrated degree program (IDP) subplan option in the Bachelor of Science in Health Sciences and Master of Arts in Integrative Health and Wellbeing Coaching degree programs, effective fall 2025.
- College of Continuing and Professional Studies, Twin Cities campus—requests approval to change the program delivery modality options in three Master of Professional Studies

programs: Integrated Behavioral Health, Addictions Counseling, and Civic Engagement, effective fall 2025.

- College of Food, Agricultural and Natural Resource Sciences, Twin Cities campus—requests approval to discontinue all subplans from the Bachelor of Science in Agricultural Communication and Marketing, effective fall 2025.
- College of Science and Engineering, Twin Cities campus—requests approval to change the program delivery modality options in the Electrification Engineering Post-Baccalaureate Certificate, effective summer 2025.
- School of Public Affairs Twin Cities campus—requests approval to add two new integrated degree program (IDP) subplans in the Bachelor of Arts/Bachelor of Science in Urban Studies and Master of Urban and Regional Planning degree programs, effective fall 2025.

Request for Approval of Discontinued Academic Plans

- Morris campus—requests approval to discontinue the undergraduate minor in Jazz Studies, effective fall 2025.
- College of Liberal Arts, Twin Cities campus—requests approval to discontinue the Literal and Rhetorical Studies graduate minor, effective fall 2025.

Request for Conferral of Tenure for New Hires

- GerShun Avilez, professor with tenure, Department of English, College of Liberal Arts, Twin Cities campus
- Llana Barber, associate professor with tenure, Department of History, College of Liberal Arts, Twin Cities campus
- Susan Hafenstein, professor with tenure, Department of Biochemistry, Molecular Biology and Biophysics, College of Biological Sciences, Twin Cities campus
- Danielle Ignace, associate professor with tenure, Department of Forest Resources, College of Food, Agricultural and Natural Resources Sciences, Twin Cities campus
- Ken Resnicow, professor with tenure, Division of Epidemiology and Community Health, School of Public Health, Twin Cities campus

Reports to the State of Minnesota: Human Fetal Tissue Research Report

Request for Conferral of Emeritus Title

- James Boyd Brent, faculty emeritus, Department of Design Innovation, College of Design, Twin Cities campus
- Brad Hokanson, faculty emeritus, Department of Design Innovation, College of Design, Twin Cities campus

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

INFORMATION ITEMS

Regent R. Johnson invited Executive Vice President and Provost Croson to discuss the information items in the docket:

- University, Student, Faculty, and Staff Activities and Awards

The docket materials for this item begin on page 98. The closed-captioned video of this item is [available here](#).

The meeting adjourned at 12:46 p.m.

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

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Special Committee on Student Affairs
December 12, 2024**

A meeting of the Special Committee on Student Affairs of the Board of Regents was held on Thursday, December 12, 2024, at 1:30 p.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Mike Kenyanya, presiding; Ruth Johnson, Janie Mayeron, Bo Thao-Urabe, and Kodi Verhalen.

Staff present: President Rebecca Cunningham; Chancellors Lori Carrell, Mary Holz-Clause, Charles Nies, and Janet Schrunk Ericksen; Executive Vice President and Provost Rachel Croson; Vice Presidents Chris Gade, Calvin Phillips, and Mercedes Ramírez Fernández; Executive Director Brian Steeves; Chief Auditor Quinn Gaalswyk; and Associate Vice President Maggie Towle.

Student Representative present: Niko Vasilopoulos.

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

SPECIAL COMMITTEE CHARGE AND 2024–25 WORK PLAN

Regent Kenyanya and Vice President Phillips reviewed the special committee charge and 2024–25 Special Committee Work Plan, as detailed in the docket.

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

EVOLUTION OF STUDENT AFFAIRS

Regent Kenyanya invited Vice President Phillips; Associate Vice President Towle; and Dale Scully, Associate Vice Chancellor of Student Affairs, Crookston campus, to provide an overview of the evolution of student affairs services systemwide, as detailed in the docket.

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

SUPPORT FOR STUDENT MENTAL HEALTH ACROSS THE SYSTEM

Regent Kenyanya invited Vice President Phillips; Robert Dunbar, Associate Professor, Center for Learning Innovation, Rochester campus; and Colleen McDonald, Assistant Vice Provost and Executive Director, Boynton Health, Twin Cities campus, to share an overview of student mental health trends, services offered on each campus, and future efforts to expand upon the work of the President’s Initiative for Student Mental Health (PRISMH), as detailed in the docket.

The docket materials for this item begin on page 20. The closed-captioned video of this item is [available here](#).

Kenyanya invited Michelle Trumpy, Director of Public Health, Boynton Health, to provide additional context on student basic needs.

BIENNIAL BUDGET REQUEST: ENHANCING THE STUDENT EXPERIENCE

Regent Kenya invited Vice President Phillips; Colleen McDonald, Assistant Vice Provost and Executive Director, Boynton Health, Twin Cities campus; LeeAnn Melin, Associate Vice Provost for Student Success; and Sara Newberg, Executive Director, Career Services Administration, Student Affairs, Twin Cities campus, to discuss the FY 2026–27 biennial budget request to expand and enhance current programs for students across the University system, as detailed in the docket.

The docket materials for this item begin on page 38. The closed-captioned video of this item is [available here](#).

The meeting adjourned at 2:49 p.m.



BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Special Committee on University Workforce
December 12, 2024**

A meeting of the Special Committee on University Workforce of the Board of Regents was held on Thursday, December 12, 2024, at 1:30 p.m. in the West Committee Room, 600 McNamara Alumni Center.

Regents present: Tadd Johnson, presiding; Mary Davenport, Douglas Huebsch, Mary Turner, and Penny Wheeler.

Staff present: Executive Vice President and Provost Rachel Croson; Executive Vice President for Finance and Operations Gregg Goldman; Vice President Julie Tonneson; General Counsel Douglas Peterson; Executive Director Brian Steeves; and Associate Vice President Michael Volna.

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

SPECIAL COMMITTEE CHARGE AND 2024–25 WORK PLAN

Regent T. Johnson reviewed the special committee charge and 2024–25 Special Committee Work Plan, as detailed in the docket.

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

OVERVIEW OF UNIVERSITY EMPLOYEE GROUPS

Regent T. Johnson invited Vice President Tonneson; Ole Gram, Associate Vice Provost for Faculty and Academic Affairs, Office of the Executive Vice President and Provost; and Mani Vang, Senior Director of Employee and Labor Relations, Office of Human Resources, to provide an overview of the University's workforce, as detailed in the docket.

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

T. Johnson recessed the meeting at 2:15 p.m. due to technical difficulties.

INVESTING IN THE UNIVERSITY'S WORKFORCE

Regent T. Johnson called the meeting back to order at 2:21 p.m. He invited Vice President Tonneson; Beth Lewis, Vice Provost for Faculty and Academic Affairs, Office of the Executive Vice President and Provost; and Mary Rohman Kuhl, Senior Director of Total Rewards, Office of Human Resources, to discuss efforts to invest in the University's workforce systemwide, as detailed in the docket.

The docket materials for this item begin on page 28. The closed-captioned video of this item is [available here](#).

INFORMATION ITEMS

Regent T. Johnson invited Vice President Tonneson to discuss the information items in the docket:

- In-Progress and Upcoming Contract Negotiations and Current Contract Expiration Dates

The docket materials for this item begin on page 42. The closed-captioned video of this item is [available here](#).

The meeting adjourned at 2:49 p.m.



BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Finance & Operations Committee
December 12, 2024**

A meeting of the Finance & Operations Committee of the Board of Regents was held on Thursday, December 12, 2024, at 3:00 p.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Douglas Huebsch, presiding; Mary Davenport, Ruth Johnson, Tadd Johnson, Mike Kenyanya, Janie Mayeron, Bo Thao-Urabe, Mary Turner, Kodi Verhalen, and Penny Wheeler.

Staff present: President Rebecca Cunningham; Chancellors Lori Carrell, Mary Holz-Clause, Charles Nies, and Janet Schrunk Ericksen; Executive Vice President and Provost Rachel Croson; Executive Vice President for Finance and Operations Gregg Goldman; Vice Presidents Chris Gade, Bernard Gulachek, Mercedes Ramírez Fernández, Alice Roberts-Davis, and Julie Tonneson; General Counsel Douglas Peterson; Executive Director Brian Steeves; Chief Auditor Quinn Gaalswyk; and Associate Vice Presidents Bill Paulus and Michael Volna.

Student Representatives present: Simon Moreno and Joscelyn Sturm.

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

Regent Huebsch and President Cunningham introduced Executive Vice President for Finance and Operations Goldman as the new senior leader liaison to the Finance & Operations Committee.

FY 2026 BUDGET VARIABLES & LEVERS

Regent Huebsch invited Vice President Tonneson to discuss the variables and levers for the FY 2026 Annual Operating Budget, as detailed in the docket.

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

CROOKSTON CAMPUS PLAN

Regent Huebsch invited Chancellor Holz-Clause; Executive Vice President for Finance and Operations Goldman; Monique MacKenzie, Director of Campus Planning; and Shane Stennes, Chief Sustainability Officer, to review the Crookston Campus Plan, as detailed in the docket.

The docket materials for this item begin on page 31. The closed-captioned video of this item is [available here](#).

CONSENT REPORT

Regent Huebsch invited Executive Vice President for Finance and Operations Goldman to present for review and action the Consent Report, as detailed in the docket.

The docket materials for this item begin on page 170. The closed-captioned video of this item is [available here](#).

Amendments to Civil Service Rules

Amendments to Retirement Plans

Capital Budget Amendments

- Community University Health Care Center (CUHCC)
- Eastcliff Renovation and Repair

Purchase of Goods and Services \$5,000,000 and Over

- To Paciolan LLC for an estimated \$8,600,000 for ticketing software and services for the Department of Intercollegiate Athletics (ICA) on the Twin Cities campus for the period of July 1, 2026 through June 30, 2036. The funds for this purchase will come from the Department of ICA's operating budget for ticketing services. The basis for supplier selection is included in the docket materials.

Real Estate Transaction

- Amendment to lease of 176 North Mississippi River Boulevard, Saint Paul (Eastcliff)

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

INFORMATION ITEMS

Regent Huebsch invited Executive Vice President for Finance and Operations Goldman to discuss the information items in the docket:

- A. Central Reserves General Contingency Allocations
- B. FY 2024 Annual Financial Report
- C. Annual Security and Fire Safety Reports
- D. Debt Management Advisory Committee Update
- E. Investment Advisory Council Update
- F. MPact 2025 - Finance & Operations Implementation Updates
- G. Reports to the State of Minnesota: Biennial Budget Reporting Requirements

The docket materials for this item begin on page 224. The closed-captioned video of this item is [available here](#).

The meeting adjourned at 4:33 p.m.

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

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Governance & Policy Committee
December 13, 2024**

A meeting of the Governance & Policy Committee of the Board of Regents was held on Friday, December 13, 2024, at 8:00 a.m. in the West Committee Room, 600 McNamara Alumni Center.

Regents present: Kodi Verhalen, presiding; Douglas Huebsch, Ruth Johnson, Janie Mayeron, Mary Turner, and Penny Wheeler.

Staff present: President Rebecca Cunningham; Chancellors Lori Carrell, Charles Nies, and Janet Schrunk Ericksen; General Counsel Douglas Peterson; and Executive Director Brian Steeves.

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

BOARD COMMITTEE STRUCTURE

Regent Verhalen invited Executive Director Steeves and Associate Secretary Jason Langworthy to present for action proposed amendments to Board of Regents Policy: *Board Operations and Agenda Guidelines*, as detailed in the docket.

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

A motion was made and seconded, and the committee voted unanimously to recommend adoption of the proposed amendments to Board of Regents Policy: *Board Operations and Agenda Guidelines*.

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

Regent Verhalen invited Executive Director Steeves and Associate Secretary Jason Langworthy to review proposed amendments to Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*, as detailed in the docket.

The docket materials for this item begin on page 17. The closed-captioned video of this item is [available here](#).

BYLAWS OF THE BOARD OF REGENTS

Regent Verhalen invited Executive Director Steeves and Associate Secretary Jason Langworthy to review proposed amendments to the *Bylaws of the Board of Regents*, as detailed in the docket.

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

The meeting adjourned at 9:04 a.m.

A handwritten signature in black ink that reads "Brian R. Steeves". The signature is written in a cursive, flowing style.

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

**UNIVERSITY OF MINNESOTA
BOARD OF REGENTS**

**Board of Regents
December 13, 2024**

A meeting of the Board of Regents of the University of Minnesota was held on Friday, December 13, 2024, at 9:15 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Janie Mayeron, presiding; Mary Davenport, Douglas Huebsch, Ruth Johnson, Tadd Johnson, Mike Kenyanya, Bo Thao-Urabe, Mary Turner, Kodi Verhalen, and Penny Wheeler.

Staff present: President Rebecca Cunningham; Chancellors Lori Carrell, Mary Holz-Clause, Charles Nies, and Janet Schrunk Ericksen; Executive Vice President and Provost Rachel Croson; Executive Vice President for Finance and Operations Gregg Goldman; Vice Presidents Chris Gade, Calvin Phillips, Mercedes Ramírez Fernández, and Alice Roberts-Davis; General Counsel Douglas Peterson; Executive Director Brian Steeves; Associate Vice President Michael Volna.

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

INTRODUCTIONS

Executive Vice President for Finance and Operations

Regent Mayeron invited President Cunningham to introduce Gregg Goldman as the Executive Vice President for Finance and Operations.

Executive Vice President for Communications

Regent Mayeron invited President Cunningham to introduce Chris Gade as the Vice President for Communications.

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

APPROVAL OF MINUTES

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

Audit & Compliance Committee – October 10, 2024
Special Committee on Academic Health – October 10, 2024
Mission Fulfillment Committee – October 10, 2024
Board of Regents Work Session – October 10, 2024
Finance & Operations Committee – October 10, 2024
Litigation Review Committee – October 10, 2024

Governance & Policy Committee – October 11, 2024
Board of Regents – October 11, 2024
Board of Regents – November 15, 2024

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

REPORT OF THE PRESIDENT

President Cunningham delivered the report of the President.

The docket materials for this item begin on page 30. The closed-captioned video of this item is [available here](#).

Regent Mayeron recessed the meeting at 9:43 a.m.

REPORT OF THE CHAIR

Regent Mayeron called the meeting back to order at 9:47 a.m. and delivered the report of the Chair.

The docket materials for this item begin on page 31. The closed-captioned video of this item is [available here](#).

Mayeron recessed the meeting at 9:48 a.m. due to disruption.

Mayeron called the meeting back to order at 9:52 a.m.

RECEIVE AND FILE REPORTS

Regent Mayeron noted the following reports to receive and file this month:

- Virtual Forum Comments
- Listening Session Feedback

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

Mayeron invited Regents Huebsch, T. Johnson, Thao-Urabe, and Verhalen to share feedback that they received at the Board's recent listening sessions.

CONSENT REPORT

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

- A. Gifts
- B. Report of the All-University Honors Committee

- C. Report of the Naming Committee
- D. Report of the Regents Award Nominating Committee

The docket materials for this item begin on page 33. The closed-captioned video of this item is [available here](#).

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

REPORT OF THE SENATE CONSULTATIVE COMMITTEE/FACULTY CONSULTATIVE COMMITTEE/CIVIL SERVICE CONSULTATIVE COMMITTEE/P&A CONSULTATIVE COMMITTEE

Regent Mayeron invited Jennifer Goodnough, chair of the Senate Consultative Committee and the Faculty Consultative Committee; Stacy Maher, chair of the Civil Service Consultative Committee; and Kit Breshears, chair of the P & A Consultative Committee, to deliver their respective reports, as detailed in the docket.

The docket materials for this item begin on page 51. The closed-captioned video of this item is [available here](#).

RESOLUTION RELATED TO LEGISLATIVE POLICY ADJUSTMENTS

Regent Mayeron presented for review and action the resolution related to legislative policy adjustments, as detailed in the docket.

The docket materials for this item begin on page 66. The closed-captioned video of this item is [available here](#).

A motion was made and seconded, and the Board voted unanimously to approve the resolution related to legislative policy adjustments as follows:

WHEREAS, the Board of Regents (Board) seeks to advance effective governance practices that are in the best interest of the University of Minnesota (University) and the people it serves.

NOW, THEREFORE, BE IT RESOLVED that the Board directs the President or delegate to seek the following legislative policy adjustments on behalf of the University:

- Amend the Minnesota Open Meeting Law to provide the Board with the ability to close meetings to discuss proposed terms of or the negotiation of a contract when the Board determines that disclosure of the information to be discussed could cause adverse effects to the current or future competitive or financial position of the University or interfere with an opportunity for substantial benefit, including financial, to the University, similar to the current law allowing closed meetings to discuss real estate offers and counteroffers.
- Clarify the Minnesota Open Meeting Law to permit virtual attendance at meetings of the Board by all members of the Board as long as proper notice is given and the public can access a location to view the meeting.

BE IT FURTHER RESOLVED that the Board encourages the President or delegate to seek out partnerships with other public bodies to advance the proposed legislative policy adjustments described above to the extent that these proposed adjustments would also benefit those public bodies.

BE IT FURTHER RESOLVED that the Board requests that leadership of the Minnesota Senate and House of Representatives, either through rule, statute, or modification to the Regent election process, provide time for an orderly transition by establishing a standard date or transition period after which newly elected Regents take office.

UNIVERSITY PERFORMANCE AND ACCOUNTABILITY REPORT

Regent Mayeron invited President Cunningham and Executive Vice President and Provost Croson to present for review the University Performance and Accountability Report, as detailed in the docket.

The docket materials for this item begin on page 68. The closed-captioned video of this item is [available here](#).

Mayeron recessed the meeting at 11:00 a.m.

UNIVERSITY SYSTEMWIDE STRATEGIC PLAN: VISIONING

Regent Mayeron called the meeting back to order at 11:08 a.m. She invited President Cunningham to provide an update on the visioning and launch of the new Systemwide Strategic Plan development process, as detailed in the docket.

The docket materials for this item begin on page 106. The closed-captioned video of this item is [available here](#).

Mayeron recessed the meeting at 11:09 a.m. due to disruption.

Mayeron called the meeting back to order at 11:11 a.m.

GOVERNMENT RELATIONS: 2025 MINNESOTA LEGISLATIVE SESSION

Regent Mayeron invited Melisa López Franzen, Executive Director of Government and Community Relations, to provide an update on state legislative efforts, as detailed in the docket.

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

REPORT OF THE LITIGATION REVIEW COMMITTEE

Regent T. Johnson, chair of the committee, reported that the committee met on December 2, 2024. At this meeting, the committee considered and adopted a resolution that authorized the closing of the meeting. In the closed meeting, discussion was held on matters subject to the attorney-client privilege.

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

REPORT OF THE AUDIT & COMPLIANCE COMMITTEE

Regent Kenya reported that the committee did not act on any items this month.

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

REPORT OF THE GOVERNANCE & POLICY COMMITTEE

Regent Verhalen, chair of the committee, reported that the committee voted unanimously to recommend the following item.

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

- 1) Adoption of amendments to Board of Regents Policy: *Board Operations and Agenda Guidelines* as follows:

Board Operations and Agenda Guidelines

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.
- (f) Annual summary of expenditures for the Office of the President, Eastcliff, and the Office of the Board of Regents (OBR).
- (g) Gifts.
- (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.

- (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 Standing 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;
- receive information items (e.g., status reports on current issues of concern and 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. 3. 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.

Subd. 4. 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. 5. 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;
- programmatic 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
- programmatic elements of long-range physical asset planning.

Subd. 6. 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 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 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 that may impair the 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 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) Engagements of External Audit Firms Other Than the University's Appointed Independent External Auditor. Engagements 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 program, including risk identification, mitigation, and the institutional risk profile.

This committee also reviews:

- the annual report on institutional risk and financial reports;

- 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 institutional conflict of interest report.

Subd. 7. 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;
- 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. 8. 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. 9. 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. 10. 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, 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. 11. Nominating Committee.

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

Subd. 12. 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.

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.

Special meetings of the Board or one of its standing or special committees are scheduled as needed 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 committees typically meet six times each year, or as determined by the Board chair in consultation with the appropriate committee chair.

The Nominating Committee meets in odd-numbered years prior to the Board's Annual Meeting and election of officers in June.

The Presidential Review Committee meets as 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 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.
 - *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. 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 advise committee 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: 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, 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 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. Agenda II is attended by the Board chair, Board vice chair, the president, and other staff, as needed. 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

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; December 13, 2024

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.

A motion was made and the Board voted unanimously to approve the recommendation included in the report of the Governance & Policy Committee.

REPORT OF THE FINANCE & OPERATIONS COMMITTEE

Regent Huebsch, chair of the committee, reported that the committee voted unanimously to approve on behalf of the Board the following item.

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

- 1) Approval of the Consent Report for the Finance & Operations Committee as presented to the committee and described in the December 12, 2024 committee minutes.

REPORT OF THE MISSION FULFILLMENT COMMITTEE

Regent R. Johnson, chair of the committee, reported that the committee voted unanimously to approve on behalf of the Board the following item.

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

- 1) Approval of the Consent Report for the Mission Fulfillment Committee as presented to the committee and described in the December 12, 2024 committee minutes.

REPORT OF THE SPECIAL COMMITTEE ON ACADEMIC HEALTH

Regent Wheeler, chair of the special committee, reported that the special committee voted unanimously to recommend the following items.

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

- 1) The resolution related to University of Minnesota Physicians governance changes. The resolution is as follows:

WHEREAS, the University of Minnesota Medical School (Medical School), as one of the top ranked public medical schools in the nation, is critical to advancing medicine and creating knowledge through research and clinical trials, educating and preparing the next generation of physicians, many of whom will serve Minnesotans, and promoting the public health of the State of Minnesota (Minnesota) and beyond through providing access to exceptional, primary, and specialized clinical care; and

WHEREAS, the successes of the Medical School and the benefits that flow therefrom to patients and the community are possible because of the excellence and unwavering commitment to the University of Minnesota's (University) mission of the Medical School faculty; faculty who train the next generation of doctors, including in clinical settings where the skills and expertise of Medical School faculty transform lives and contribute to the wellbeing of patients; faculty who offer patients access to clinical trials and who develop cutting edge ways of delivering medicine; faculty who are addressing the challenges of public health and advancing the standard of patient care; and

WHEREAS, since 1997, Medical School faculty have delivered their excellent clinical care to patients through University of Minnesota Physicians (UMP), a nonprofit entity legally separate from the University and whose connection to the University is through it being designated by the Board of Regents (Board) as the single clinical practice group for the Medical School faculty; and

WHEREAS, the University and UMP understand the responsibility they have today and for generations to come to ensure that excellent health care and access to top doctors is available to patients in Minnesota, and to employ their resources in a manner that recognizes a rapidly changing and demanding healthcare marketplace; and

WHEREAS, the University and UMP recognize that changes and opportunities are presented as the 30-year affiliation with Fairview Health Services, in its current form, is scheduled to come to an end; and

WHEREAS, it is anticipated that changes and opportunities will necessitate significant investment from the University into supporting the clinical platform needed for the University's academic health system vision, including investments in facilities and operations that best support the clinical practice of the Medical School faculty; and

WHEREAS, the University and UMP recognize that as the future for a world class academic health system is designed, significant benefits will be achieved through a more closely integrated governance structure between UMP and the University, such as the ability to improve operational efficiencies between the Medical School and UMP, to deliver on common priorities, and to enable UMP to benefit from the strengths of the University as Minnesota's public land grant institution; and

WHEREAS, the University and UMP agree that advancing a more integrated governance structure between the University and UMP to strengthen the foundation for delivering University mission-focused health care should proceed as described below in this Resolution; and that this requires a clinical structure that supports a multi-specialty physician practice, that has the flexibility to house various components of a health system, and that allows for operational efficiencies, alignment of Medical School and clinical operations, streamlined decision-making, and implementation of industry best practices; and

WHEREAS, the UMP Board and clinical leaders of UMP have guided it well through enormous growth, achieving widespread respect for clinical excellence and academic and research eminence; and

WHEREAS, the University and UMP are committed to working together and with the Medical School faculty to accomplish a new, University-integrated governance structure for UMP; and

WHEREAS, on December 10, 2024, the UMP Board of Directors adopted a resolution expressing support and direction to UMP leadership in alignment with this resolution.

NOW, THEREFORE, BE IT RESOLVED that the Board expresses its support to create a new, University-integrated governance structure for UMP.

BE IT FURTHER RESOLVED that the Board directs the President or delegates, in consultation with the Medical School, to work with UMP leadership to develop a new University-integrated governance structure for UMP, as well as an implementation plan, so that the new structure can be implemented as soon as reasonably feasible, but no later than June 30, 2025.

BE IT FURTHER RESOLVED that it is the Board's understanding that University and UMP leadership will work with Medical School faculty as the University-integrated design of the new UMP governance structure is finalized, and, upon final approval of such structure by the Board and the UMP Board of Directors, will work with the faculty in the implementation of the structure, recognizing that Medical School faculty support is critical to achieving the desired integration between the University and the Medical School and UMP.

- 2) The Health Sciences Strategic Plan.
- 3) Approval of the Consent Report for the Special Committee on Academic Health as presented to the special committee and described in the December 12, 2024 special committee minutes.

A motion was made and the Board voted unanimously to approve the recommendations included in the report of the Special Committee on Academic Health.

REPORT OF THE SPECIAL COMMITTEE ON STUDENT AFFAIRS

Regent Kenya, chair of the special committee, reported that the special committee did not act on any items this month.

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

REPORT OF THE SPECIAL COMMITTEE ON UNIVERSITY WORKFORCE

Regent T. Johnson, vice chair of the special committee, reported that the special committee did not act on any items this month.

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

The meeting adjourned at 12:00 p.m.



BRIAN R. STEEVES
Executive Director and
Corporate Secretary