



Governance & Policy Committee

June 2017

June 8, 2017

3:45 p.m. - 5:15 p.m.

East Committee Room, McNamara Alumni Center

GOV - JUN 2017

1. Overview of the University Senate

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BOARD OF REGENTS DOCKET ITEM SUMMARY

Governance & Policy Committee

June 8, 2017

AGENDA ITEM: Overview of University Senate

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

This is a report required by Board policy.

PRESENTERS: Colin Campbell, Associate Professor, Medical School and Chair, Senate and Faculty Consultative Committee
 Vickie Courtney, director, University Senate Office

PURPOSE & KEY POINTS

The purpose of this item is to provide an overview of the University Senate governance structure.

The University of Minnesota is considered to have one of the strongest and most active shared governance systems among large research universities, with faculty governance playing a particularly prominent role. The University’s shared governance system has built a successful collaborative working relationship with both the Board of Regents and administration. The shared governance system is established in the Senate Constitution, which is approved by the Board of Regents.

The umbrella body is the University Senate, which was established in 1912 and consisted only of faculty members until 1969, when students were given representation. In 2004, the University Senate was expanded again when professional and academic staff and civil service staff were granted representation. The University Senate now has representatives from faculty (168, including the president), students (60), professional and administrative staff (25), and civil service staff (25), for a total of 278 members.

Faculty, staff, and students across the system participate in University Senate governance. However, because of restrictions imposed by federal and state labor law, unionized staff and the faculties who have voted for collective bargaining (Crookston and those at Duluth except the Medical/Pharmacy schools) do not participate in the governance system.

The University Senate contains four senates: the Faculty Senate, the Student Senate, the Academic Professionals and Administrators (P&A) Senate, and the Civil Service Senate. Each of these senates, including the University Senate itself, has its own executive committee – the Senate Consultative Committee (SCC), the Faculty Consultative Committee, (FCC), the Student Senate Consultative Committee (SSCC), the P&A Consultative Committee (PACC), and the Civil Service Consultative Committee (CSCC).

Each of the senates conducts much of its governance work through committees. Among the senates, there are 22 standing committees (apart from the five executive committees) and 14 standing

subcommittees. Most committees have faculty, P&A, student, civil service, retirees, ex officio, and, where appropriate, alumni members. Committee members may, but need not be, senators. The broadly representative Senate Committee on Committees selects most committee members. In addition to the standing committees and subcommittees, several ad hoc subcommittees typically are appointed each year.

BACKGROUND INFORMATION

The scope of authority of the senates and their committees is specified in the [University Senate Constitution, Bylaws, and Rules](#).

PRESENTATION TO THE BOARD OF REGENTS

University Senate Governance

June 8, 2017

*Colin Campbell, chair, Faculty/Senate Consultative Committees
Vickie Courtney, director, University Senate Office*

Overview of Governance

The University of Minnesota is considered to have one of the strongest and most active shared governance systems among large research universities and having a successful collaborative working relationship with both the administration and the Board of Regents.

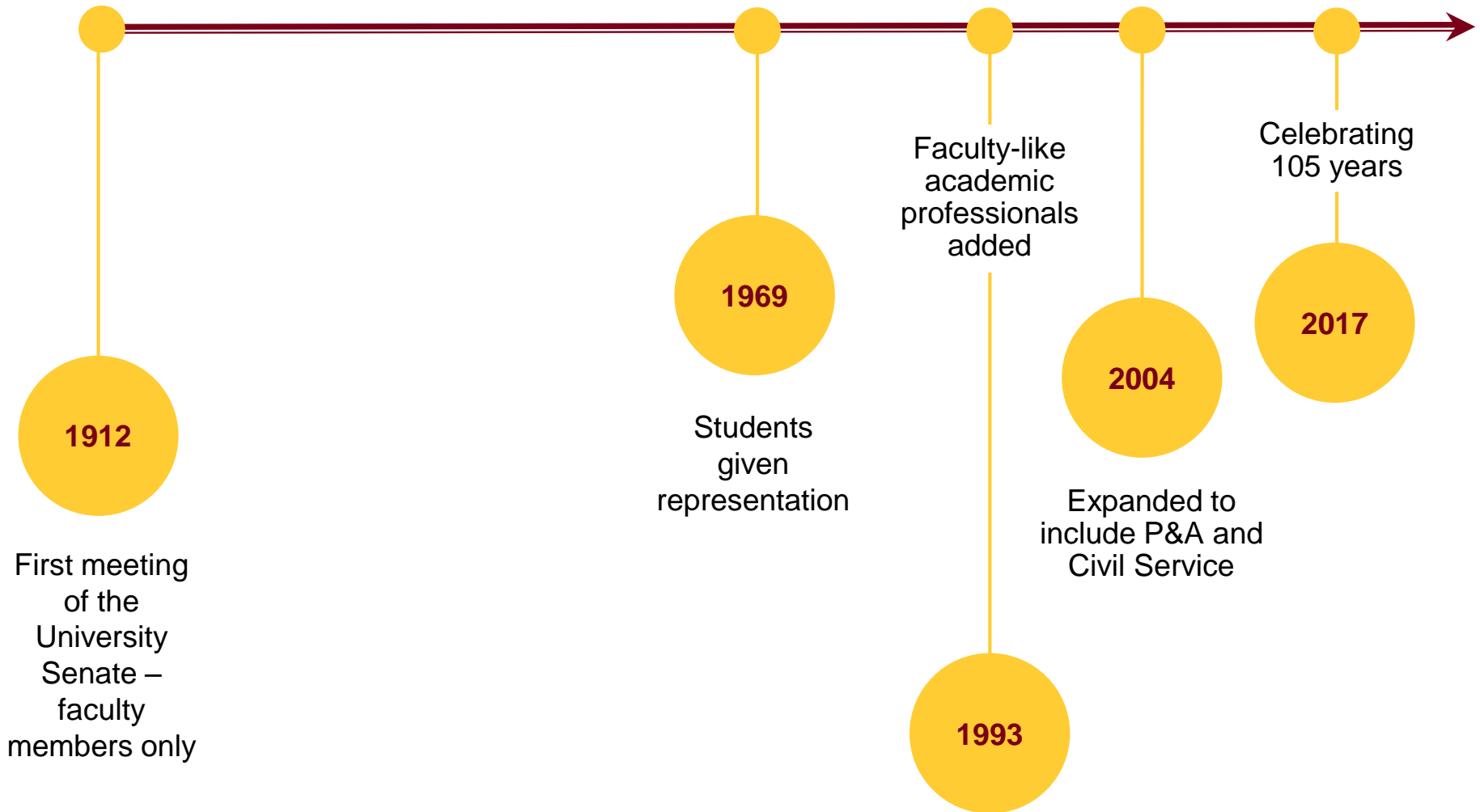
The shared governance system is established in the Senate Constitution, which is approved by the Board of Regents.



Senate Responsibilities

- Has ***legislative authority*** over all general matters that affect the University as a whole
- Acts as an ***advisory and consultative*** body to the president on any matter that may affect achievement of the missions of the University
- Has the ***responsibility to recommend*** to the president regulations for the governing of faculty, academic professionals, civil service employees, and students

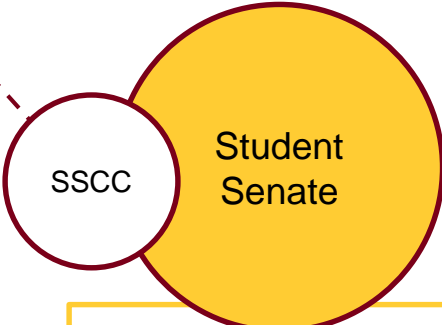
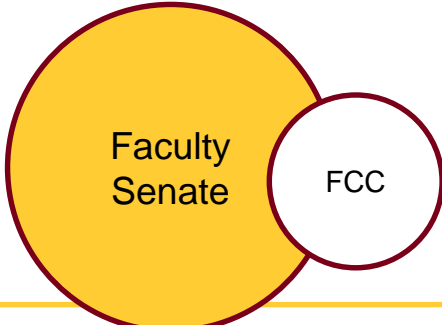
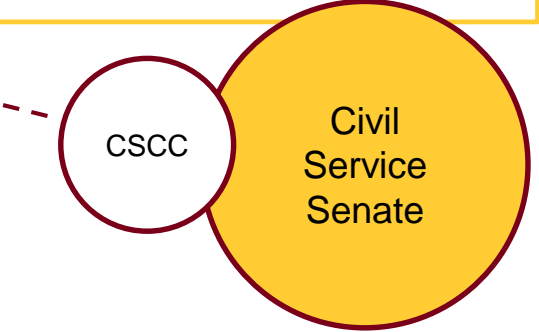
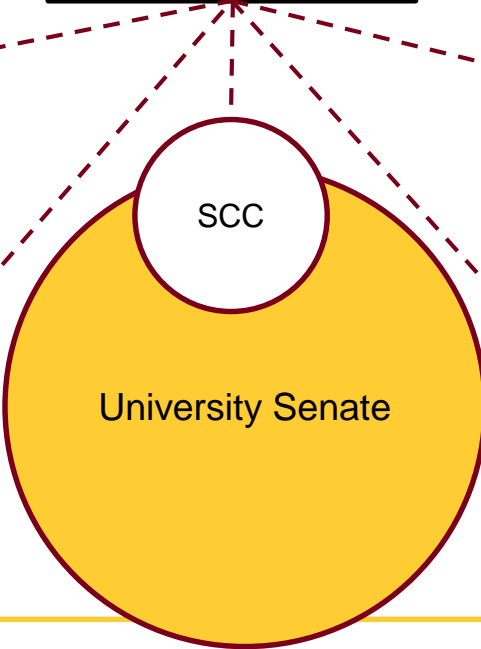
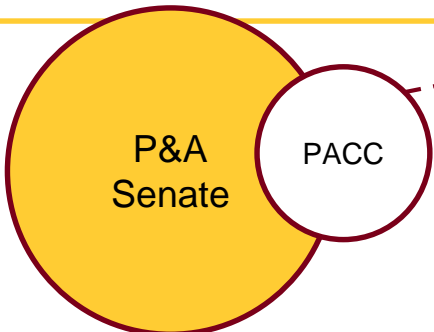
Timeline of the University Senate



Subcommittees:
 Benefits & Compensation
 Communications
 Outreach
 Professional Development & Recognition

Board of Regents
 President

Subcommittees:
 Communications
 Compensation & Benefits
 Employment Rules



Academic Freedom & Tenure
 AHC Faculty Consultative Committee
 Council on Liberal Education
 Educational Policy
 Faculty Academic Oversight for Intercollegiate Athletics
 Faculty Affairs
 Judicial Research
(Finance and Planning)
(Student Academic Integrity)

All-University Honors
 Disabilities Issues
 Equity, Access, and Diversity
 Finance & Planning
 Information Technologies
 Intercollegiate Athletics
 Library
 Senate Committee on Committees
 Social Concerns
 Student Academic Integrity
 Student Behavior
(Educational Policy)
(Research)
(Student Affairs)

AHC Student Consultative Committee
 Student Affairs
 Student Committee on Committees
(Educational Policy)
(Finance and Planning)
(Research)
(Student Academic Integrity)
(Student Behavior)

THANK YOU

We are happy to answer any questions you may have.

The University of Minnesota is an equal opportunity educator and employer.



BOARD OF REGENTS DOCKET ITEM SUMMARY

Governance & Policy

June 8, 2017

AGENDA ITEM: Resolution Related to Board Committee Structure

Review

Review + Action

Action

Discussion

This is a report required by Board policy.

PRESENTERS: Brian R. Steeves, Executive Director & Corporate Secretary

PURPOSE & KEY POINTS

The purpose of this item is to review changes to the Board’s committee structure and meeting format. The proposed structure is intended to:

1. Enhance opportunities for the Board to focus collectively on consequential issues.
2. Reduce information asymmetry.
3. Promote greater Board cohesion.
4. Increase transparency and public access to the Board’s work.

Since the committee’s May discussion of possible structural changes, the following adjustments were made to reflect feedback from Regents:

- The charge and responsibilities of the current Faculty & Staff Affairs Committee were merged into the proposed Finance & Operations Committee (previously listed as Finance & Infrastructure Committee), with the exception of recommendations related to faculty promotion and tenure. This will ensure that topics like employee compensation and benefits, approval of appointments, workforce diversity, and employee development and engagement are considered more broadly by all Regents. It also aligns well with the current administrative structure.
- Responsibility for recommendations related to the granting of faculty promotion and tenure and continuous appointments were merged into the proposed Mission Fulfillment Committee.
- Committee meetings were removed from the July meeting since it already includes the Board’s annual retreat. This responds to Regent questions about total number of meetings. The proposal articulates that the Board will hold eight regular meetings each year, two of which will not include regular committee meetings.

- With the elimination of July committee meetings, the Governance & Policy Committee will meet five times per year. With the exception of the Litigation Review Committee, all other committees will meet six times per year.

Included in the docket is a proposed resolution establishing the new structure until amendments to Board of Regents Policy: *Board Operations and Agenda Guidelines* can be drafted and approved by the Board.

Since the committee has no meetings scheduled over the summer, it may wish to advance the proposed resolution to the full Board for consideration at the special meeting on June 20. This would permit the Board chair to make committee appointments ahead of annual work planning and fall meetings.

BACKGROUND

- Board of Regents Policy: *Board Operations and Agenda Guidelines* was comprehensively reviewed in 2012. At that time, the Board clarified its annual planning process, revised its meeting schedule, and more clearly articulated Board staff duties and responsibilities.
- Included in the 2012 comprehensive review was a realignment of the standing committees. The Faculty, Staff, and Student Affairs Committee was separated, with the student affairs component joined with the then Educational Planning & Policy Committee to form the Academic & Student Affairs Committee. This change also resulted in the formation of the Faculty & Staff Affairs Committee. At the same time, oversight for operations was moved from the Finance & Operations Committee to the Facilities Committee.
- In 2013, Board leadership created a Special Committee on Academic Medicine. Its charge was to deepen Board understanding of academic medicine; it did not have any formal authority. It was discontinued in 2015.
- In 2015, Board leadership created the Governance & Policy Committee to enhance Board performance and address policy matters that crossed committee boundaries.
- Over the last two years, some Regents have expressed a desire for a fuller review of the annual operating budget and annual capital improvement budget by the full Board. Regents not serving on the Finance Committee noted that they did not have access the same level of detailed information and discussion about these vital action items. In turn, members of the Finance Committee would receive duplicate information and often have to repeat their comments in other meetings. In response, the Board's planning calendar has included additional agenda items focused on the formation of the operating and capital improvement budgets and additional information presented to the full Board that in the past had been presented only at the committee level.
- The Board's committees have expanded and evolved over time. In 1974, for example, the Board's committees included an Executive Committee; Committee of the Whole; Educational Policy and Long-Range Planning Committee; Student Concerns Committee; Faculty, Staff, and Public Relationships Committee; Physical Plant and Investments Committee; Budget, Audit, and Legislative Relationships Committee; and the Health Sciences Committee. In 1989, the Board's committees changed to include the Audit Committee; Physical Planning & Operations Committee, Finance & Legislative Committee; Faculty, Staff, & Student Affairs Committee; Educational Planning & Policy Committee; and the Committee of the Whole.



REGENTS OF THE UNIVERSITY OF MINNESOTA

RESOLUTION RELATED TO

Board Committee Structure

WHEREAS, higher education governing boards nationwide are addressing increasingly complex challenges that require them to become more engaged and strategic; and

WHEREAS, interdisciplinarity is leading higher education governing boards to consider adapting their oversight structures to address institutional issues more holistically; and

WHEREAS, Regents of the University of Minnesota are increasingly noting a desire to be more fully engaged with a broader spectrum of items that come before the Board; and

WHEREAS, the current committee structure splits the Board in half for concurrent committee meetings, preventing Regents from fully participating in discussion around many issues that come before the Board; and

WHEREAS, establishing committees composed of all 12 Regents should dramatically reduce information asymmetry and compartmentalized knowledge, while creating shared understanding and enabling holistic discussions;

NOW, THEREFORE, BE IT RESOLVED that the Board of Regents directs the chair of the Board to name, identify the responsibilities of, and appoint Regents to, the following standing committees in place of those standing committees named in Board of Regents Policy: *Board Operations and Agenda Guidelines* Section II, Subd. 3, b, 1-5:

- Audit & Compliance Committee
- Finance & Operations Committee
- Governance & Policy Committee
- Mission Fulfillment Committee

BE IT FURTHER RESOLVED that those committees named in Board of Regents Policy: *Board Operations and Agenda Guidelines*, Section II, Subd. 3, b, 6-9, shall continue to function under current policy:

- Litigation Review Committee
- Nominating Committee
- Presidential Performance Review Committee
- Special Committees, as appointed by the chair of the Board.

BE IT FURTHER RESOLVED that until adoption of amendments to Board of Regents Policy: *Board Operations and Agenda Guidelines*, the Board adopts Attachment 1 – Interim Committee Charges, Committee Meetings, and Staff Responsibilities.

BE IT FURTHER RESOLVED that the executive director and corporate secretary is directed to draft amendments to Board of Regents Policy: *Board Operations and Agenda Guidelines*, for consideration by the Board, that:

1. Codify the new committee structure;
2. Affirm that the Board will hold eight regular meetings each year, two of which will not include regular committee meetings; and
3. Reflect feedback from the Governance & Policy Committee’s comprehensive review of the policy.

ATTACHMENT 1

INTERIM COMMITTEE CHARGES, COMMITTEE MEETINGS, AND STAFF RESPONSIBILITIES

Audit & Compliance Committee

Policy Reference

The Audit & Compliance Committee shall supplant references to the Audit Committee as stated in Board of Regents Policy: *Board Operations and Agenda Guidelines*, Section II, Subd. 3, b, 1; Board of Regents Policy: *Audit Committee Charter*; and all other references to the committee contained in Board policy.

Committee Description

The Audit & Compliance Committee oversees the University's system of risk assessment and internal controls, audits, financial reporting practices, and the institutional compliance program. This committee also provides a direct channel of communication to the Board for the chief auditor, chief compliance officer, and independent auditor.

Committee Composition, Meeting Frequency, and Staff Responsibilities

The Audit & Compliance Committee shall be composed of six Regents appointed by the chair of the Board. The committee shall meet six times a year, superseding Board of Regents Policy: *Board Operations and Agenda Guidelines*, Section II, Subd. 5. The chief auditor shall staff the committee.

Finance & Operations Committee

Policy Reference

The Finance & Operations Committee shall supplant references to the Facilities & Operations Committee and Finance Committee, as stated in Board of Regents Policy: *Board Operations and Agenda Guidelines*, Section II, Subd. 3, b, 3 and 5 respectively; and all other references to the committee contained in Board policy. Further, the Finance & Operations Committee shall also supplant references to the Faculty & Staff Affairs Committee as stated in *Board Operations and Agenda Guidelines*, Section II, Subd. 3, b, 4, with the exception of granting of faculty promotion and tenure and continuous appointments; and all other references to the committee contained in Board policy.

Committee Description

The Finance & Operations Committee oversees the University's operations, fiscal stability, physical assets (e.g., land, buildings, infrastructure, technology, and equipment), and long-term economic health. The committee advises the administration on faculty and staff compensation, benefits, recruitment, and engagement. The committee recommends to the Board and advises the president on the development of the annual operating and capital improvement budgets.

Committee Composition, Meeting Frequency, and Staff Responsibilities

The Finance & Operations Committee shall be composed of 12 Regents appointed by the chair of the Board. The committee shall meet six times a year, superseding Board of Regents Policy: *Board Operations and Agenda Guidelines*, Section II, Subd. 5. The senior vice president for finance and operations shall staff the committee.

Governance & Policy Committee

Policy Reference

Chair Dean Johnson established the Governance & Policy Committee by authority delegated to the chair of the Board by the *Bylaws of the Board of Regents*, Article III, Section C, 2, on October 2, 2015. That charge is hereby extended.

Committee Description

The Governance & Policy Committee oversees and makes recommendations related to policy and processes to ensure the integrity and high performance of the Board.

Committee Composition, Meeting Frequency, and Staff Responsibilities

The Governance & Policy Committee shall be composed of 12 Regents appointed by the chair of the Board. The committee shall meet up to five times a year. The executive director and corporate secretary shall staff the committee.

Mission Fulfillment Committee

Policy Reference

The Mission Fulfillment Committee shall supplant references to the Academic & Student Affairs Committee as stated in Board of Regents Policy: *Board Operations and Agenda Guidelines*, Section II, Subd. 3, b, 2 and all other references to the committee contained in Board policy. Further, the Mission Fulfillment Committee shall also recommend approval of the granting of faculty promotion and tenure and continuous appointments referenced in *Board Operations and Agenda Guidelines*, Section II, Subd. 3, b, 4.

Committee Description

The Mission Fulfillment Committee advises on academic priorities and the teaching, research, and outreach missions of the University. The committee oversees the University's admissions practices and enrollment planning, student demographic trends, student affairs and student experience, efforts related to diversity and campus climate, academic program reviews, faculty promotion and tenure, academic medicine, research, and outreach.

Committee Composition, Meeting Frequency, and Staff Responsibilities

The Mission Fulfillment Committee shall be composed of 12 Regents appointed by the chair of the Board. The committee shall meet six times a year, superseding Board of Regents Policy: *Board Operations and Agenda Guidelines*, Section II, Subd. 5. The executive vice president and provost shall staff the committee.

Proposed Revisions to Board Meeting Format and Committee Structure - Revised

KEY CHANGES

- 1. Establish two omnibus committees – Mission Fulfillment (MIS), and Finance & Operations (FIN).**
 - A Mission Fulfillment Committee (MIS) would replace the Academic & Student Affairs Committee (ASA) while providing extra time for full Board engagement on a broader number of academic, research and outreach issues. Faculty promotion and tenure and continuous appointments would also be recommended by this committee.
 - A Finance & Operations Committee (FIN) would combine the current Finance Committee (FIN), Facilities, Planning & Operations Committee (FAC), and Faculty & Staff Affairs Committee (FSA) eliminating the need for duplicate presentations and committee reports and better aligning with the new administrative structure.
 - All 12 Regents would sit on each of these committees. The Board Chair would appoint a chair and vice chair for each.
 - These committees would meet 6 times a year for 3 hours at a time (see table “One Possible Meeting Calendar for a New Format and Structure” on the following pages for how the calendar might look for a two-day meeting).
 - These committees would meet in the Boardroom, enhancing transparency by allowing more of the Board’s work to be video livestreamed and archived. In addition, because only one of these committees would meet at a time, neither administrators nor the public would need to go back and forth between committees.
 - Establishing these committees of 12 Regents should dramatically reduce information asymmetry and compartmentalized knowledge, while creating shared understanding and enabling holistic discussions.
- 2. Establish Governance & Policy Committee (GOV) as a standing committee of the Board, with a membership of 12 Regents.**
- 3. Transition away from standalone work sessions.** Because the work session format has been quite successful, “work session”-like agenda items could be included as part of standing committee meetings.
- 4. Increase the number of Audit & Compliance Committee (AUD) meetings from 5 to 6** to create the more frequent audit and compliance oversight touchpoints desired by Regents.

HOW THE HOURS COMPARE

COMMITTEE	CURRENT STRUCTURE	PROPOSED NEW STRUCTURE
BOR (meetings + work sessions)	34.5 hours	19 hours
ASA	12 hours for 6-person committee	18 hours / new 12-person MIS committee
GOV	6 hours for 6-person committee	Up to 5 hours / 12-person committee
FIN FAC FSA	12 hours each for 6-person committee	18 hours / new 12-person FIN committee (combination of current FIN, FAC, FSA)
AUD	7.5 hours	9 hours
LIT	6-8 hours (more meetings as needed)	Up to 9 hours (meetings as needed)
12 Regents meeting together (total)	34.5 hours	Up to 60 hours

One Possible Meeting Calendar for a New Format and Structure

- Eight Regular Board Meetings – July (no committees), September, October, December, February, March (no committees), May, June
- Two Retreats – July and February/March

GOLD = full Board meets together

THURSDAY		Time Allotted/Notes
7:45 – 10:45 a.m.	Mission Fulfillment (MIS) <i>Academic programs, promotion and tenure, admissions/enrollment, research, student affairs, campus climate, outreach and engagement</i>	3 hours each MIS would meet 6 times
11:00 – 12:30 p.m.	Audit & Compliance (AUD) <i>Audits, compliance activities</i>	1.5 hours each AUD would meet 6 times LIT would meet up to 6 times <i>(meetings scheduled as needed)</i>
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="background-color: #FFFFFF;">Special Committee <i>As needed</i></td> <td style="background-color: #FFFFFF;">Litigation Review (LIT) <i>Pending and threatened litigation</i></td> </tr> </table>	
Special Committee <i>As needed</i>	Litigation Review (LIT) <i>Pending and threatened litigation</i>	
12:30 – 1:30 p.m.	Lunch break	
1:45 – 4:45 p.m.	Finance & Operations (FIN) <i>Operating and capital budgets, facilities and real estate, debt, planning, technology, operations, employee compensation and benefits, workforce diversity, employee engagement, appointments</i>	3 hours FIN would meet 6 times
FRIDAY		
First portion of the day, as needed	Governance & Policy (GOV) <i>Agenda development, Board process, governance best practices, policies not within other committee portfolios</i>	Up to 1 hour GOV would meet up to 5 times <i>(assuming recognitions in May)</i>
Immediately following GOV – 12:00 p.m.	Board of Regents (BOR) <i>System-wide alignment, strategic/cross-cutting issues, state relations, annual reports, academic medical enterprise, athletics</i>	3 hours each in March, May, & July 2 hours each in all other months BOR would meet 8 times per year

Current Format and Structure

GOLD = full Board meets together

THURSDAY			Time Allotted/Notes
8:00 – 9:30 a.m.	Audit & Compliance (AUD)	Governance & Policy (GOV) / Litigation Review (LIT)	1.5 hours each AUD meets 5 times GOV and LIT meet about 4 times each
9:45 – 11:45 a.m.	Academic & Student Affairs (ASA)	Finance (FIN)	2 hours each 6 meetings a year
12:00 – 1:00 p.m.	Lunch		About 4 lunches with guests, 4 without
1:15 – 2:45 p.m.	Board Work Session (BOR)		About 1.5 hours each 7 work sessions a year
3:00 – 5:00 p.m.	Faculty & Staff Affairs (FSA)	Facilities, Planning & Operations (FAC)	2 hours each 6 meetings a year
FRIDAY			
9:00 – 12:00 p.m.	Board of Regents		3 hours BOR meets 8 times per year



Board Operations: Board Meeting Format and Committees

Brian R. Steeves

Executive Director & Corporate Secretary



UNIVERSITY OF MINNESOTA

Driven to DiscoverSM

Changes Since May

- Faculty & Staff Affairs merged into the proposed Finance & Operations Committee.
- Recommendations related to the granting of faculty promotion and tenure and continuous appoints merged into the proposed Mission Fulfillment Committee.
- Committee meetings removed from July.



Proposed Structure

GOLD = full Board meets together

THURSDAY		Time Allotted/Notes
7:45 – 10:45 a.m.	Mission Fulfillment (MIS) <i>Academic programs, promotion and tenure, admissions/enrollment, research, student affairs, campus climate, outreach and engagement</i>	3 hours each MIS would meet 6 times
11:00 – 12:30 p.m.	Audit & Compliance (AUD) <i>Audits, compliance activities</i>	1.5 hours each AUD would meet 6 times LIT would meet up to 6 times <i>(meetings scheduled as needed)</i>
	Special Committee <i>As needed</i>	
12:30 – 1:30 p.m.	Lunch break	
1:45 – 4:45 p.m.	Finance & Operations (FIN) <i>Operating and capital budgets, facilities and real estate, debt, planning, technology, operations, employee compensation and benefits, workforce diversity, employee engagement, appointments</i>	3 hours FIN would meet 6 times
FRIDAY		
First portion of the day, as needed	Governance & Policy (GOV) <i>Agenda development, Board process, governance best practices, policies not within other committee portfolios</i>	Up to 1 hour GOV would meet up to 5 times <i>(assuming recognitions in May)</i>
Immediately following GOV – 12:00 p.m.	Board of Regents (BOR) <i>System-wide alignment, strategic/cross-cutting issues, state relations, annual reports, academic medical enterprise, athletics</i>	3 hours each in March, May, & July 2 hours each in all other months BOR would meet 8 times per year



Proposed Structure: How the Hours Compare

COMMITTEE	CURRENT STRUCTURE	PROPOSED NEW STRUCTURE
BOR (meetings + work sessions)	34.5 hours	19 hours
ASA	12 hours for 6-person committee	18 hours / new 12-person MIS committee
GOV	6 hours for 6-person committee	Up to 5 hours /12-person committee
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AUD	7.5 hours	9 hours
LIT	6-8 hours (more meetings as needed)	9 hours (more meetings as needed)
12 Regents meeting together (total)	34.5 hours	Up to 60 hours



Resolution

NOW, THEREFORE, BE IT RESOLVED that the Board of Regents directs the chair of the Board to name, identify the responsibilities of, and appoint Regents to, the following standing committees in place of those standing committees named in Board of Regents Policy: *Board Operations and Agenda Guidelines* Section II, Subd. 3, b, 1-5:

- Audit & Compliance Committee
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BE IT FURTHER RESOLVED that those committees named in Board of Regents Policy: *Board Operations and Agenda Guidelines*, Section II, Subd. 3, b, 6-9, shall continue to function under current policy:

- Litigation Review Committee
- Nominating Committee
- Presidential Performance Review Committee
- Special Committees, as appointed by the chair of the Board.



Resolution

BE IT FURTHER RESOLVED that until adoption of amendments to Board of Regents Policy: *Board Operations and Agenda Guidelines*, the Board adopts Attachment 1 – Interim Committee Charges, Committee Meetings, and Staff Responsibilities.

BE IT FURTHER RESOLVED that the executive director and corporate secretary is directed to draft amendments to Board of Regents Policy: *Board Operations and Agenda Guidelines*, for consideration by the Board, that:

1. Codify the new committee structure;
2. Affirm that the Board will hold eight regular meetings each year, two of which will not include regular committee meetings; and
3. Reflect feedback from the Governance & Policy Committee’s comprehensive review of the policy.



Possible Next Steps

- Since the committee has no meetings scheduled over the summer, it may wish to forward the proposed resolution to the Board.
- Chair Cohen could outline the new structure within her chair's report this month.
- Potential Board consideration at the special meeting on June 20.





BOARD OF REGENTS DOCKET ITEM SUMMARY

Governance & Policy

June 8, 2017

AGENDA ITEM: Board Operations: Annual Planning & Agenda Development

Review

Review + Action

Action

Discussion

This is a report required by Board policy.

PRESENTERS: Brian R. Steeves, Executive Director & Corporate Secretary

PURPOSE & KEY POINTS

The purpose of this item is to continue the comprehensive review of Board of Regents Policy: *Board Operations and Agenda Guidelines* (BOAG). This discussion will focus on the Board’s annual planning and agenda development process, as well as the other remaining sections of the policy that have not yet been reviewed.

Annual Planning

BOAG establishes an annual planning framework that requires the Board to outline its priorities and develop committee work plans each year. A detailed description of the annual planning process is included in the docket. Based on potential restructuring of the Board’s committees and meeting format, this process could be modified for the 2017-18 Board year.

Agenda Development

Section III of BOAG defines the process for developing and approving the agenda for each Board meeting. This includes:

- The Agenda I meeting, which takes place approximately two months prior to a Board meeting and creates a draft agenda based on the annual planning process and feedback from Regents. The president, executive director and corporate secretary, senior leader liaisons to committees, and some staff from senior leader offices attend this meeting.
- The draft agenda is distributed for review and comment by the Board chair, committee chairs, and Regents.
- The Agenda II meeting finalizes the agenda with approval by the Board chair. The chair and vice chair attend this meeting, along with the president, executive director and corporate secretary, and senior leader liaisons to committees. .
- After Agenda II, further changes to the agenda require the approval of the Board chair. In the case of a committee agenda, the Board chair’s decision is made in consultation with the respective committee chair.

Meeting Procedures

Section II, Subd. 6 codifies the Board's meeting procedures. Included in this section are the methods that items are presented to the Board, including:

- Review
- Action
- Review/Action
- Discussion
- Information Items
- Receive and File Reports.

Emergency Approvals

Section II, Subd. 10 establishes the emergency approval process. The process allows the Board chair, vice chair, and the respective committee chair to "act on behalf of the Board when delay for Board approval poses a significant health, safety, or financial risk to the University." Any emergency approval is brought to the Board at its next meeting.

Presidential Performance Review, Evaluation, and Compensation

Section IV describes the principles used to evaluate the president's performance and establish the president's compensation. The policy allows for flexibility in how the process is implemented in any given year.

BACKGROUND

Board of Regents Policy: *Board Operations and Agenda Guidelines* was comprehensively reviewed in 2012. At that time, the Board clarified its annual planning process, revised its meeting schedule, and more clearly articulated Board staff duties and responsibilities.

The Governance & Policy Committee has participated in multiple discussions regarding this policy throughout 2016-17. Feedback from those discussions will inform revised policy language that will be developed for consideration in 2017-18.



Office of the Board of Regents

Board of Regents Annual Planning Overview

POLICY & OBJECTIVES

Board of Regents Policy: *Board Operations and Agenda Guidelines* states, "Each year the Board outlines its priorities and its committees develop work plans with advice of the president or delegate. Committee work plans outline major agenda items and discussion topics for the year." The policy also requires the Board's executive director/corporate secretary to maintain and provide to Regents "an annual planning calendar that outlines Board and committee meetings along with reports and other actions required by Board policy."

The objective of these planning efforts is to support and enable the Board of Regents to be informed, transparent, engaged, and effective in exercising its responsibilities. This requires quality agendas, impactful Board and committee meetings, thoughtful outreach, and attention to potential gaps in Board oversight or understanding.

PLANNING FRAMEWORK

Board planning is done at three levels:

- 1) Board Priorities** – Broad statements highlighting a small number of topics for special emphasis during the year. These priorities are intended to inform and assist the President and Senior Leaders in advancing their work, and guide agenda planning and development throughout the year.
- 2) Board Planning Calendar** – An outline showing major Board Meeting topics, timing of committee meetings, and other engagement and outreach efforts the Board plans for the year ahead. This document also lists reports and major approval thresholds required by Board policy.
- 3) Committee Work Plans** – Summary-level roadmaps for how the Board will exercise its fiduciary and governance responsibilities within particular issue areas, and educate itself on topics important to the University's success.

SUPPORTING EFFECTIVE GOVERNANCE

To the extent possible, Board and committee agendas are built to support the planning documents summarized above. Items coming before the Board should flow from and be in concert with the work senior leaders are undertaking, but must also have a clear link to the Board's fiduciary and governance responsibilities, or provide purposeful background to help fulfill these responsibilities.

In developing agendas, the Board seeks balance across three kinds of items:

- 1) Fiduciary** – Items that need Board of Regents approval under its reserved authorities outlined in Board policy and most required reports (examples include: *Annual Operating Budget; Academic Program Changes; Facilities Condition Assessment*).



Office of the Board of Regents

Board of Regents Annual Planning Overview

- 2) **Education** – Items that provide the Regents with helpful context or background so they have a better understanding of the University and higher education trends (examples include: *Update on Student Mental Health Trends & Services; National Issues & Trends Related to Faculty; Collaboration Across the Big Ten: An Overview of the Committee on Institutional Cooperation*).
- 3) **Governance** – Strategic discussion topics that are framed at an appropriately high level, enabling proactive leadership and helping the Board drive forward thinking (examples include: *Visioning Discussion on Fulfilling the Academic Mission of the University; Human Resources Metrics for Board Oversight; Undergraduate Tuition & Financial Aid Philosophy*).

Board and committee meetings present a unique opportunity for two-way communications with the Regents. A thoughtful agenda coupled with quality docket and supplemental materials allows Regents to be prepared to learn about the University, engage around items that require Board approval or broader issues facing higher education, and fulfill their governance responsibilities.

PROCESS

The Board of Regents establishes its annual priorities at a retreat each July. Draft priorities and a preliminary planning calendar are then provided to Regents for review and comment following the retreat. Once the priorities and calendar are final, they are distributed to the President and Senior Leaders, typically in early August.

Senior leader liaisons to Board committees work with committee chairs/vice chairs and assigned Board staff to develop committee work plans in August. The committee portfolios outlined in Board of Regents Policy: *Board Operations and Agenda Guidelines* serve as a guide.

At the September Board meeting, each committee discusses its work plan to provide an opportunity for additional input and to identify potential gaps. Work plans are only for discussion; no formal action is taken.

Throughout the year, Board and committee leadership, Board staff, and senior leaders use the priorities, planning calendar, and committee work plans to guide agenda development. Modifications occur in consultation with Board leadership and the committee chair.

TIMELINE

- July-August Board Priorities and Planning Calendar Established and Communicated
- August- September Committee Work Plans Developed and Finalized



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BOARD OPERATIONS AND AGENDA GUIDELINES

SECTION I. PRINCIPLES OF BOARD OPERATIONS.

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 laws and constitution 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.

This policy provides an overview of the Board's operations, committee structure, and agenda guidelines.

SECTION II. BOARD OPERATIONS.

Subd. 1. Governing Documents. The Board exercises its authority consistent with the University Charter, the Constitution of the State of Minnesota, 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:

- University Plan, Performance, and Accountability Report — The University Plan, Performance, and Accountability Report (Plan) articulates the mission and vision of the University; identifies critical issues and challenges confronting the University; and sets forth major goals, objectives, and timelines for the ongoing pursuit of the teaching, research, and outreach functions of the University. The Plan 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 Plan sets the framework for the University budget.
- University Budget: Operating and Capital — The University budget sets forth the operating and capital 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.



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The capital budget has two parts. Part I is the six-year capital plan, which is updated annually and identifies capital projects 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 with approved financing and schematic design, consistent with Board policies.

The president recommends to the Board both the operating and capital budgets 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) Annual report of asset management.
- (e) Annual report of capital financing and debt management.
- (f) Annual financial report.
- (g) Summary of expenditures for the Office of the President, Eastcliff, and the Board of Regents Office.
- (h) Gifts.
- (i) Other reports, including, but not limited to, reports of the Faculty Consultative Committee, the University of Minnesota Foundation and Minnesota Medical Foundation, the University of Minnesota Alumni Association, and the Student Representatives to the Board.
- (j) Additional items as decided by the chair of the Board in consultation with the president and vice chair.

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

Subd. 3. Committees. Committees 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;
 - provide governance 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 University departments and units;
 - receive information items (e.g., status reports on current issues of concern and administrative searches); and
 - review other items placed on the agenda by the Board chair in consultation with the president and the Board vice chair.
- (a) **Responsibilities of 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 Subd. 7 are finalized. The president or delegate consults with committee chairs prior to committee meetings regarding background issues for committee agendas.
 - (b) **Committee Descriptions.** Standing, nominating, and special committees meet on a varying schedule set through the agenda development process. These committees, specific committee



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responsibilities, and required agenda items are listed below. 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.

- (1) **Audit Committee.** The Audit Committee oversees the University's system of risk assessment and internal controls, audits, financial reporting practices, and the institutional compliance program. This committee also provides a direct channel of communication to the Board for the independent auditor and internal auditors.

Specifically, this committee:

- recommends the engagement and related fees of the independent auditor to perform the annual financial audit of the University and required federal compliance audits;
- approves all engagements of external audit firms;
- annually reviews the results of the independent auditor's work;
- recommends appointment or removal of the chief auditor;
- reviews the chief auditor's annual audit plan and approves subsequent material revisions to the plan or the department's budget; and
- recommends changes in the Office of Internal Audit Charter.

This committee also reviews:

- the annual financial statements, prior to issuance;
- periodic Office of Internal Audit reports, including a report on the implementation of audit recommendations;
- semi-annual controller reports;
- the independent auditor's annual audit and management letter; and
- responses to questions regarding audit issues, reports on enterprise systems, administrative program reviews, and other items relevant to the audit function.

Detailed information on Audit Committee authority and responsibilities is outlined in Board of Regents Policy: *Audit Committee Charter*.

- (2) **Academic and Student Affairs Committee.** The Academic and Student Affairs Committee advises on academic priorities and the teaching, research, and outreach missions of the University. This committee assesses academic programs for relevance to students and consistency with the University's mission and strategies and reviews internal and external evaluations of academic programs.

Specifically, this committee recommends:

- academic program additions, revisions, or discontinuations;
- tuition and fees policy;
- reciprocity agreements; and
- support for commercialization of technology to non-University entities.

This committee provides governance oversight to:

- academic program reviews and strategic plans of academic units;



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- enrollment and demographic trends;
- student affairs;
- academic medicine;
- issues related to the University's academic profile such as accreditation, reputation, and academic ranking;
- e-Learning;
- public engagement;
- international partnerships and education; and
- intercollegiate athletics.

(3) **Facilities and Operations Committee.** The Facilities and Operations Committee oversees the University's physical assets (e.g., land, buildings, infrastructure, and equipment) and operations. This committee considers the general adequacy, condition, and use of existing facilities and infrastructure; oversees policy related to technology, operations and physical planning; reviews renewal, replacement, and new construction decisions; and recommends capital projects.

Specifically, this committee recommends:

- project components of the University capital budget;
- district and campus master plans;
- real estate transactions;
- capital budget amendments; and
- schematic plans prior to the inclusion of a project in the annual capital budget.

This committee provides governance oversight to:

- long range physical asset planning strategies;
- public safety and emergency preparedness;
- technology infrastructure and long range planning; and
- operational services such as housing, parking, transportation, and dining.

This committee also reviews:

- semi-annual capital planning and project management reports;
- miscellaneous facilities management reports and significant issues;
- design guidelines when a project design represents an exception to adopted campus master plans; and
- approved capital budget projects prior to the award of construction contracts, consistent with Board policies.

(4) **Faculty and Staff Affairs Committee.** The Faculty and Staff Affairs Committee advises the administration on faculty and staff and compensation, benefits, recruitment, development, retention, and other issues related to employee engagement. This committee also reviews employment-related issues and policies.

Specifically, this committee recommends:

- the granting of faculty promotion and tenure and continuous appointments;
- appointments to specific boards and advisory committees;



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- appointments of senior leaders;
- approval of negotiated labor agreements, retirement plans, and other employment matters, consistent with Board policy; and
- changes in the University Senate Constitution and civil service rules.

This committee also provides governance oversight to:

- senior leader compensation, benchmarking, and terms of employment;
- faculty and staff compensation and benefits policy as well as other policies related to employment; and
- employee engagement.

(5) **Finance Committee.** The Finance Committee oversees the fiscal stability and long-term economic health of the University. This committee monitors the University's financial operations, debt level, and investment performance; requires the maintenance of accurate and complete financial records; and maintains open lines of communication with the Board about the institution's financial condition.

Specifically, this committee recommends:

- the University operating budget;
- financial components of the University capital budget;
- approval of purchases of goods and services over \$1,000,000;
- the issuance of debt;
- changes to the approved central reserves budget; and
- asset allocation guidelines and other policies related to the University's asset management function.

This committee also provides governance oversight to:

- long range financial planning strategies;
- total indebtedness of the University;
- the investment portfolio; and
- the financial relationship between the University and its partners, including affiliated foundations, clinical operations, and external entities.

This committee also reviews:

- selected financial metrics that measure the University's fiscal condition;
- quarterly purchasing reports and violations of Board of Regents Policy: *Purchasing*;
- semi-annual capital financing and debt management reports;
- the annual report on central reserves;
- quarterly asset management reports;
- semi-annual management reports; and
- other financial reports as requested by the committee.

(6) **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



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general counsel on cases and claims, consistent with Board policy. The committee determines which matters shall be referred to the Board for review or approval.

- (7) **Nominating Committee.** The Nominating Committee is charged with nominating candidates to serve as Board chair, vice chair, secretary, and treasurer.
- (8) **Presidential Performance Review Committee.** The Presidential Performance Review Committee evaluates the president's performance. This committee meets in non-public session, reporting its findings to the Board.
- (9) **Special Committees.** The chair of the Board identifies the responsibilities, appoints the members, and designates the chair of special committees.

Subd. 4. Board Meetings. The Annual Meeting of the Board is held on the second Friday in June, unless otherwise determined by Board 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.

Other meetings are scheduled as needed and may include work sessions, open forums, and public hearings. 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 Board Office.

Subd. 5. Committee Meetings. Committees usually meet as follows:

- Audit: Meets four to five times a year.
- Academic and Student Affairs: Most months when Board meets.
- Facilities and Operations: Most months when Board meets.
- Faculty and Staff Affairs: Most months when Board meets.
- Finance: Most months when Board meets.
- Litigation Review: Meets four to five times a year and as called by the committee chair.
- Nominating: May of odd-numbered years prior to Board's Annual Meeting and election of officers in June.
- Presidential Review: As called by the chair.

Subd. 6. Meeting Procedures. The Board chair presides over meetings of the Board. The vice chair presides in the absence of the chair. Board and committee meetings are conducted consistent with Board bylaws and Robert's Rules of Order. 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.
- *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. The Consent Report includes



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routine action items that normally do not require discussion. Any Board member may request discussion or separate action on any Consent Report item.

- *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 administrative searches.
 - *Receive and File Reports* — Submitted reports that are not intended for discussion and do not require action, but are listed on the agenda and officially noted by the chair in the form of a statement to “receive and file.”

Subd. 7. Work Plans. Each year the Board outlines its priorities and its committees develop work plans with the advice of the president or delegate. Committee work plans outline major agenda items and discussion topics for the year.

Subd. 8. Staff Responsibilities.

(a) **Administrative Staff.** The president identifies a senior leader for each committee to facilitate committee meetings, assist in agenda development, prepare docket materials, coordinate presentations, and fulfill other duties. Assignments to standing committees are typically as follows:

- Audit - Chief Auditor
- Academic and Student Affairs - Executive Vice President & Provost
- Facilities and Operations - Vice President for University Services
- Faculty and Staff Affairs - Vice President for Human Resources
- Finance — Senior Vice President for Finance & Operations
- Litigation Review — General Counsel

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

- providing advice and support to each Board member, as well as to 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 assigns staff to each committee. Staff responsibilities include:

- reviewing docket cover sheets, resolutions, and revisions to Board policies;



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- scheduling and attending docket previews;
- facilitating communication on agenda items;
- assisting in work plan and agenda development; and
- supporting the committee chair as needed.

Subd. 9. 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 cover for each agenda item includes a statement related to the policy and financial impact of the item. Materials are submitted to the Board by the president or delegate with the assistance of Board staff. The Board Office distributes the docket to Regents one week prior to meeting dates, after which it is publicly available.

Subd. 10. Emergency Approvals. Upon the recommendation of the president, the Board chair, vice chair, and the respective committee chair may act on behalf of the Board when delay for Board approval poses a significant health, safety, or financial risk to the University. Any such emergency approvals will be brought to the next meeting of the Board, consistent with Board policy.

SECTION III. BOARD MEETING AGENDAS.

Subd. 1. Agenda Development. The agenda is set in the following manner:

Approximately two months prior to each Board meeting, the executive director develops a draft agenda for discussion at Agenda I, a meeting with the president and senior leaders. Agenda items are identified from Board priorities, committee work plans, and other reports and items as specified in Board policy. Following this meeting, the draft agenda is shared with the Board chair and committee chairs for review and comment. The Board chair approves the agenda at a subsequent meeting (Agenda II), also attended by the vice chair and participants in the Agenda I meeting. Subsequent 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 directly or through staff.

Subd. 2. Requests to Appear Before the Board. Anyone requesting to appear before the Board must submit a written request to the executive director, who reviews the request with the Board chair.

SECTION IV. 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:



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- (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 Board Office.

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 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 Board Office.

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



Board Operations: Annual Planning & Agenda Development

Brian R. Steeves
Executive Director & Corporate Secretary



UNIVERSITY OF MINNESOTA

Driven to DiscoverSM

Objectives

- Continue comprehensive review of Board of Regents Policy: *Board Operations & Agenda Guidelines*:
 - October 2016 – Board Operations: Fundamental Planning Documents, Committee Charges & Required Reports
 - May 2017 – Board Operations: Board Meeting Format and Committees
 - June 2017 – Board Operations: Annual Planning & Agenda Development
- Discuss how the Board operates now, and wishes to operate in the future.



Annual Planning



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routine action items that normally do not require discussion. Any Board member may request discussion or separate action on any Consent Report item.

- *Discussion* - Items for discussion that require no action when presented.
- *Other*

Subd. 7. Work Plans. Each year the Board outlines its priorities and its committees develop work plans with the advice of the president or delegate. Committee work plans outline major agenda items and discussion topics for the year.

Subd. 7. Work plans with the president or delegate and discussion topics for the year.

Subd. 8. Staff Responsibilities.

(a) **Administrative Staff.** The president identifies a senior leader for each committee to facilitate committee meetings, assist in agenda development, prepare docket materials, coordinate presentations, and fulfill other duties. Assignments to standing committees are typically as follows:

- Audit - Chief Auditor
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- 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 assigns staff to each committee. Staff responsibilities include:

- reviewing docket cover sheets, resolutions, and revisions to Board policies;



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Three Levels of Planning

- ① **Board Priorities** – Broad statements highlighting a small number of topics for special emphasis during the year.
- ② **Board Planning Calendar** – Outline showing major Board meeting topics, timing of committee meetings, and outreach efforts. Lists reports and approval thresholds required by Board policy.
- ③ **Committee Work Plans** – Summary-level roadmaps for how the Board will exercise its responsibilities within particular issue areas.



Discussion Questions

- Does the current planning process meet the needs of the Board?
- Is planning committee work for a full year effective?
- What else would you like to see as part of the planning process?



Agenda Development



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submit a written request to the executive director, who reviews the request with the Board chair.

SECTION IV. 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:



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Agenda Development

1. Agenda I meeting
2. Draft agenda distributed to Board
3. Agenda II meeting
4. Further changes approved by Board Chair



Discussion Questions

- Does the current agenda development process meet the needs of the Board?
- Should the agenda development process (for instance, the Agenda II meeting) become a part of the Governance & Policy Committee's role?
- How else might the Board engage in agenda development?



Other Provisions

- Meeting Procedures
- Emergency Approval
- Presidential Performance Review, Evaluation, and Compensation

