



## **Agreements among the Trustees**

**Adopted September 2016**

### **1. Attention to duties of care, loyalty, and acting in good faith.**

Over the past year discussion has focused particularly on the trustee's duty of loyalty, and the importance of placing the interests of Minnesota State Colleges and Universities above all other interests. The trustees acknowledge the importance of meeting their fiduciary duties, including the duty of loyalty. Trustees subordinate all other interests and views, personal or otherwise, to the best interests of Minnesota State. (The discussion of this subject carried into the subject of adherence to board decisions in the face of stakeholder questions and comments. The trustees stated that the duty of loyalty must be very strongly emphasized in the trustee orientation process, as well as in the process for encouraging trustee applicants and appointing trustees.)

### **2. Board decision-making; duty to support board decisions.**

- a. The trustees understand and acknowledge that the board has no authority to act other than by decision of at least a majority of the trustees entitled to vote (meaning those free of conflicts of interest with respect to any particular matter).
- b. The trustees respect and adhere to board decisions. In this regard the following points have been established:
  1. If trustees disagree with a particular board decision, that disagreement must be voiced in the meeting during discussions leading up to that decision.
  2. Once a decision is made, that decision may be revisited in the context of a board meeting, but until the original decision is changed, the decision originally made stands and must be supported by all trustees.
  3. Since decisions are made in a public meeting, it is reasonable to respond to a request for information regarding an individual's dissent, but only in the context of points made in the discussion at the meeting, and preferably prefaced or concluded with a statement that the trustee, having had an opportunity to raise his or her point of view in board meeting discussions prior to the decision, stands by the decision of the board.
  4. The spokesperson for the board is the board chair unless the board chair designates another member to speak.
  5. In discussions with stakeholders, the media, etc., about a particular decision the message should always be that the board's decisions stand. A trustee may reiterate his or her position as expressed in the meeting, but should avoid comments which

were not made by him or her in board discussions prior to the decision or characterizing or commenting on the views of other trustees.

Some trustees are more familiar with media communications than others. A number of trustees value training on how to handle media and various stakeholder inquiries about board actions.

### 3. Board culture/climate

The following concepts are the foundation of board culture and boardroom climate:

- a. Important information is shared as early as possible and as broadly as possible with trustees. Board leadership should minimize to the maximum extent possible information “haves” and information “have nots” among the trustees so that all trustees feel equally treated and respected.

Trustees recognize the importance of confidentiality of certain information pertaining in particular to human resources matters involving specific individuals, and acknowledge the legal and other sensitivities regarding this information.

Since no two crises are the same, there is always the question of the feasibility of sharing information quickly and broadly in the event of a crisis demanding immediate attention. Circumstances may prevent immediate sharing. Nonetheless, the trustees desire a clear understanding that critical situations and information will be shared as soon as possible. In addition, the board has a legal right to meet in emergency session, providing such notice as is possible under the circumstances in compliance with the Open Meeting Law. The timely availability of information needs further discussion in the context of crisis planning and training (for which the trustees have expressed a strong desire).

The bottom line is that information sharing reflects respect and the equal responsibility of each trustee regarding Minnesota State affairs. Also, information is critical to the trustees’ fulfillment of their duty of care, which, among other things, requires fully informed decision making. In this regard, trustees want information sufficiently in advance of when they will be asked to make decisions.

Trustees want no surprises respecting important information – meaning that do not want to learn of matters within their responsibility from outside of boardroom, e.g., from sources, newspapers, calls from stakeholders, etc. This “no surprises’ comment was echoed by Chancellor Rosenstone.

- b. To ensure a productive board culture and boardroom climate the trustees have committed to the following standards:
  - trust;

- respect;
- civility;
- candor;
- confidentiality; and
- safety, which means embracing any point of view, and appreciating the expression of that point of view, regardless of how opposed to that point of view other trustees may be.

#### **4. High-performing/continuously improving board; evaluation.**

The trustees are unanimously committed to becoming a high-performing board. The principle of feedback/evaluation as part of this process was also agreed to with respect to the board, trustees, board officers, committees and committee chairs.

#### **5. Setting long-term and short-term goals for board performance/consideration of matters pertaining to key board responsibilities.**

The trustees agreed that a high-functioning board should set long-term and short-term goals for addressing key Minnesota State matters pertaining to board governance and oversight subjects. The following are suggestions for goals:

- a. articulating governance principles and clarifying the roles of the board, board committees, board and committee officers, and trustees; see *Board/Management Culture* adopted August 11, 2016, and
- b. creating a board score card tracking the board's progress with respect to key board performance indicators and established long-term and short-term goals.