

Board and Trustee Roles and Responsibilities

Role and Responsibilities of the Board of Trustees

Under [Minnesota Statute](#) Chapter 136F, the board is charged with oversight of the Minnesota State Colleges and Universities system and ensuring that the mission of Minnesota State Colleges and Universities is achieved. The board:

- Establishes the long-term strategic direction and policy of Minnesota State Colleges and Universities (in collaboration with management)
- Monitors progress in meeting strategic goals
- Oversees adherence to policy
- Appoints the chancellor and assesses their performance
- Appoints presidents, vice chancellors, chief audit officer, and general counsel
- Sets the operating budget and makes legislative requests (in consultation with management)
- Approves labor contracts and other contracts as required by policy.
- Provides public support for the system

The board has delegated to the chancellor full authority and responsibility for leadership, management, and operation of the system including:

- Implementing board policy
- Providing for educational leadership
- Recommending operating and capital budgets
- Recommending allocation of resources
- Planning
- Oversight of collective bargaining
- Providing information systems
- Management of personnel resources
- Annual evaluation of the presidents and cabinet members
- Advocacy to state and federal officials, and the public

Role and Responsibilities of Individual Trustees

Fiduciary Duties (*Adapted from AGB Board of Directors' Statement on the Fiduciary Duties of Governing Board Members, 2015*)

- **Duty of Care**

- Act in good faith and with the appropriate diligence, care, and skill required under the circumstances.
- Act ~~in a manner reasonably believed to be~~ in the best interests of Minnesota State Colleges and Universities.
- Actively attend and participate in all board and committee meetings, read and evaluate the materials presented, and ask questions and participate in discussions.
- Increase understanding and familiarity of the Minnesota State system and its campuses, and current issues in higher education
- **Duty of Loyalty**
 - Faithfully pursue the interests of Minnesota State Colleges and Universities and its mission rather than one's own interests or the interests of another person or organization.
 - Actively disclose existing or potential financial conflicts of interest and dual interests and recuse oneself from board discussions and votes on transactions or policy matters, in accordance with the conflict-of-interest policy.
 - ~~Maintain complete confidentiality about any matters presented to the board, unless otherwise directed by the board and subject to state transparency laws applicable to public institutions.~~
 - Retain the board's independence from external and internal stakeholders in the conduct of its oversight and policy responsibilities.
- **Duty of Obedience**
 - Ensure that Minnesota State Colleges and Universities are always acting in accordance with its mission and purposes.
 - Ensure that Minnesota State Colleges and Universities, in all activities, are acting in legal and ethical compliance with the law and applicable internal and external rules.

Board Culture and Norms

- Trustees commit to fostering a culture of trust, respect, civility, candor, confidentiality, and safety.
- Trustees commit to continuous improvement and the principle of feedback and evaluation as part of this process.
- Trustees must respect and adhere to board decisions and should voice concerns during discussions prior to voting.
- The spokesperson for the board is the board chair unless the board chair designates another member to speak.
- Important information should be shared with all trustees as early as possible to ensure informed decision-making.
- The board recognizes the difference between governance and management and the need for a clear division of roles. The board focuses on governance (strategic direction, policy, oversight,

appointing key personnel) while the chancellor and management handle daily operations and implementation of board policies. This separation prevents micromanagement by the board and ensures efficient operation.

- The board delegates significant authority to the chancellor for system leadership, management, and operations, including personnel decisions, budget recommendations, and contract execution. The chancellor also supervises presidents and cabinet members.
- Open communication, trust, and mutual support are emphasized as crucial for a healthy board/management culture. This includes regular communication between the chancellor and board members (primarily through the board chair), and between committee chairs and relevant cabinet members.
- The board chair acts as the chancellor's supervisor, conducting performance reviews and maintaining a strong, trusting partnership with the chancellor. This relationship is vital for effective governance.
- The chief audit officer and general counsel report functionally to the Board of Trustees and administratively to the chancellor.
- ~~Board members should not give instructions to or engage directly with management team members, except for the audit committee chair who supervises the chief audit officer and committee chairs who work collaboratively with relevant cabinet members to plan committee work. Communication should flow through the appropriate channels (board chair for the chancellor, committee chairs for relevant cabinet members). This prevents confusion and maintains clear lines of authority.~~
- Board members should work through the chancellor or relevant committee chairs on new topics or any in depth questions. The audit committee chair who supervises the chief audit officer and committee chairs work collaboratively with relevant cabinet members to plan committee work. Communication should flow through the appropriate channels (board chair for the chancellor, committee chairs for relevant cabinet members). This prevents confusion and maintains clear lines of authority. Vice chairs, who stand for the chair in their absence, should follow established communication channels to advise and support the work of the chair.
- Board members are encouraged to enjoy a collegial relationship with presidents, members of the cabinet and other members of the management team and should be curious about and seek opportunities to learn about the ways our colleges and universities serve students and communities across the state.
- Both board members and management share responsibility for nurturing and respecting the established board/management culture. Concerns should be raised within the appropriate groups (board members with each other and the board chair, management with the chancellor), and the board chair and chancellor are responsible for addressing these concerns and improving the culture.