

Procedural Rules and Guidelines Concerning the Regent Candidate Advisory Council

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Introduction

The Regent Candidate Advisory Council (“Council” or “RCAC”) was established by an act of the legislature of the State of Minnesota (“Legislature”) in 1988 to advise the Legislature in the election of regents of the University of Minnesota. Its current duties are to: 1) develop a statement of selection criteria to be applied to the selection of a candidate for the position of regent and to distribute these guidelines to potential candidates; 2) identify and recruit qualified candidates for upcoming open positions on the Board of Regents (“Board”); and 3) submit regent candidate recommendations by January 15 of every odd-numbered year to the regent nomination joint legislative committee for at least two, but not more than four, qualified candidates for each opening on the Board. Recruitment should be based on the background and experience of the candidates, their potential for executing required responsibilities as a member of the Board, and the current needs of the Board. The Council consists of up to twenty-four (24) members who have been appointed according to the provisions of the Legislature. The members are appointed to six-year terms with one-third appointed each even-numbered year, however, the student members are appointed to two-year terms with two students appointed each even-numbered year.

This document also describes the process for officers to be elected to govern the Council, the establishment of an Executive Committee, together with a description of the primary duties and responsibilities of the Officers and Executive Committee.

Within the parameters provided to it by the Legislature, the members of the RCAC have the right to (i) elect its own officers and (ii) establish committees to facilitate the selection of qualified regent candidates for nomination to the regent nomination joint legislative committee.

By adopting these guidelines, the members of the RCAC acknowledge that this document is provided strictly as a guideline and agree that not all situations that may present themselves to the Council or Executive Committee can be covered in one document. As it relates to the election to the Executive Committee, the membership acknowledges that such members have been elected into this position of leadership to serve the best interest of the RCAC (in support of its underlying Legislative purpose) and are permitted to independently act as a committee in the manner they deem best to promote the reputation and interests of the RCAC.

To this end, the members of the RCAC adopt the following description of duties and guidelines regarding the operations and governance of its organization:

Section 1: Meetings of the Regent Candidate Advisory Council

- A. The biennial meeting of the Council shall be called in the fall of the even-numbered years to review its proceedings, elect Officers in accord with Section 2 below, establish committee memberships, conduct other business, and establish a schedule of regular meetings as required to carry out its duties and responsibilities.
- B. Special meetings may be held at the call of the Chair, and it shall be the duty of the Chair to call a special meeting within thirty (30) days at the request of five (5) members of the Council.
- C. Written notice of all meetings shall be sent to each member at least three (3) days before the date of the meeting. In the case of special meetings, the notice shall state the purposes of the meeting, and no business shall be transacted that does not relate to the stated purpose.
- D. As far as practicable, agendas for all Meetings and all related materials associated with agenda items will be made available to RCAC members at least three (3) days prior to a Meeting.
- E. A majority of the positions filled on the Council shall be necessary to constitute a quorum for the transaction of business and any vote of a quorum shall constitute the actions of the Council. Once a quorum has been determined, there shall be no further quorum calls and business may be conducted by a majority vote of those present and voting.
- F. Meetings shall be conducted according to *Robert's Rules of Order*, except as otherwise provided in this document.
- G. Minutes of all meetings of the Council shall be distributed to members of the Council and be approved by the Council at a subsequent Meeting.

Section 2: Establishment of the Executive Committee and Election of Officers to the Executive Committee

- A. The affairs of the RCAC shall be managed by an Executive Committee consisting of no less than five (5) members. In advance of the election of the Executive Committee, RCAC members will have the opportunity to nominate members to serve as Officers or at-large positions in accordance with the processes established by the Nominating Committee. Members of the Executive Committee must have a current appointment to the RCAC.
- B. The Executive Committee shall include the elected officers of the RCAC ("Officers") who are the Chair and up to two (2) Vice Chair(s) and three (3) additional at-large members, who are also considered Executive Committee Members.
- C. Executive Committee Members shall be elected by a majority of the Council for two-year terms and shall serve until the earlier of (i) the election of their successor or (ii) their appointment expires. In the event of a vacancy, for whatever cause, the Council may elect an Officer to complete the vacated term at any meeting of the Council by majority vote.

Section 3: Duties of the Executive Committee and Officers

- A. CHAIR: The Chair shall (i) preside over all meetings of the Executive Committee and RCAC, (ii) have general supervision, direction and control of establishing agendas for meetings of the RCAC, (iii) provide notice of meetings, (iv) establish chair appointments for RCAC committees after consultation with the Executive Committee, (v) assign the responsibility of reference checking for regent candidates to specific RCAC members, (vi) approve expense forms submitted by members, (vii) promptly communicate with an RCAC member if the Chair becomes aware that the member's conduct appears to be in violation of the Member Conduct Guidelines, if such communication is legally permissible, (ix) when an RCAC member has missed three (3) or more consecutive meetings, notify the applicable appointing authority and the RCAC member in accordance with MN Stat. § 15.0575, subd. 4, and (x) exercise and perform such other powers and duties as may be assigned to the Chair, from time-to-time, by the Legislature or as adopted by the RCAC membership as a whole.

Additionally, the Chair is the official spokesperson for the RCAC and is the only individual authorized to issue press releases concerning RCAC activities, speak to the press about the activities of the RCAC, present the recommendations to the Legislature, and issue any correspondence on behalf of the RCAC.

- B. VICE-CHAIR: In the absence of the Chair, one of the Vice Chairs, as designated by the Chair, shall perform the functions of that office. The designated Vice Chair shall assume other duties as assigned by the Chair.
- D. When the members of the RCAC are not engaged in one of its designated meetings ("Meetings"), the Executive Committee shall act on behalf of the RCAC and shall be responsible for the general oversight of the organization.
- E. The Chair is responsible for ensuring that minutes are taken at every Executive Committee meeting. These minutes need to be approved by the Executive Committee and made available to the Council.

Section 4: Permitted Activities of the Executive Committee

Given the importance of the role of the Executive Committee as it relates to the general oversight of the organization, the RCAC members adopt the following guidelines concerning the activities of the Executive Committee:

- A. Establish Committees
The Executive Committee will make the membership of the RCAC aware of any openings for chair positions of the various committees that have been established to facilitate the completion of work prescribed by the Legislature for the RCAC. Members of the RCAC may vote to add or eliminate committees at any meeting. The Executive Committee will assist a committee chair in recruiting RCAC members to participate in the activities of the committees.
- B. Respond to Press Inquiries Concerning the Activities of the RCAC
The Chair is the official spokesperson for the RCAC and will attempt to address the press and any inquiries in writing. When practicable, the members of the Executive Committee will draft / review all written responses to the press prior to their release. The goal of working on responses as an

Executive Committee is to ensure that any response is vetted as thoroughly as possible before it is released.

C. Respond to Issues Concerning Member Conduct or Other Significant Issues

If the Executive Committee receives a written complaint or any other type of communication from a third party which may result in action being taken against an RCAC member, they should promptly provide notice of such complaint / communication to the member if it is legally permissible to do so.

The Executive Committee should adhere to the following procedures if (i) such possible action is based on activity the RCAC member performed specifically at the request of the Chair and/or Executive Committee, or (ii) the RCAC member was acting within the scope of the legislative purpose of the RCAC (“Authorized Actions”).

1. Receive information from the affected RCAC member which responds to any allegations and/or claims provided for in the complaint / communication. If the allegations / claims are against an Executive Committee member, the affected Executive Committee member must recuse themselves from this process until after the review and response process has been finalized. The affected RCAC member may provide information in a written format or request a meeting with the Executive Committee. If a meeting is requested and it is possible for the Executive Committee members to accommodate this request, this meeting will be conducted in person with the member. However, given that Executive Committee members are volunteers and may not live in the same area of the State as the affected RCAC member, members may participate in the meeting via telephone or other electronic means of communication.
2. If a member receives a complaint or other form of allegation / claim, the RCAC member may request that the Executive Committee join his/her filing of a request under the Minnesota Government Data Practices Act. The Executive Committee may exercise its discretion to join or not.
3. After reviewing the information that has been received from and/or provided by the affected RCAC member, the Executive Committee will promptly determine the most appropriate way for it to respond to such allegations / claims. The Executive Committee response will include (i) information which outlines the activities that it requested the affected RCAC member to complete on behalf of the RCAC, (ii) a summary of any evidence it has received which demonstrates the efforts of the affected RCAC member in relationship to such assigned activities, and (iii) information necessary to clarify the actions of the Executive Committee in response to questions raised as part of any investigative process. The affected RCAC member will be responsible to provide an accounting of their individual actions. The Executive Committee will remain neutral as to its opinion of the Authorized Actions undertaken by the affected RCAC member, but is entitled (but not obligated) to provide a detailed summary of the affected RCAC member’s previous contributions to the RCAC. Any documentation provided by the Executive Committee, once rendered, is considered the final response of the Executive Committee and will not be reopened unless new information is provided that could possibly alter the response provided by the Executive Committee.
4. The work of the RCAC is covered under the Minnesota State Tort Claims Act (MN Stat § 3.736 subd. 9) (the “Act”). The Executive Committee will facilitate the efforts of the affected RCAC member to obtain indemnification protection under the Act if the affected RCAC member was

acting within the scope of the Authorized Actions and the member makes a request for indemnification in accordance with the Act.

The process to seek coverage under the Act:

As outlined in subd. 9 of the Act, the RCAC member must submit a request for defense and indemnification to the Minnesota Attorney General's office and the RCAC member's appointing authority must issue a certificate certifying that the RCAC member was acting on behalf of the state in the performance of a duty or task lawfully assigned by competent authority. The RCAC member must provide complete disclosure and cooperation in this process.

What actions are not covered by the Act:

The Act specifically states in subd. 9 that the following actions / activities are not covered under the Act: *"This subdivision does not apply in case of malfeasance in office or willful or wanton actions or neglect of duty, nor does it apply to expenses, attorneys' fees, judgments, fines, and amounts paid in settlement of claims for proceedings brought by or before responsibility or ethics boards or committees."*

It is important to note that the Executive Committee is not the ultimate decider of whether the affected RCAC member will be covered by the Act. RCAC members will be informed about the scope of the Act during the even-year biennial meeting.

Notwithstanding the preceding, actions that are taken by an RCAC member which are outside of the Authorized Actions described above will be considered the actions of a private citizen and will be the responsibility of such individual.

D. Informing the Council of Actions Taken by the Executive Committee or Involving the Council in Decision Making

To ensure transparency, and assuming it is legally permissible to do so, the Executive Committee minutes will be distributed at the Council's next regularly-scheduled meeting. If the Executive Committee believes that the entire Council should participate in the decision to be made, a special meeting of the Council will be held. If there is not a firm deadline to provide a decision and involvement of the entire Council is appropriate, the issue will be taken up at the next regularly-scheduled meeting.

Section 5: Establishing Committees for the RCAC

- A. Standing committees shall be established as the Council deems advisable for carrying out its duties and responsibilities. The Chair and other members of standing committees shall be appointed by the Chair after consultation with the Council.
- B. The Nominating Committee, the Recruitment/Public Relations Committee, the Document Review Committee, the Interview Process and Questions Committee, the References Committee, the Selection Criteria Committee and the Candidate Orientation Committee shall be the standing committees of the RCAC.
- C. The Council, through action taken in accord with provisions outlined in Section 1 above, may at any time make adjustments to the name and/or change of any of its standing committees.

- D. A standing committee may be discontinued in accord with Section 6 below.
- E. The Chair, after consultation with the Council, may, from time to time, appoint special committees to assist in the business of the Council.

Section 6: Amendment to these Procedural Rules and Guidelines (“Rules”)

These Rules may be changed or amended at any meeting of the Council by a two-thirds vote of those present at a Council meeting, provided notice of the substance of the proposed amendment is sent to all members at least three (3) days before the meeting.