UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Litigation Review Committee
February 13, 2020

A meeting of the Litigation Review Committee of the Board of Regents was held on Thursday, February 13, 2020 at 8:00 a.m. in the West Committee Room, 600 McNamara Alumni Center.

Regents present: Richard Beeson, presiding; Thomas Anderson, Janie Mayeron, David McMillan, and Randy Simonson.

Staff present: Senior Vice President Brian Burnett; General Counsel Douglas Peterson; and Executive Director Brian Steeves.

Others present: Carrie Ryan Gallia, Timothy Pramas, and Brian Slovut.

The docket materials for this meeting are available here.

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

The meeting convened in public session at 8:03 a.m. A motion was made and seconded that the following resolution be adopted:

WHEREAS, based on advice of the General Counsel, the Board of Regents Litigation

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Audit & Compliance Committee
February 13, 2020

A meeting of the Audit & Compliance Committee of the Board of Regents was held on [illegible] Michelle Behr, Lori Carrell, an
Executive Vice President and Provost Karen Hanson; Vice Presidents Michael C
Gulachek, and Matt Kramer; Interim Vice President Kenneth Horstman; Execut
Steeves; Chief Auditor Gail Klatt; and Associate Vice Presidents Bill Paulus and

Student Representatives present:
Deloitte & Touche, LLP, to present the fiscal year 2020 external audit plan, as

The docket materials for this item begin on page 141. The closed captioned v
available here

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Finance & Operations Committee
February 13, 2020

ADMINISTRATIVE COST DEFINITION AND
BENCHMARKING: EXTERNAL REVIEW UPDATE

INFORMATION ITEMS

[illegible] .
[illegible]
[illegible]2019[illegible]

- x [illegible]
- x [illegible]
- x [illegible]
- x [illegible]
- x [illegible]
- x [illegible]2019[illegible]
- x [illegible]

[illegible]268 . [illegible]
[illegible] .

[illegible]12 :13pm

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

[illegible] & [illegible]
[illegible] 3, 2020

Year 2019-20

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Mission Fulfillment Committee
February 13, 2020

A meeting of the Mission Fulfillment

- x College of Education and Human Services Professions (Duluth campus) – Create an undergraduate minor in Physical Education – Outdoor Education

Request for Approval of Changed Academic Programs

- x College of Liberal Arts (Twin Cities campus) –

The meeting adjourned at 12:16 p.m.

BRIAN R. STEEVES
Executive Director and
Corporate Secretary

UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Governance & Policy Committee
February 14, 2020

A meeting of the Governance & Policy Committee of the Board of Regents was held on Friday, February 14, 2020 at 8:00 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present: Janie Mayeron presiding; Thomas Anderson, Richard Beeson, Mary Davenport, Mike Kenyanya,

Staff present: President Joan Gabel; Chancellors Michelle Behr, Lendley Black, Lori Carrell, and Mary Holz-Clause; Executive Vice President and Provost Karen Hanson; Senior Vice President Brian Burnett; Vice Presidents Michael Goh and Matt Kramer; General Counsel Douglas Peterson; and Executive Director Brian Steeves.

The docket materials for this meeting are available here.

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

Regent Mayeron invited Executive Director Steeves to present for action proposed amendments to Board of Regents Policy: Code of Conduct for Members of the Board of Regents, as detailed in the docket.

The docket materials for this item begin on page 3. The closed captioned video of this item is available here.

Regent Davenport moved to amend the policy as follows:

1. Section IV, Subd. 5:

   Subd. 5. Gift.
   Gift shall mean any gratuity, favor, accommodation, discount, entertainment, hospitality, loan, forbearance, services, training, transportation, lodging, meals, or other item ~~that constitutes a personal benefit to a Regent or a Regent's family member~~ if there is reason to believe it was given to or received by a Regent or a Regent's family member because of the Regent's ~~his~~ official status ~~as a Regent~~.

2. Section VI, Subd. 1:

   Subd. 1. Government Officials.
   No Regent shall give a gift or solicit another to give a gift to any government official or any member of that official's staff. ~~However, neither~~ Political contributions made by a Regent to a candidate, political committee, organization, or party as permitted by state and federal law shall

not constitute a gift. ~~nor t~~Tickets to University events, informational material, trinkets, mementos, or meals of reasonable value given by a Regent to a government official or any member of that official's staff in the normal course of University business shall not constitute a gift under this policy.

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UNIVERSITY OF MINNESOTA
BOARD OF REGENTS

Board of Regents
February 14, 2020

A meeting of the Board of Regents of the University of Minnesota was held on Friday, February 14, 2020 at 9:35 a.m. in the Boardroom, 600 McNamara Alumni Center.

Regents present:

WHEREAS, it is the responsibility of the Board, in cooperation with the president, to identify and analyze the critical issues and challenges confronting the University; assess its operations; and evaluate the performance and success of its colleges and campuses; and

WHEREAS, it was resolved that the University Performance and Accountability Report (Report) shall publicly demonstrate the University's accountability for progress in reaching its stated goals and objectives; link planning, performance evaluation, and resource allocation at the system and campus/college level; illustrate and analyze longitudinal trends in key areas; provide a means to make comparisons with peer institutions; identify areas for continued work; and include progress made in achieving the goals articulated in the University Progress Card; and

WHEREAS, on the recommendation of the executive vice president and provost, the president of the University requests the Board accept the 2019 Report.

NOW, THEREFORE, BE IT RESOLVED that the Board accepts the 2019 Report as submitted

EAST GATEWAY PROJECT

Regent Powell reconvened the meeting at 11:36 a.m. and invited Kathleen Schmidlkofer, UMF President and CEO; Lynn Casey, UMF Board Chair; Ross Levin, former UMF Board Chair; and Jennifer Reedstrom Bishop, UMF Counsel, to present for action the East Gateway Project, as detailed in the docket.

Regent Hsu joined the meeting.

The docket materials for this item begin on page 175. The closed captioned video of this item is available here.

A motion was made and seconded to approve the resolution related to the University's Participation in the East Gateway Redevelopment Project, as follows:

> WHEREAS, the University of Minnesota ("University") has a vital interest in the area immediately adjacent to the eastern boundary of the Twin Cities campus ("East Gateway") in Minneapolis; and
>
> WHEREAS, the University expects to collaborate with the University of Minnesota Foundation and its University of Minnesota Foundation Real Estate Advisors subsidiary (collectively, the "Foundation") as the Foundation, in multiple phases and in concert with one or more private developers, leads planning for and redevelopment of Foundation- and University-owned real estate in East Gateway (the "Redevelopment Project"); and
>
> WHEREAS, the University expects to enter into a Memorandum of Agreement with the Foundation setting forth, among other things, the process under which the two entities will collaborate on the Redevelopment Project; and

BE IT FURTHER RESOLVED that the Secretary of the Board is directed to add the following language to Board of Regents Policy: Appointments to Organizations and Boards

considered and adopted that authorized the closing of the meeting. In the closed meeting,

the form and containing such covenants, agreements, representations and warranties of the University as are approved by the Treasurer and General Counsel.

5. The Treasurer is authorized to approve the Preliminary Official Statement(s), final Official Statement(s), Offering Memorandum or Memoranda, Offering Circular(s), or other offering material or any supplements or amendments thereto to be prepared and distribu-1. (s)-3.8 (el5 J 0.02[(o)(su)2.6 (r)165 0.4(s)-33(er)2 8(r)1y0 Tw 7.254 0 Td (609j 0.004 Tc -7.8

WHEREAS, the parties have met and negotiated over the course of the past several months and have reached agreement regarding terms and conditions of employment for the employees of this bargaining unit; and

WHEREAS, AFSCME Council 5, Clerical and Office Support Unit Locals 3800 and 3801 have ratified acceptance of this agreement; and

WHEREAS, according to Board of Regents Policy: Reservation and Delegation of Authority, approval of labor agreements by the Board of Regents is required.

NOW, THEREFORE, BE IT RESOLVED that upon the recommendation of the President, the Board of Regents approves this labor agreement as outlined in the Finance & Operations Committee docket for February 13, 2020.

4) Approval of the resolution related to the Collective Bargaining Agreement: AFSCME Council 5 Health Care and Non-Professionals Unit Local 3260. The committee docket materials for this item can be found on page 152. A motion was made, and the Board voted unanimously to approve the resolution, as follows:

WHEREAS, the he Non-

6) Approval of the revised Consent Report for the Finance & Operations Committee as presented to the committee and described in the February 13, 2020 committee minutes. The committee docket materials for this item can be found on page 166. A motion was made, and the Board voted unanimously to approve the revised Consent Report.

REPORT OF THE MISSION FULFILLMENT COMMITTEE

Regent Anderson, chair of the committee, reported that the committee voted to recommend the following two items.

The committee docket materials can be found here. The closed captioned video of this item is available here.

1) Approval of the resolution related to merging the College of Liberal Arts and the School of Fine Arts at the University of Minnesota Duluth. The committee docket materials for this item can be found on page 3. A motion was made, and the Board voted unanimously to approve the resolution, as follows:

WHEREAS, the University of Minnesota Duluth (UMD) has sought to resolve its budgetary structural imbalance via budget cuts and unit consolidations; and

WHEREAS, UMD has made significant steps in resolving its budget issues while prioritizing student access to quality academic programs; and

WHEREAS, UMD has sought operational and administrative efficiencies; and

WHEREAS, the College of Liberal Arts and School of Fine Arts represent the two smallest units based on number of majors housed in each unit; and

WHEREAS, the consolidation of the College of Liberal Arts and School of Fine Arts through a merger preserves academic programs and allows for administrative and student service efficiency and enables the university to meet its budget cutting goal.

NOW, THEREFORE, BE IT RESOLVED that the Board of Regents approves the merger of UMD's College of Liberal Arts and School of Fine Arts, effective July 1, 2020.

BE IT FURTHER RESOLVED that the merged college shall be named the College of Liberal Arts.

2) Approval of the Consent Report for the Mission Fulfillment Committee as presented to the committee and described in the February 13, 2020 committee minutes. The committee docket materials for this item can be found on page 133. A motion was made and seconded, and the Board voted unanimously to approve the Consent Report.

REPORT OF THE GOVERNANCE & POLICY COMMITTEE

Regent Mayeron, chair of the committee, reported that the committee voted to recommend the following two items.

The committee docket materials can be found here. The closed captioned video of this item is

BE IT FURTHER RESOLVED that the Board further amends Section XI of Board of Regents Policy: Code of Conduct for

2. Chair. The Chair shall preside at the meetings of the Board of Regents. The Chair shall name and identify the duties and responsibilities of all committees, and shall fill committee vacancies arising from any cause whatsoever in the same manner. The Chair shall be empowered and authorized to execute such instruments and documents which would devolve upon the principal corporate officer.
3. Vice Chair In the absence of the Chair, the Vice Chair shall perform the duties ord

Notice shall be sent to each member of the Board by electronic communication ten days prior to the date of the meeting at which the election shall be conducted.

ARTICLE IV. MEETINGS OF THE BOARD OF REGENTS

Section A. Annual Meeting

The annual meeting of the Board of Regents shall be held on the second Friday in June each year unless otherwise determined by the Board of Regents. Notice shall be sent via electronic communication ten calendar days prior to the annual meeting. The Board of Regents shall set its schedule of Regular Meetings for the ensuing year at the annual meeting.

Election of officers of the Board of Regents shall be held at the annual meeting of the odd-numbered years. Standing committees of the Board of Regents shall be appointed by the Chair following the annual meeting of the odd-numbered years.

Section B. Regular Meetings

Regular meetings of the Board of Regents shall be held in accordance with a schedule of meetings

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The Chair of the Board of Regents shall appoint the Regents to all standing committees and shall designate the Committee Chair and Vice Chair of each. The Chair of the Board of Regents may replace Committee Chairs or Vice Chairs at any time. Vacancies arising from any cause whatsoever shall be filled in the same manner.

Regular meetings of the standing committees shall occur prior to the regular meetings of the Board of Regents.

Section B. Nominating Committee

The Chair of the Board of Regents shall appoint a Nominating Committee of three mhs mmhe c9.7 ( )se ((a N)8

The Chair of the Board of Regents or one of the standing or special committees of the Board of Regents shall not ordinarily allow individuals who are not on the agenda to speak at meetings. The chairs of the various committees may allow such individuals to speak when they determine it is in the best interests of the University and will not unduly delay the matters before the particular committee.

A request to appear before a meeting of the Board of Regents or its standing or special committees shall be submitted in writing to the Secretary, in advance of the meeting. The Chair shall rule on requests. If the request is to appear before a committee, the Chair may also consult with the Committee Chair.

The recommendations of Board committees shall be reported to and be subject to approval by the Board of Regents, unless otherwise provided for in Board policy.

Section F. Protocol for Meetings of the Board of Regents

1. All those in attendance at meetings of the Board of Regents may be asked to identify themselves to the Secretary or a designee upon entry to the meeting.
2. Only members of the Board of Regents, the President, and those recognized by the Chair may address the Board.
3. If space is limited in the meeting room, those with business before the Board of Regents and the members of the press shall have priority over those who are visitors.
4. No flags, banners, signs, or similar displays shall be permitted in meetings of the Board of Regents.
5. No person shall cause any disturbance, delay, or interference, or cause any threats therhrAlA1r (s)-3Dra

REVISION HISTORY

Adopted: December 10, 1889
Amended: June 15, 1929; May 9, 1939; June 12, 1954; June 10, 1967; February 9, 1968; September 10, 1971; July 14, 1972; June 8, 1973; February 13, 1976; March 11, 1977; July 10, 1981; January 10, 1986; November 10, 1994; December 12, 1997; February 12, 1999; May 14, 1999; February 11, 2000; July 12, 2001; October 12, 2018; February 14, 2020

Code of Conduct for Members of the Board of Regents

SECTION I. SCOPE.

This policy governs the conduct and activities of members of the Board of Regents (Board) of the University of Minnesota (University). In addition to this policy, the Board further defines its role and authority, the conduct and activities of Regents, and guiding principles for the University through the Bylaws of the Board of Regents (Bylaws) and other Board policies and actions.

SECTION II. GUIDING PRINCIPLES.

The Board, created under 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. Exercising its constitutional autonomy, the Board defines a vision and mission for the University and ensures that the University fulfills its land grant legacy.

Regents shall adhere to the highest ethical standards. Regents bring to their task varied ba v1D 12 1 (l e t)2 (o)-0.u (h)-1.(

transaction or other action taken by the University. Regents must be aware of the appearance of a conflict of interest and the potential for such conflicts. Accordingly, the conflict of interest provisions of this policy shall be interpreted and applied to best serve the interests of the University and its mission. For purposes of this policy, “conflict of interest” or “conflict” shall mean an actual or potential conflict of interest.

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(a) Disclosure of Conflicts
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the conflict, and may be reported to the Board chair by any other person. A Regent with a
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” ‡ “ — ‡ • – ‡ † á • Š ƒ Ž Ž ’ ” ‘ ˜ ‹ † ‡ ƒ ™ ” ‹ – – ‡ • ‘ ’ ‹ • ‹ ‘ • ‘ • ™ Š ‡ – Š ‡ ” ƒ … ‘ • ª ‹ … –
copy of any such opinion shall be provided to the Board chair. The Board chair may also
” ‡ “ — ‡ • – ƒ • ‘ ’ ‹ • ‹ ‘ • ˆ ” ‘ • – Š ‡ ‰ ‡ • ‡ ” ƒ Ž … interest question. If the … ‘ • ª ‹ … – ‘ ˆ
Board chair is the subject of the conflict of interest, the Board vice chair shall receive or may request an opinion from the general counsel.

(b) Guidance on Recusal and Impact on Deliberations and Voting
Regents who declare or h ƒ ˜ ‡ „ ‡ ‡ • † ‡ – ‡ ” • ‹ • ‡ † – ‘ Š ƒ ˜ ‡ ƒ … ‘ • ª ‹ … – ‘ ˆ ‹ • – ‡ ” ‡ • –
person group set forth in Subd. 1(c) of this section, or who have received an opinion from the general counsel that a conflict exists shall, as a general rule, recuse themselves regarding the m ƒ – – ‡ ” † ‡ – ‡ ” • ‹ • ‡ † – ‘ „ ‡ – Š ‡ … ‘ • ª ‹ … – ä ‘ ™ ‡ ˜ ‡ ” á ‹ • • ‘ • ‡ .
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Regent may participate fully or in part in discussions, deliberations, or voting on the matter.
If doubt remains regarding the need for recusal after full disclosure and consideration to
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• ‘ – ” ‡ ª ‡ … – ƒ † ˜ ‡ ” • ‡ Ž › ‘ • – Š ‡ ” ‡ … — • ‹ • ‰ ‡ ‰ ‡ • – ä

‹ • … Ž ‘ • — ” ‡ ‘ ˆ ƒ … ‘ • ª ‹ ˆ ƒ interest and recusal shall be noted in Board minutes.

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• › † ‹ • ’ — – ‡ † ‹ • • — ‡ • ” ‡ Ž ƒ – ‹ • ‰ – ‘ – Š ‡ ‡ š ‹ • – ‡ • … ‡ ‘ ˆ ƒ … ‘ • ª ‹ … – ‘ ˆ ‹
… ‘ • ª ‹ … – • Š ƒ Ž Ž „ ‡ ” ‡ ˆ ‡ ” ” ‡ † – ‘ ƒ ‰ ‘ ‘ – Š ‡ ‡ ‰ ‡ • – ‡ consisting of the Board chair, the Board
vice chair, and one other Regent appointed by the Board chair. This group shall determine
™ Š ‡ – Š ‡ ” ƒ … ‘ • ª ‹ … – ‡ š ‹ • – • ä • ƒ † † ‹ – ‹ ‘ • á ‹ ˆ – Š ‹ • ‰ ” ‘ — ’ † ‡ – ‡ ” • ‹ • ‡
shall determine whether the conflict requires recusal or determine a plan for the Regent to

shall include the right of the Regent in question to address the Board. If necessary, a supermajority

Gift also shall mean a gift to a family member of a University official or a gift to any other individual based on that individual's relationship with a University official (1) if it is given with the knowledge and acquiescence of the University official and (2) if the University official has reason to believe the gift was given because of the recipient's University status.

The term gift shall not include the following:

(a) anything for which the individual recipient pays the market value;
(b) anything the individual receives but returns or gives to the University without substantial personal use or benefit;
(c) food or refreshments of reasonable value in the normal course of University business;
(d) plaques, trophies, mementos, hats, or similar items of reasonable value;
(e) any gift from a relative, provided that the University official has no reason to believe that the gift was provided because of the recipient's official University position;
(f) informational materials in the form of books, articles, other written materials, audio/video media, and other similar materials;
(g)