

Procedural Rules and Guidelines Concerning the Regent Candidate Advisory Council

- Introduction to the Regent Candidate Advisory Council
 - Rules and Guidelines Overview
 - Meetings of the Regent Candidate Advisory Council
 - Establishment of the Executive Committee and Election of Officers to the Executive Committee
 - Duties and Responsibilities of the Executive Committee
 - Permitted Activities of the Executive Committee
 - Establishment of RCAC Committees
 - Amendment to these Procedural Rules and Guidelines
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Introduction to the Regent Candidate Advisory Council

The Regent Candidate Advisory Council (“RCAC”) was established by an act of the legislature of the State of Minnesota (“Legislature”) in 1988 to assist the Legislature in finding qualified candidates to be considered for election as regents of the University of Minnesota. The RCAC’s current duties are to: 1) develop a statement of selection criteria to be applied to a candidate 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 to the regent nomination joint legislative committee (“Committee”) by January 15th of every odd numbered year. As required by Minnesota statute, the RCAC must recommend at least two, but not more than four, qualified candidates to the Committee for each opening on the Board. The RCAC consists of up to twenty-four (24) members who have been appointed according to the provisions of the Legislature. RCAC members are appointed to six-year terms with one-third appointed each even-numbered year, however, the two student members are appointed to a two-year term each even-numbered year.

Overview to these Procedural Rules and Guidelines Concerning the Regent Candidate Advisory Council (“Rules”)

This document describes

- the process for officers to be elected to govern the RCAC,
- the establishment of an Executive Committee,
- the primary duties and responsibilities of the Officers and Executive Committee.

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

By adopting the provisions of this document, the members of the RCAC acknowledge that this document is provided strictly as a guideline and agree that not all situations can be covered in one document. As it relates to the election of individuals to the Executive Committee, the members acknowledge that such members have been elected into these positions 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 RCAC 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 called by the Chair. It shall also be the duty of the Chair to call a special meeting within thirty (30) days at the request of five (5) members of the RCAC.
- 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 quorum is required for the transaction of business and any vote of a quorum shall constitute the actions of the RCAC. The quorum requirement is satisfied when a majority of the members are present at a meeting. 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 RCAC shall be distributed to RCAC members and be approved by the RCAC at the next 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.
- C. Executive Committee Members shall be elected by a majority of the RCAC members 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, the RCAC may elect an individual to complete the vacated term at any RCAC meeting.

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) approve expense forms submitted by members, (vi) if appropriate, 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, (vii) notify the applicable Legislative appointing authority and the RCAC member when an RCAC member has missed three (3) or more consecutive meetings in accordance with MN Stat. § 15.0575, subd. 4, and (viii) 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.
- C. When the members of the RCAC are not actively engaged in the process of recruiting and review of regent candidates, the Executive Committee shall act on behalf of the RCAC and shall be responsible for the general oversight of the organization.
- D. 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 RCAC members for review as provided for in Section 4(D) below.

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 (each a "Operating Committee"). Members of the RCAC may vote to add or eliminate an Operating Committee at any meeting. The Executive Committee will assist an Operating Committee chair in recruiting RCAC members to participate in the activities of the Operating 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 information indicating that an RCAC member has failed to comply with the Guidelines for Member Conduct, the Executive Committee is authorized to conduct an investigation as to such allegation. The procedures for the investigation will be determined by the Executive Committee and may include the following:

1. Receive written information from the affected RCAC member which responds to the allegation. If the allegation is 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.
2. 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 allegation. 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.

In the event of litigation concerning an RCAC member's actions, the work of the RCAC is covered under the Minnesota State Tort Claims Act (MN Stat § 3.736 subd. 9) (the "Act") and any request by an RCAC member for legal defense and indemnification under the Act must be made to the Minnesota Attorney General's office.

Actions by an RCAC member that are outside of the Authorized Actions described in the Guidelines for Member Conduct will be considered the actions of a private citizen and will be the responsibility of such individual.

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

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

- B. The standing committees of the RCAC are as follows: the Nominating Committee, the Recruitment/Public Relations Committee, the Document Review Committee, the Reference Check and Interview Process and Questions Committee, the Selection Criteria Committee and the Candidate Orientation Committee.
- C. The RCAC, 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 RCAC, may, from time to time, appoint special committees to assist in the business of the RCAC.

Section 6: Amendment to these Procedural Rules and Guidelines

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