
**METROPOLITAN STATE UNIVERSITY of DENVER
BOARD OF TRUSTEES**

Governance Committee Meeting
Thursday, January 26, 2023, 3:45 p.m. – 4:30 p.m.

Jordan Student Success Building,
890 Auraria Pkwy., Room 400 (*University Advancement Boardroom*)

Board of Trustees Present:

Trustee Russell Noles,
Trustee Emily Garnett,
Trustee Kristin Hultquist,
Trustee Mike Johnston
Trustee Mike Kopp
Trustee Marissa Molina
David Fine, Board Secretary
Melinda Olivarez, Assistant Secretary

MSU Denver Personnel Present:

Janine Davidson, President
Dr. Alfred Tatum, Provost and Vice President for Academic and Student Affairs
Will Simpkins, Vice President for Student Affairs
Christine Márquez-Hudson, VP University Advancement & MSU Denver Foundation
Michael Benitez, Vice President for Diversity and Inclusion
Larry Sampler, VP of Administration/COO

I. CALL TO ORDER:

The meeting was called to order at 3:45 p.m. by Chair Kristin Hultquist.

Chair Hultquist: We're gonna do a quick Governance meeting -- very, very quick. We have one agenda item that we're going to maintain. We need approval of the minutes. Do we have enough?

Ms. Olivarez: Yes, ma'am.

II. APPROVAL OF MINUTES:

A. Approval of August 25, 2022, Governance Committee Meeting Minutes

Chair Hultquist: So can I have a kind of motion?

Chairman Noles: Motion to approve.

Trustee Molina: Second.

Chair Hultquist: All in favor, same sign. All opposed? Motion passes.

III. ACTION ITEM

A. Proposed Changes to Board Meeting Schedule – *Kristin Hultquist, Committee Chair, and David Fine, Board Secretary*

Chair Hultquist: All right, let's talk about the Board meeting schedule. David is here to help us and we have a couple of slides from the awesome crew, but we are proposing, as you heard in the last

discussion, we're in the process of building some wonderful systems to really empower decision-making on this campus and it does require an alignment with our Board meetings. So we're going to make a couple of transitions starting this June -- with your consent -- and then we'll take it to the full Board tomorrow.

We have quarterly meetings. We're starting in June to align with the new updated budget process, when the budget gets considered for the first time. From what I understand, we're trying to give our deans budget guidance earlier in the year. We'll come back around in September with an enrollment update. and if we need to make budget adjustments at that time as a Board, we will do it.

So going forward, if you recall, we had December meetings where the students did their audits and we are going to continue student audits; that's a really important learning process for them. But instead of making it a formal Board meeting, we're going to have them present to the senior leadership team. So we will be dropping that meeting this December and we're going to be starting in January. And we'll go on a schedule list: January, March, June, and September.

Then you can also count on a retreat in the Fall and we're not going to lock that date down because we want to get a good deal, we want good participation and engagement between our senior faculty -- senior administration -- our faculty and our Board. So just know that in terms of blocking your schedules, that's the other commitment.

Any questions about why we would want to make this change? We're basically not also stacking you up with a meeting in December and a meeting in January. We are not stacking a December Board meeting up against commencement. And so those are some of the other considerations.

Chairman Noles: Sounds good to me.

Chair Hultquist: Okay. Any questions? Mel, I think we do.

Mel: I will send updated meeting invites once the new schedule has been approved by the Board.

Chair Hultquist: Thank you.

Chair Hultquist: Great. And of course we are going to try to continue the tradition of voluntary receptions or dinners but that won't be part of the formal public meeting schedule. So if there's any further questions or discussion on this topic, may I have a motion to change to the quarterly meetings to align with our key enrollment and budget decision-making? No discussion? All right. All those in favor, say aye.

Aye.

Those opposed, same sign.

Motion passes and we will recommend to the full Board for a vote tomorrow this change to our schedule. Excellent.

IV. DISCUSSION ITEMS

A. Ongoing Discussion of Shared Governance – *Kristin Hultquist, Committee Chair*

1. Board Assessment Review

Well, just then, for the balance of our time, I want to draw your attention to a document that Mel gave you in advance and it is the *AGB Principles of Good Guidance*. I think you all who were here, Trustees demonstrated that during our last conversation at the committee meeting, you saw how important it is to value shared governance in the work we do, the fiduciary responsibility. That's our primary responsibility. You saw how we use our committees to have robust discussions. And then you see how we try to know

our Strategic Plan and ask our questions, having read, being physically present, and trying to align our questions with that Strategic Plan.

So it's important that we continue to honor each other. It's important that we continue to respect each other and ask our questions with that preparation and with that respect. So that's kind of me trying to summarize the *AGB 10 Steps*. This is an incredibly talented board and an incredibly collegial board, so we're going to stay on that track. The only thing I'd like to do is just talk with you now in this little bit of discussion is that you see in the discussion we just had about a really critical way to serve, meet our mission and serve our students, and recruit and retain top talent is the kind of information you need to make good decisions, the kind of time you need. Can you please give me some feedback on what worked well, what you'd like to see more or less of, because it is our responsibility for Governance is to manage conflicts of interests, make sure we're a healthy governing board, and then also, you know, just make sure that you feel like you have the information you need to engage. So I'm just going to open that up to say, you know, you saw in that last engagement, just how important good questions are, so please let me know what you need to play your role more.

Trustee Molina: I mean, I think one of the things that could be helpful would be to highlight specific discussion areas or key conversations, to say if you don't have time to look at this whole thing, this one key piece is really important. I think being able to highlight that and pull that up for folks may be helpful in the prep. And so, I'm part of this other board and our secretary she usually will send us all a packet the night before to read all the things and I think we all have OnBoard. I think what another thing that could be helpful would like just be the link to OnBoard here are the key things to look at or tomorrow. Here's the link. Yeah, like an email like the night before with the link to OnBoard and here are the key things that you should make sure you have read or come prepared to discuss. I think that would be helpful. And I think it should be on the committee chairs to share that ahead of the meeting clearly with Mel so that she knows what she's highlighted for us.

Chair Hultquist: Excellent.

Chairman Noles: My ask is, it's always hard -- it's harder to be able to ask good questions and be well informed about materials that you don't receive until the time of the meeting. So like today's discussion, which was a great discussion, I would have loved to have had those materials when I, you know, three or four work days ago, so that I could dig into it and really digest because there was a lot there. What Provost Tatum took us through, there was a lot of content there. And I would have loved to have had some time to really distill some of that before today's meeting. So my ask is that for all the meetings that I have, and I say this on both sides of the desk, because I've been in the production mode when I've provided information to boards of directors who chewed me out and ripped a new one for me, because they didn't get the information a week in advance, as we said. So I want to get the information.

Male voice: Second.

President Davidson: Heard.

Chair Hultquist: Okay, before, to review, and then links introduce decision points.

Trustee Molina: This is also about setup. I feel like this setup doesn't feel to me conducive of conversation. Because I know like, earlier today, it was great to have the deans share. And it's like, when is it appropriate for it to be like everybody who's in the room gets to converse, and I feel like kind of the setup we have now and the way that it's set up, it doesn't feel like as conducive to conversation, but that might just be me.

Chairman Noles: Are you talking the physical layout or the layout?

Trustee Molina: Yeah, the physical layout, to make sure people feel like they can chime in and raise their hand and -- and maybe this is also in the agenda where we can say... we can invite conversation from the outside folks. I know we have our committee members. Is that the only folks who are talking? That's often what happens. Do we want to open it up? What does that look like?

Mr. Fine: So, Marissa, from a logistical perspective, the reason we have it set up this way is for the Board meeting; right? It's for the Trustees to talk these things through. And we have certain people on certain committees, but we invite other Trustees to join the meetings, and I think they're welcome to join in the conversation. We've also -- and we bring staff, senior staff, deans, so they can see what's going on and see what you guys were talking about and to be available for questions. So I would say, if you have questions you should always feel free to ask staff, the particular staff or the dean or whatever, to answer those questions, and that's sort of how we talk about it as a senior team.

President Davidson: Yeah, if I may, I mean, and we have talked about this as a senior team and it's my position or -- you can change this if you want; it's your board, that you're the Board. And, you know, me even, and my senior team in particular are not here to talk to each other and about stuff and opine. They're here to observe and to be available if you need them. Right? And so, you know, kind of -- I don't know that you want, I mean, you can come to my senior team meetings every Wednesday if you want. I mean we actually have that kind of as an ROE. Don't be mouthing off in the Trustee meeting, if you will. So, happy to change that dynamic. But it's your board.

Trustee Molina: I mean, I think it's helpful to hear that that's the norm. And that if we want to invite folks outside of the Board to share their perspective that we can.

President Davidson: I would also say that we try to cultivate this as a culture, that they can speak freely. I mean, I might not agree with something that some of my vice presidents say, but I want them to say it and they might change my mind. And so I am not muzzling -- I'm not censoring anybody. But I am muzzling them so that you can have your meeting and ask them to -- and you invite them when you're ready, if that makes sense.

Trustee Molina: Yeah, I think that clarity is important because I don't think I had that clarity in my mind of when we like invited. And I also think there has to be a level like, today, I felt like it was really important for the deans to share. And I want them to feel comfortable enough to say, Hey, Committee Chair, can I be like on the queue to speak? And I think having that is helpful, just because I didn't have an understanding of that norm.

Chairman Noles: I think that's the norm if we do want anyone that's in the room is fair game to being engaged in the conversation. We do want to hear from everyone. So if there's a comment that someone wants to make who's not on the Board, please, put your hand up or something, because we want to hear it. We want contributions from everyone in the room, including the Trustees. But while this is our meeting, you know, everyone is here, we want to hear your input. And don't wait to be asked if you got something that you want to say.

Chair Hultquist: So this conversation ties back to the only real data point we have from that short survey we did of Board of Trustees back in the Fall. We were asking about engagement. And in general people want more discussion, and more deliberation time together. And you know, we're making some changes to pull some things into consent and to accommodate that. But I think to the extent that we can make sure what ended up happening with ASA is, once we got past the quick Dr. Tatum got to give his presentation, then we got to slow down and really all engage and so that was just extra time. And so to plan in advance that sometimes questions take follow-ups and I have found my one time I don't know how to engage what's the norm, is when there's a follow-up either of the staff or leader to me or vice versa, to improve understanding, to, you know, continue the dialogue. It's rare that understanding is clear with yes/no questions and answers. So how do we build that rapport and time in. So that -- and part of that is I mean,

it was great when this conversation is like, well, that's kind of not your deal. And I appreciated that there was that that candor so I really, if we can build in some time, when matters are important that we can do the follow-up questions and then have protocols on what follow-up looks like. I'd often have questions for Will, and, you know, he'd send me an email right away about it.

And then, I found in that last presentation, I was craving third-party data because that presentation did a couple things, but it mostly what it did, from the pros' perspective is what the faculty and I think is a worthy proposal, consider how we hold ourselves accountable, the merits of it. It was a very pro presentation. That's fine. I can evaluate it better with one: modeling data, and two: the discernment of my colleagues, and three: just some third-party data. So for instance, I happen to know four/four is completely standard, not heavy for an institution like ours. It can feel heavy within students as needy as we are. It can feel heavy relative to our peers who are R2s, but it's completely consistent with this type of institution. That wasn't there. What are other trends? What are some other ways of looking at this? How are some of those institutions financed? And is this just going to exacerbate our structural deficit we feel like we live with, where everything is underfunded. And so I'd love some third-party data on key metrics. Not to "gotcha," but to put the argument of our peers into context.

Mr. Fine: So Kristin, what I would say, echoing what Dr. Davidson said is, this is your meeting. You guys get to decide how these meetings run. What we're trying to do is sort of make sure you have enough time. You saw how long -- we're gonna get done today, fortunately, in time, but to make your decision how to manage the meetings. I think the way Marissa did it was perfect when she asked Mike what his thoughts were and that. And I think, Marissa, you asked the deans, What do you think? And that's completely within your realm, Kristin. If you want more data, it's within your realm to say that and ask for it. Because you're the Board of Trustees. This is your meeting, and we're here to give you the support.

Chair Hultquist: I just think that I want, on some of this higher ed context stuff, we do a lot of peers. I mean, every single time we're looking at a decision -- tuition, retention, faculty -- we're always looking at peers. The groups are always different. Sometimes within one table, the comparisons are different. And so I just want to be able to have -- to give our colleagues the same common reference. So you know, in presentations, can there be a standard? "Here's some background data for the decision we're looking at today." And it's just, it's just straight up. And then we can go into, "And now let's look at the decision. Let's look at the issue that we're grappling with." So that's, that's it: we're looking at faculty workload, for instance, as a 3/3. Did you know you also can look at it from a credit hours' service; you can also look at it this other way? Here's why we like looking at it this way. But that context wasn't provided.

Any other thoughts? Questions?

Trustee Molina: I think one of the things that sometimes feels hard for me is when we talk about all of these initiatives or things that are happening that are not academic stuff. I want to understand how they connect, what's our long-term connection to some of the goals that we have? Because sometimes it feels like, Oh, we're talking about this one thing and it seems really shiny and really great. And then when I have a conversation, it's like, well, we're actually not able to recruit all the students for that because we have some gaps.

So I want to understand..how are we actually prioritizing where we invest on new ventures? How are we deciding what those look like versus doubling down on the things that, if we meet the gaps, we could have the kind of impact we want to have and be able to say, like, Oh, we're gonna talk about this one initiative. Here's how it fits into like our Strategic Plan or, our DEI goals or whatever goal it might be attached to, so that when I hear about it again, I'm like, Oh, I know what it's connected to. So connecting the pieces a little bit more so that it's like a clear picture of how it's all building the ecosystem that we're trying to create at MSU. If that makes sense.

Chair Hultquist: It makes sense to me and I want to -- Dr. Benitez, I promise I'll get to you. I feel like, in the three years I've been on the Board, the communication of the Trustees has gotten so much better. It's outstanding in that the President when she gives her remarks at the Board meeting, they're always I think very thoughtfully put together. I love the Trustees' note. Those though, because they're so good and we've come to value them and we listen and we follow in, that's a place where the story arc: Remember, this is what we're doing this year. These are the marks we're trying to hit, you know. And so therefore, I'm going to give you these updates because they directly relate. Like, help us with that arc. Because at the end of the day, yeah, we have these fiduciary responsibilities, but we wake up every day because we love MSU Denver, we want to be able to tell the story as much as we can. We have different platforms. And so if you can help us with some of the places you already are, like, shining, to help weave these together, that would be terrific.

And then -- I'm sorry; Dr. Benitez, then Larry.

Dr. Benitez: But thank you, Madam Chair. I just have one question really. It's not to respond to right now. I know that when I'm looking at comparables, it's tough to find a regional that's all commuter, that shares -- a tri-institutional campus. There aren't any. So right. So how -- I'd love to eventually have a conversation with you; I'm not trying to now. (Inaudible) a lot of this work at the highest level. What will be those comparables that offer -- especially that commuter culture institutionally, to be responsive to, and shares a campus with three others that highly influences the decision-maker.

Chair Hultquist: I think it's instead of -- like what you said: instead of finding an exact one, we actually don't think we're like anyone else; right? I'd also say, name another institution that's an HSI that -- the way that we are an HSI and that we emphasize research and are located in the city and the proportion of Black students we serve, like, that's special, and there are a few like us like a Cal State L.A. But my point is like for those different variables that we value, that we know what we're like, then what do peers look like. But again, a classic quantum example is for 4/4 faculty work for this particular driver of costs, quality and retention and all other good things, here's how other institutions that have about the same state spending we have, this is how they approach it. This is -- it's just -- and it's not to be deficit-based. But I want context because I think the point that Dr. Tatum made that resonated with me was, this is about who we want to be and making investments in who we want to be. And so I'm fine if we're different than others and better than others; I just want to see it here in that comparison. Again, I don't think we have many peers in Colorado. We don't have many peers nationally, but there are some.

President Davidson: We have competitors in Colorado and peers around the country. Like we have the Hanover peers. And we have the HSI peers. Yeah, there's different subsets and I think that you do present different groups when you're trying to assess different things.

Mr. Sampler: With the new budget process, the engine of this new process is called the University Planning Budget and Analysis Committee. And the steering for it is the charging document that Dr. Davidson gave that group. So part of the way that we get you your answer about how these things all tie together is in the budget process. It's going to force us to keep going back and touching that document. How does this relate to the charging document we were given? How does this relate to other things in the charging document? So it's still a work in progress but I think this year, as we give you updates on the budget process, it will come with richer information about how programs work together and how then they fit into the umbrella of this charging document that you worked with Dr. Davidson to generate for us.

Chair Hultquist: Well, I appreciate the input and I appreciate the responsiveness. That's terrific. Really, that was the whole goal of our discussion items was to objective -- was to go through the assessment results, I gave them to you. And then try to relate.

2. Article: Hard Truths That Higher Education Has Evaded for Too Long

Now, the article about *Hard Truths That Higher Education Has Evaded for Too Long*. We're not gonna have a conversation about that today. We worked with -- we worked with our awesomely important hard decisions earlier today. So with that, David, will you -- do you have anything to say about the conflict of interest form?

B. Conflict of Interest Form – David Fine, Board Secretary

Mr. Fine: Well, so, I sent out conflict-of-interest blank forms and we're starting now this year to have you all take a look at them annually. If you could take a look at the form, think through what conflicts based on our -- based on that form you think you might have, and fill them out and get them back to me and Mel, that would be great.

Chair Hultquist: Sounds good. All right, with that, I'm looking for a motion to adjourn, I think we're only five minutes late.

V. ADJOURNMENT

Chairman Noles: So moved.
Trustee Molina: Second.

Chair Hultquist: Okay. All right. All in favor? Governance Committee is adjourned.