

**SOUTH DAKOTA BOARD OF REGENTS  
PLANNING SESSION  
AUGUST 8-10, 2017**

**SUBJECT: Board Operations and Priorities for 2017-2018**

The Board of Regents will have an opportunity to review its operational procedures and to provide feedback on ways to make the Board function more effectively for each member personally as well as for the entire organization. Just a few examples of operational procedures the Board may consider implementing include: (1) standing meetings for Board committee members to be briefed on agenda items each Monday before a regular Board meeting and (2) including Board committee members on communications regarding upcoming Affairs Councils meeting agendas and materials.

***Insights from the Regents' President***

Regents' President Bob Sutton will have an opportunity to share insights from the recently attended Association of Governing Boards (AGB) Leadership Institute in Washington, D.C.

***Evaluation of Board Operations***

Board self-evaluations as a tool for sharpening the effectiveness of Board operations was one topic discussed at the AGB Leadership Institute. Attachments I and II include examples of such self-evaluation tools. The regents are asked to review the survey tools and provide input on (1) whether or not they would like to move forward with such an assessment and (2) if moving forward, what level of detail is necessary.

***Comprehensive Review of By-laws***

The Board will be introduced to a comprehensive review of its By-Laws. Part of this discussion will focus on the Board's current committee structure and how the purview of the Committee on Planning and Resource Development could be broadened to include governance. A first reading of the comprehensive revisions of the By-Laws will be considered during the business meeting on Thursday, August 10. The attachments outlining the suggested changes as a result of the comprehensive By-Laws review can be found in Board Item 5-H.

## Test of an Effective Board

**A. I think this is an effective board practice.**

*Agree / Disagree*

**B. Rate the extent to which you think our Board acts in this manner.**

*4 – Agree      3 – Tend to Agree      2 – Tend to Disagree      1 – Disagree*

	<b>General:</b>	<b>A</b>	<b>B</b>
1.	<b>A Sense of Mission.</b> Our Board's bylaws include a comprehensive (though not exhaustive) list of the Board's key responsibilities—a "job description" that cites the Board's major areas of authority in contemporary, "state of the art" language that helps to distinguish "governance" from "management" functions. (Note: It is unlikely that simply borrowing prose from enabling state legislation or relevant regulation will prove to be adequate for this purpose).		
2.	<b>Expectations.</b> Our Board has adopted its own "statement of Board member responsibilities" that sets basic expectations for the conduct of all <i>individual</i> members. That is, the Board has adopted standards of performance that all are expected to adhere to in the course of their trusteeship.		
3.	<b>For the Record.</b> Our Board functions effectively under the state's open meetings and records laws and has full and open debate. Our Board has requested that an accurate record of member attendance be maintained and provided as part of every Board meeting's materials for all Board members (i.e., attendance by name).		
4.	<b>Self-Assessment.</b> Every three or four years our Board commits itself to a comprehensive self-study of its strengths and shortcomings. We engage a third party to help ensure objectivity and to serve as a resource. By doing so, we set an example for the academic community and the campus, and acknowledge that even good boards can be better.		
5.	<b>Open Dialogue.</b> Our Board meetings are conducted with full participation of all members. Should our Board be in one of the states that require board retreats to be conducted with media present, we have decided that it is better to proceed with press present than not to conduct retreats or other candid discussions at all.		
6.	<b>The Exceptional Case.</b> Our Board's bylaws include a provision that elaborates a process by which member conduct that is non-contributing, consistently <b>truant</b> , or egregiously inappropriate can be addressed, or at least called to the attention of the appointing authority		

## Test of an Effective Board

	for possible action, including possible removal. Use of such process requires a 2/3 vote or more of Board members.		
	<b>Leadership:</b>	<b>A</b>	<b>B</b>
7.	<b>Board Chairs.</b> Our Board avoids the practice of enabling every member to be Chair of the Board for one-year terms. It has adopted a bylaw provision similar to this wording: "The Chair shall serve for renewable one-year terms. Ordinarily, he or she shall serve for at least two years, but not more than four consecutive years." Not every Board member has the time, disposition, commitment, or skills to be an effective chair and there should be no presumption of entitlement.		
8.	<b>Choosing Board Chairs.</b> The Board chooses its own chair-not the governor or anyone else-and on the basis of merit and leadership abilities. Moreover, our bylaws do not require or presume that the incumbent vice chair of the Board will succeed the incumbent chair. Board accountability begins with the Board's flexibility and responsibility to choose its own leaders.		
9.	<b>Bringing on New Board Members.</b> Our Board insists that we sustain a high quality orientation program for our Board members. Conducted over the first 9 to 12 months of a member's first year of service, the program gives considerable attention to the nuances of trusteeship and the policies and procedures by which the Board does its work, as well as orientation to the system and its campuses and the state policy environment. Furthermore, our Board leaders help to conduct the program.		
10.	<b>Building the Entire Board.</b> Our Board Chair and the Chief Executive consistently focus on their joint responsibility to plan and develop in-service activities and experiences to enhance the Board's capacity to meet its responsibilities and strengthen its performances. We plan and budget annually for Board member participation in state, regional and national meetings, retreats away from campus, and for guest experts, who contribute to our deliberations on important strategic matters confronting the system and its institutions.		
	<b>Board Meetings and Committee Structure:</b>	<b>A</b>	<b>B</b>
11.	<b>Meetings.</b> Our Board conducts four to six regular Board meetings annually. (Nationally, public university and system Boards meet between 4 and 12 times annually; but often there is an inverse relationship between the number and length of meetings and actual performance. Nationally, the median number is about six meetings). Fewer-but stronger meetings-may contribute to move strategic		

## Test of an Effective Board

	thinking and action. A consent agenda is used whenever possible to handle routine matters.		
12.	<b>The Big Picture.</b> Our Chief Executive works closely with Board leaders to devote a part of each Board meeting to provide awareness and understanding of the strengths and needs of the system and member institutions, as well as general trends in higher education. We think of each Board meeting as "part-seminar," opportunities to bring faculty, students, alumni, business leaders, and other constituents to the boardroom-as well as deans and other academic leaders to help assess the strengths and weaknesses of major academic programs over time.		
13.	<b>Getting Away.</b> At least every other year the Board's devotes two days to a "retreat." On alternate years the retreat is devoted to a key strategic issue confronting the system, or to a review of progress against goals in the strategic plan. Other years, the Board devotes the retreat to a comprehensive self-study of its performance.		
14.	<b>Committees.</b> The number of our Board's standing committees bears a sensible relationship to the size of our Board. Minimally, no member serves on more than two committees-preferably only one-not including the executive committee. Furthermore, there is an appropriate level of trust among our members such that not all feel compelled to attend all committee meetings. Oral reports of committee work are given at Board meetings only when there is a recommended action or when the committee seeks the Board's guidance. (If we have an executive committee, it avoids the temptation to make decisions that should be reserved for the Board itself.)		
15.	<b>Fiscal Stewardship.</b> Our Board understands where our cost-drivers are in the budget and thinks strategically how reallocations and new priorities can be funded. In keeping with the spirit of the federal Sarbanes-Oxley Act, the Board has an audit committee that functions with a clear and comprehensive set of responsibilities. It is either an active subcommittee of the Finance/Budget Committee, or preferably, it is a separate standing committee whose chair is not a member of the Finance Committee.		
16.	<b>Take Stock.</b> At the end of at least every other regular Board meeting, we devote a few minutes to a discussion of these questions: 1) What were the merits and demerits of our meeting today (related to the agenda, supporting materials, advance committee work, or other matters)? 2) What should we do to make our next meeting even more effective and efficient?		

## Test of an Effective Board

	<b>Other Signs of Effectiveness:</b>	<b>A</b>	<b>B</b>
17.	<b>Cohesion.</b> Our Board members understand the importance of knowing one another as individuals-as well as our senior staff. We make time to socialize in connection with our meeting over dinners, but also apart from them at campus events, retreats, or away from campus.		
18.	<b>Focus.</b> Our Chief Executive and Board leaders work very hard to keep us focused on long-term strategy, priorities, and goals. This isn't easy, but by improving the meeting agenda and using "consent" groupings of required approvals on operational matters, having fewer but longer meetings, and emphasizing discussion over "presentation," our Board is more engaged, more stimulated and motivated, more knowledgeable in the key issues facing the system, and more willing and able to serve as an effective advocate.		
19.	<b>Communication.</b> Our Chief Executive does a splendid job of keeping us informed between Board meetings through an informal communication via e-mail and other mailings that succinctly brings news of emerging issues and opportunities.		
20.	<b>Board Policies.</b> Our Board codifies or catalogs all Board policies. We believe its good practice to state the date of adoption or amendment of each policy and whether it is subject to annual, biennial, or other review.		
21.	<b>Ability to Articulate System's Mission.</b> We are especially equipped to understand and explain how the mission of our system fits into an overall statewide plan or strategic agenda for higher education and how the system contributes to the state's future.		
22.	<b>Balance Advocacy with Oversight.</b> Our Board balances advocacy to external constituents with the need for oversight and institutional accountability. We monitor institutional and overall system performance on several indicators that give us a clear indication of the successes as well as areas of potential improvements.		
23.	<b>Consultative but Decisive.</b> Our Board doesn't delay decisions on difficult issues or defer unnecessarily to elected officials, the administration, or faculty. We know when to reserve decisions for ourselves and when to delegate.		

Adapted from "A Test of and Effective Public Board by Richard T. Ingram, Trusteeship, Vol. 13, No. 1 (January 2005).

**South Dakota Board of Regents Self-Evaluation**  
2017

This self-evaluation has been developed for the Board to assess its performance in providing oversight and governance of South Dakota's six universities and two special schools. The self-evaluation is critical to the Board's strategic planning process.

Please take a moment to answer the following questions. Feel free to use additional pages as necessary to answer the questions.

1. I understand the roles and missions of all Board-governed agencies and institutions:

Agree \_\_\_; Tend to Agree \_\_\_; Tend to Disagree\_\_\_; Disagree\_\_\_

Comments or suggestions:

2. I believe our institutional leadership understands their Board-approved mission and strategic plan:

Agree \_\_\_; Tend to Agree \_\_\_; Tend to Disagree\_\_\_; Disagree\_\_\_

Comments or suggestions:

3. The Board has effectively performed its oversight and governing responsibilities:

Agree \_\_\_; Tend to Agree \_\_\_; Tend to Disagree\_\_\_; Disagree\_\_\_

Comments or suggestions:

4. I feel I am generally kept apprised of activities, conferences, meetings, media coverage and policy decisions which are of interest to the Board (individually and collectively):

Agree \_\_\_; Tend to Agree \_\_\_; Tend to Disagree\_\_\_; Disagree\_\_\_

Comments or suggestions:

5. The volume and quality of information communicated from Board staff on a regular basis is about right.

Agree \_\_\_; Tend to Agree \_\_\_; Tend to Disagree\_\_\_; Disagree\_\_\_

Comments or suggestions:

6. When asked to vote on action items with policy or budget implications, I generally feel well informed and prepared:

Agree \_\_\_; Tend to Agree \_\_\_; Tend to Disagree\_\_\_; Disagree\_\_\_

Comments or suggestions:

7. In general, the level of support provided by the Board staff to me as a Board member is good.

Agree \_\_\_; Tend to Agree \_\_\_; Tend to Disagree\_\_\_; Disagree\_\_\_

Comments or suggestions:

8. The structure of Board meetings (allocation of time/scope of presentation/information presented, etc.) is good.

Agree \_\_\_; Tend to Agree \_\_\_; Tend to Disagree\_\_\_; Disagree\_\_\_

Comments or suggestions:

9. I believe that the Board's strategic planning process is effective.

Agree \_\_\_; Tend to Agree \_\_\_; Tend to Disagree\_\_\_; Disagree\_\_\_

Comments or suggestions:

10. I believe that the Board's progress towards its strategic priorities is appropriate.

Agree \_\_\_; Tend to Agree \_\_\_; Tend to Disagree\_\_\_; Disagree\_\_\_

Comments or suggestions:

Please list any recommendations for improving Board processes, procedures or performance (not otherwise provided above):

Please list topics/professional development you would like to recommend for future Board retreats: