

Governance Process Policies Quadrant

Quadrant 1 of 4

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Table of Contents

Table of Contents.....	2
Definitions.....	3
Governance Process Policies.....	4
Policy 1.0 Approach to Governing	5
1.0.1 Commitment to Individual and Group Responsibility	5
1.0.2 Decision Making Culture.....	5
1.0.3 Ample Council Member Training.....	5
1.0.4 Regular Self-Assessment.....	5
Policy 1.1 Respect for Boundaries	6
1.1.1 Control Interactions with Administration	6
1.1.2 Non-Discrimination and Harassment	6
1.1.3 Conflict Avoidance	6
1.1.4 Employment Influence	6
Policy 1.2 Specific Council Responsibilities.....	7
1.2.1 Actively Engage with Those the Council Represents.....	7
1.2.2 Develop a Governing Policies Framework.....	7
1.2.3 Assess Agency Performance	7
Policy 1.3 Role of Council Officers Policy	8
1.3.1 Chair’s Authority.....	8
1.3.2 Member Committee Designations	8
1.3.3 Member Removal and Vacancies	8
1.3.4 Authority Limits	9
1.3.5 Vice Chair’s Authority	9
Policy 1.4 Meeting Planning.....	10
1.4.1 Annual Work Plan	10
1.4.2 Meeting Protocol.....	10
1.4.3 Council Meeting Agendas	10

- 1.4.4 Standing Committee Meeting Agendas..... 11
- Policy 1.5 Governance Investment 12
 - 1.5.1 Adequate Investment in Governance..... 12
 - 1.5.2 Governance Cost Budget Timing 12
 - 1.5.3 Member Compensation..... 12
- Policy 1.6 Committee Structure and Principles 13
 - 1.6.1 Council Committee List and Distinctions..... 13
 - 1.6.2 Committee Membership 13
- Policy 1.7 Ex Officio Member Position Description 15
 - 1.7.1 Ex Officio Member Expectations 15
 - 1.7.2 Ex Officio Member Responsibilities..... 15
 - 1.7.3 Ex Officio Member Authority..... 15
 - 1.7.4 Strategic Utilization of Ex Officio Members 15

Definitions

Council refers to the governing Council as a whole

Council members refers to the individual governor-appointed members who are part of the Council

Staff refers to the employees of MCD, either individually or as a whole

Agency refers to the entire organization of MCD as a whole

Governance Process Policies

The directions on how the Council will approach its own work. These policies are unique to this Council and complement, rather than repeat, their statutory or State of Minnesota policy governance requirements. When properly adhered to, these policies provide a framework to guide and promote effective governance.

Policy 1.0 Approach to Governing

The purpose of the Council is to see to it that the Minnesota Council on Disability accomplishes its statutory duties as further defined in its End Results policies and avoids situations and decisions determined as unacceptable in the Executive Limitations policies. The Council approaches governance by focusing on setting strategic direction rather than overseeing management decisions and fosters a culture of active member engagement rather than passive support. It understands the state statutes and policies that impact how they must operate. The Council's approach to governing is strongly influenced by the work of Dr. John Carver and his Policy Governance® model. Accordingly:

1.0.1 Commitment to Individual and Group Responsibility

Individual members demonstrate a commitment to their responsibilities through excellent meeting preparation, attendance and participation habits, and respect for this policy framework. Removal of members not meeting these expectations is the responsibility of the Chair and further defined in the Role of Council Officers policy. Committees and the whole Council demonstrate group responsibility by taking charge of their governing responsibilities rather than relying on staff to motivate and guide their efforts.

1.0.2 Decision Making Culture

The Council recognizes that authority to make decisions and direct the Executive Director rests with the whole Council, not individual members. Therefore, Council members support decisions of the Council on any matter, despite what they might feel as individuals. Decision-making culture stresses robust information sharing and seeking a broad cross-section of perspectives beyond those of the Council members.

1.0.3 Ample Council Member Training

New members are trained promptly and thoroughly. Orientation includes an introduction to the work and history of the organization, tools and process of governing, and individual Council member expectations. Ongoing training assures all Council members have the broad subject and governing process knowledge necessary to make wise decisions.

1.0.4 Regular Self-Assessment

The Council monitors its performance against these Governing Process policies on a regularly scheduled basis and incorporates performance improvement efforts into their annual work calendar.

Policy 1.1 Respect for Boundaries

Members demonstrate loyalty to *all communities* of Minnesotans with disabilities. Members must not be conflicted by loyalties to staff, other organizations, or their professional or personal interests as community members. Accordingly:

1.1.1 Control Interactions with Administration

Council members interacting with the Executive Director or staff recognize that they do not have authority to give directions unless explicitly authorized by the Council. Because staff report to the Executive Director, members refrain from directing the work of staff without first clearing the request with the Executive Director. Council members will not criticize staff members and only express concerns about individual staff performance to the Executive Director.

1.1.2 Non-Discrimination and Harassment

Members follow state laws prohibiting discrimination and harassment of employees and fellow Council members in the workplace, which state: “Employment discrimination or harassment based on a person’s protected class is prohibited as listed in HR policy” ([HR/LR Policy #1436 \[PDF\]](#)).

1.1.3 Conflict Avoidance

Members will avoid conflicts between their governing responsibilities and their personal, financial, or agency interests. To avoid any conflicts of interest, members will: 1) annually declare potential conflicts of interest, 2) request a determination from the Council if the member thinks they might have a conflict, 3) leave the meeting room/call during all Council discussion and decision making related to the topic with which the member has a conflict. Non-disclosure of an actual or possible conflict of interest will be evaluated by the Council on a case-by-case basis and may result in disciplinary action. *Note: See the conflict declaration form in the Council member handbook.*

1.1.4 Employment Influence

Council members will not use their position on the Council to receive employment in the agency for themselves, family members, or for others, which could be, or appear to be, preferential treatment or a conflict of interest. Council members who apply for employment in the agency must first suspend themselves from the Council.

Policy 1.2 Specific Council Responsibilities

The Council has the sole responsibility for these specific governing responsibilities to ensure the agency can accomplish its mission. Accordingly:

1.2.1 Actively Engage with Those the Council Represents

The Council regularly secures input from individuals and organizations in the disability community to inform governing decisions and to report back to them on the agency's results.

1.2.2 Develop a Governing Policies Framework

The Council produces and maintains current written policies to guide behavior, relationships, and agency performance. Policies are organized into the following four quadrants:

End Results Policies: The specific agency results staff efforts are expected to achieve for those people and organizations impacted by the statutory duties of the Minnesota Council on Disability.

Executive Limitations Policies: The limits on Executive Director authority for administrative decisions and activities, designed to protect the agency from unacceptable risks, etc.

Governance Process Policies: The directions on how the Council will approach its own work.

Council - Executive Director Relationship Policies: The scope of authority granted to the Executive Director and how Council members will monitor compliance with their policies.

1.2.3 Assess Agency Performance

The Council monitors the agency's performance and the Council's governing performance through a systematic assessment of that performance against the policies listed above. Whether the End Results were achieved, and Executive Limitations were avoided also forms the basis of the Executive Director's annual performance review.

Policy 1.3 Role of Council Officers Policy

The officers of the Council are the Chair, appointed by the Governor of the State of Minnesota, and the Vice Chair, elected by the Council from a pool of interested Council members during the annual election meeting. The annual election will be held as defined by Minnesota Statute 256.482, subdiv. 1. The Chair serves for one year or until the Governor appoints a successor. The Vice Chair serves for one year from the date of the Vice Chair's election at the annual planning meeting.

The role of the Chair and Vice Chair are primarily to provide the leadership necessary to ensure the Council behaves consistent to its own rules and those formally imposed on it by state statute and from outside the agency. Accordingly:

1.3.1 Chair's Authority

The Chair is appointed by the governor from among the Council membership (256.482, subdiv. 1) and is authorized by the Council to make decisions based on reasonable interpretations of Governance Process and Council Delegation to the Executive Director policies.

1.3.1.1 Chairing Meetings

The Chair is empowered to lead Council meetings.

1.3.1.2 Deliberation Process

The Chair makes sure that meeting discussions are fair, thorough, timely, orderly, and kept on topic.

1.3.1.3 Council Representation

The Chair may represent the Council to outside groups, but only on issues where the Council has officially taken a position.

1.3.1.4 Delegating Authority

The Chair may temporarily delegate its authority to the Vice Chair but also remains accountable for the Vice Chair's use of this authority.

1.3.2 Member Committee Designations

The Chair, with statutory authority (256.482, subdiv. 4), determines member designations to committees with majority approval of the Council.

1.3.3 Member Removal and Vacancies

The Chair may facilitate removal of members and fill vacancies on the Council with administrative assistance from the Executive Director and according to Minnesota Statutes [256.482](#) and [15.0575](#).

1.3.4 Appointments, Term Durations, and Term Limits

The council members are appointed by the Governor to three-year terms. Council members may stay on the council until their replacement is appointed as explained in Minnesota Statutes [256.482](#) and [15.0575](#).

1.3.4.1

There are no term limits.

1.3.4 Authority Limits

The Chair has no authority to make independent decisions on the employment, termination, or supervision of the Executive Director.

1.3.5 Vice Chair's Authority

The Vice Chair is to be available to take over for the Chair should the need arise and according to the scope of authority defined above and, in the case of the permanent loss of the Chair, until the Governor appoints a new Chair. If neither Chair nor Vice Chair are available for meeting leadership, the responsibility falls to the Chair of the Governance Systems Committee.

1.3.5.1 Legislative Session Policy Resource

The Vice Chair has the authority to act as the single point of contact for policy issues that may arise during the legislative session. The decisions will be consistent with the agency's values and public policy positions.

Policy 1.4 Meeting Planning

The Council Planning Committee is responsible for developing its annual work plan and meeting agendas, relying on staff for logistical support. The Council meets as often as necessary to accomplish its governing work but not fewer than 4 times annually. Accordingly:

1.4.1 Annual Work Plan

The governance work plan for the coming year is determined during the month of {X.} The work planning effort is overseen by the Council Planning Committee, though other committees may have responsibility to complete various outputs. At a minimum, the plan will include:

- Stakeholder engagement to gain input and report agency results
- Agency performance monitoring against established policies
- End Results policy review and update (every 3-5 years)
- New policy development
- Council performance assessment against established policies

1.4.2 Meeting Protocol

The Council will comply with Minnesota Open Meeting Law as defined in [Minnesota Statue 13D](#) regarding the public nature of regular, special, and emergency meetings, electronic notification of meetings, voting and quorum. It will follow the guidance of The Modern Rules of Order (created by the American Bar Association) to assure meetings are held in an orderly, respectful manner.

1.4.3 Council Meeting Agendas

The Council Chair is responsible for planning regular, special, and emergency meeting agendas. The Chair will work with the Council Planning Committee, Executive Director, and Executive Council Secretary.

1.4.3.1 Submitting Agenda Items

Council members may submit an item in writing to the Executive Committee for consideration to add to the meeting agenda. The communication must be received at least two business days prior to the Executive Committee meeting immediately prior to the Council meeting.

1.4.3.2 Consent Items

The consent agenda section is limited to the approval of items the Council would not normally have on its agenda because they have been delegated to the Executive Director, but the item requires “Council approval” by a state agency or law. Therefore, the Executive Director is responsible for supplying items for this portion of the agenda. Non-controversial items or past meeting minutes will not be placed on a consent agenda.

1.4.4 Standing Committee Meeting Agendas

Committee chairs, with input from their committee members, are responsible for setting meeting agendas and proactively communicating that information to the Executive Committee for the Annual Planning Calendar. Logistical support is provided to the committee from the Executive Director or a designate as necessary.

Policy 1.5 Governance Investment

Because poor governance costs more than governing well, the Council will respect the costs to fulfill its responsibilities and invest in its governance capacity. Accordingly:

1.5.1 Adequate Investment in Governance

Council member skills, methods, and supports will be sufficient to ensure governing with excellence.

1.5.1.1 Training

Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.

1.5.1.2 Monitoring Assistance

Outside monitoring assistance will be arranged so that the Council can exercise confident control over agency performance. This includes, but is not limited to, financial and internal audits.

1.5.1.3 Outreach

Outreach mechanisms (e.g. surveys, focus groups) will be used as needed to ensure the Council's ability to listen to constituent viewpoints and values.

1.5.2 Governance Cost Budget Timing

The Council will determine these projected governing costs for the next biennial during the month of August.

1.5.3 Member Compensation

Members will comply with compensation standards as defined in statute (15.059 Subd 3.) and the member guidebook.

Policy 1.6 Committee Structure and Principles

The Council may establish committees to help carry out its governing responsibilities based on the following guiding principles. A committee is a Council committee only if it is formed by the Council through a formal decision, regardless of whether Council members sit on the committee. The boundaries, roles, and authority of Council members applies to Council members when participating in committees. The only standing committees of this Council are those listed in this policy. Accordingly:

1.6.1 Council Committee List and Distinctions

This policy applies only to committees that are formed by Council action, it does not apply to committees formed under the authority of the Executive Director even if Council members are on that kind of committee. Council committees include:

1.6.1.1 Council Planning Committee

Purpose of this committee is to manage logistics such as scheduling, agenda planning, committee assignments, member recruitment, training for new members and ongoing training for the Council, and coordinate committee and Council work.

Membership is comprised of the Chair, Vice Chair, and one to two more members.

1.6.1.2 External Relationships Committee

Purpose of this committee is to manage accountability and relationships to Minnesotans with disabilities and the organizations serving these communities by:

- Developing and overseeing a plan for regular listening engagement efforts (regionally and via agencies) to inform the development of policies that guide agency decision making, and
- Developing and overseeing a plan to regularly share agency results with these parties.

Membership is comprised of 5-7 Council members.

1.6.1.3 Governance Systems Committee

Purpose of this committee is to develop and revise policies that guide the behavior of the Council, the decisions of the staff, and to develop and maintain systems for monitoring Council and agency compliance with those policies. This committee also works with the Executive Director to compile the Executive Director Limitations report for the Full Council.

Membership is comprised of 5-7 Council members.

1.6.2 Committee Membership

All Council members are expected to participate on at least one Council-level committee. Typically, no more than 1/3 of Council members can serve on any one committee, and the Council Chair will assign or unassign members to a committee as needed.

1.6.2.1 Staff-level Committees, Working Groups, etc.

The Council recognizes the authority of the Executive Director and staff to utilize their own committees, working groups, task forces, etc., to accomplishing their work. If they wish to invite Council members to participate, that is acceptable if those participants know they are participating as volunteers rather than official representatives of the Council.

Policy 1.7 Ex Officio Member Position Description

An Ex Officio Member is a non-voting member of the Council and is appointed by the Commissioner or agency leaders listed in the law that created MCD (MS [256.482](#)):

- Department of Education
- Department of Human Services
- Department of Health
- Department of Human Rights
- Director of Vocational Rehabilitation Services
- Director of State Services for the Blind
- The Council may appoint ex officio members from other bureaus, divisions, or sections of state departments which are directly concerned with the provision of services to persons with a disability.

1.7.1 Ex Officio Member Expectations

- Believe in equity and inclusion for Minnesotans with disabilities
- Support the rights of Minnesotans with disabilities
- Be an active and fully participating member of the Council

1.7.2 Ex Officio Member Responsibilities

- Proactively develop and maintain healthy, two-way communications, between MCD and originating agency.
- Be ready to provide Council and staff useful information and perspectives from originating agency about an issue being considered by MCD.
- Act as an agency point person, or recruit a point person within the originating agency, to collaboratively address issues.
- Attend Full Council Meetings and report relevant issues back to your agency.

1.7.3 Ex Officio Member Authority

- Be invited to all open Full Council Meetings
- Invited to committee meetings upon ex officio member's request
- Participate in discussion during meetings
- Ex officio members are not able to vote on official Council business
- Do not count towards quorum
- In working committees created by staff, ex officio members are full participants and are not limited by their role

1.7.4 Strategic Utilization of Ex Officio Members

- Utilize subject matter expertise in Council meetings, Council committee meetings, and staff-created committees
- Be intentional about centering disability in all discussions at Council meetings through the lens of originating agency

- Be a resource to the Chair, Council members, and MCD staff