1.3 Governance and Bylaws

1.3.1 The College of Saint Benedict General Governance from Bylaws

The College of Saint Benedict is an independent, nonprofit corporation sponsored by the Sisters of the Order of Saint Benedict, Saint Joseph, Minnesota. Governance and management of the College of Saint Benedict is delineated in the bylaws as amended in 2003.

While the Board of Trustees retains responsibility for the operational aspects of the college, the corporate members have ultimate responsibility for the authority over certain restricted matters. Specifically, governance decisions of the corporate members are restricted to those which help to ensure that the Catholic purpose and Benedictine identity of the college is preserved. The corporate members are responsible for:

a. appointing the Board of Trustees and removing any member thereof;
b. approving any merger, acquisition, or dissolution of the corporation;
c. amending the Articles of Incorporation and making or amending the bylaws; and
d. approving any major sale or encumbrance of the assets of the corporation.

The Board of Trustees is composed of not fewer than 21 members, some of whom are members of the Sisters of the Order of Saint Benedict, Saint Joseph, Minnesota. Members serve a three-year term and may be reelected to a second and third three-year term for a consecutive tenure of not more than nine years.

The Board of Trustees is the policy-making body of the College of Saint Benedict. Implementation of its policies is the responsibility of the president, whom the Board of Trustees has the responsibility to select. The annual meeting of the Board of Trustees is held in the spring of each year. The work of the Board of Trustees in preparation for policy decisions is achieved through its committee structure.

1.3.2 Saint John’s University General Governance from Statement on the Role of the Corporation, Governance Documents, 1985

Saint John’s University operates as a division of the Order of Saint Benedict, Incorporated, a Minnesota not-for-profit corporation. The abbot of Saint John’s Abbey is the president of the corporation. The other officers are the secretary and treasurer, appointed by the president. The board of directors of the corporation is comprised of
the abbot and 10 members of Saint John’s Abbey chosen according to norms established by the Juridic Elements of the American Cassinese Federation of Benedictine Monasteries. The membership of the corporation is limited to the members of Saint John’s Abbey who hold permanent status through final vows. The members are collectively designated as The Chapter.

To provide for the governance and management of Saint John’s University, the corporation has established the statutes. The statutes as revised in 1982 reserve to the corporation certain powers concerning the university. Principal among these are the reservations expressed in Article III, Section 3, which concern the encumbrance or disposition of the assets of the university, and Article IX, which concerns the power to amend or revoke the statutes.

The statutes establish a Board of Regents to exercise governance of the university and a president to serve as the chief executive officer of the university. Their financial responsibility includes assistance in fundraising and prudent management of the university’s resources as designated by the parent corporation, which retains the power to authorize or modify operating and capital budgets prepared by the president and approved by the Board of Regents.

To enable the university to plan and carry out its approved mission, the corporation provides for a separate audit of university accounts and designates certain funds as university reserves and endowment. The corporation also provides an annual grant to the university by contributing a percentage of salaries paid to members of the corporation employed by the university.

In order to assure adequate representation of the corporation in university governance, the officers of the corporation are ex officio members of the Board of Regents and the Executive Committee of the Board of Regents. In addition, the abbot serves as chancellor of the university with power to nominate the president of the university for election by the Board. The Chapter also elects six of its members to the Board of Regents. It is understood that the president may be called on to report to The Chapter concerning the university.

By these procedures the corporation retains ultimate control of the university while delegating its governance and management to the Board of Regents and the president of the university.
1.3.3 Faculty Representation to the Board of Trustees of the College of Saint Benedict

Article III, Section 1, of the “College of Saint Benedict Bylaws” states: “The Board of Trustees of the Corporation shall normally consist of not fewer than twenty-one (21), nor more than thirty-five (35), persons, some of whom shall be members of the Sisters of the Order of Saint Benedict, Saint Joseph, Minnesota. In addition, those persons from time to time occupying the positions of or corresponding to the position of chair of the Faculty and Staff Assembly, the student trustee of the Saint Benedict Senate, and the President of the Alumnae Council shall serve as Trustees, during their respective terms, without voting privileges, and shall be designated as ex-officio Trustees” (June 3, 2003).

1.3.4 Faculty Representation to the Board of Regents of Saint John’s University

Article IV, Section 4, of the Statutes of the University (Governance Documents, Third Edition, 1990, amended 9/20/01) states: Each of the following shall nominate one (1) person from its respective membership: the faculty (1); the undergraduate student government (1); and the alumni association (1). Following such nominations, these individuals shall be elected by a majority of the Regents present and voting at any regular meeting of the Board, according to procedures set forth in the University Bylaws.

1.3.5 Faculty Representation on Committees of the Boards

The Boards may invite representatives from among the faculty “to attend meetings of [specific] joint and coordinate committees and to participate in the work of committees as nonvoting representative” (Joint Governance Committee, September 4, 1997). Specific guidelines for participation on committees may be found in the publication “A Handbook: Participation for Faculty/Student Representatives on Joint Board Committees,” which is available from the Office of the Provost.