

## AGENDA

### COMMITTEE ON ORGANIZATION AND RULES

**Meeting: 5:00 p.m., Tuesday, November 14, 2006**  
**Glenn S. Dumke Auditorium**

**8:15 a.m., Wednesday, November 15, 2006**  
**Glenn S. Dumke Auditorium**

George G. Gowgani, Chair  
Craig Smith, Vice Chair  
Jeffrey L. Bleich  
Herbert L. Carter  
Carol R. Chandler  
Debra S. Farar  
Melinda Guzman  
Ricardo F. Icaza  
Lou Monville

**5:00 p.m., Tuesday, November 14, 2006 - Glenn S. Dumke Auditorium**

#### **Consent Items**

Approval of Minutes of September 20, 2006

1. Amendment to Trustees' Rules of Procedure, *Action*
2. Revised Schedule of Board of Trustees' Meetings, 2007, *Action*

**\*\*NOTE**

**8:15.m., Wednesday, November 15, 2006 - Glenn S. Dumke Auditorium**

#### **Consent Items**

Approval of Minutes of September 20, 2006

1. Amendment to Trustees' Rules of Procedure, *Action*
2. Revised Schedule of Board of Trustees' Meetings, 2007, *Action*

**\*\*Note:** Depending on the length of discussions on Tuesday, November 14, 2006, Committee on Organization and Rules items may have to be carried over to Wednesday for consideration

**MINUTES OF MEETING OF  
COMMITTEE ON ORGANIZATION AND RULES**

**Trustees of The California State University  
Glenn S. Dumke Conference Center  
401 Golden Shore  
Long Beach, California**

**September 20, 2006**

**Members Present**

George G. Gowgani, Chair  
Craig Smith, Vice Chair  
Roberta Achtenberg, Chair of the Board  
Jeffrey L. Bleich  
Herbert L. Carter  
Carol R. Chandler  
Debra S. Farar  
Ricardo F. Icaza  
Lou Monville  
Charles B. Reed, Chancellor

Chair Gowgani called the meeting to order.

**Approval of Minutes**

The minutes for the July 18, 2006 meeting were approved as submitted.

Chair Gowgani introduced the first item, the Revised Proposed Schedule of Trustees' Meetings 2007. Chair Gowgani noted that the schedule had been changed to reflect that the March meeting would be held on the San Diego State University campus. He also asked Trustees to note that the agenda item had been updated to include the October 2007 meeting. He called for comments or objections to the changes. Hearing none, the schedule was approved as presented.

Chancellor Reed informed the committee that the schedule had been revised again, canceling the October meeting. He stated that the budget recommendation generally discussed at the October meeting would be presented at the meeting in November 2007.

**Adjournment**

Chair Gowgani adjourned the meeting.

## **COMMITTEE ON ORGANIZATION AND RULES**

### **Amendment to Trustees' Rules of Procedure**

#### **Presentation By**

Christine Helwick  
General Counsel

#### **Summary**

This item recommends an amendment to the Trustees' Rules of Procedure to permit the Committee on Audit to act independently from the Board.

#### **Background**

The current Rules Governing the Board of Trustees of the California State University, IV. § 1. d., describe the function of the Audit Committee as follows:

The Committee on Audit is responsible for the overall audit function within the California State University, including the selection and oversight of the university's external and internal auditor, controls to ensure their independence, annual selection of areas to be audited, review of audit reports and responses, monitoring of internal financial controls, review of annual financial statements, and the budget to support these functions. At least one member of the Committee on Audit must have accounting or financial management experience.

The *Rules* do not capture what is best practice, and has long been the practice of this Board that the Committee on Audit, like the Committee on Collective Bargaining, acts independently from the Board. This item amends the Rules to make clear that practice.

This item was presented for information at the March Board of Trustees' meeting and is now being presented for action.

The following resolution is recommended:

**RESOLVED**, By the Board of Trustees of the California State University, that the Rules Governing the Board of Trustees of the California State University, IV. § 1. d., be amended as follows [new language in italics]:

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The Committee on Audit is responsible for the overall audit function within the California State University, *and has the authority to act on behalf of the Board of Trustees on all matters*, including the selection and oversight of the university's external and internal auditor, controls to ensure their independence, annual selection of areas to be audited, review of audit reports and responses, monitoring of internal financial controls, review of annual financial statements, and the budget to support these functions. At least one member of the Committee on Audit must have accounting or financial management experience.

**COMMITTEE ON ORGANIZATION AND RULES**

**Revised Schedule of Board of Trustees' Meetings, 2007**

**Presentation By**

Christine Helwick  
General Counsel

**Summary**

The following resolution adopting a revised schedule of meetings of the Board of Trustees for 2007 to change the location of the March 13-14, 2007 meeting from San Diego State University back to the chancellor's office headquarters is presented for approval.

**RESOLVED,** By the Board of Trustees of The California State University, that the following revised schedule of meetings for 2007 is adopted:

**2007**

January 23-24	Tuesday – Wednesday	Headquarters
March 13-14	Tuesday – Wednesday	Headquarters
May 15-16	Tuesday – Wednesday	Headquarters
July 10-11	Tuesday – Wednesday	Headquarters
September 18-19	Tuesday – Wednesday	Headquarters
October 25	Thursday	Headquarters
November 13-14	Tuesday – Wednesday	Headquarters