

# **TRUSTEES OF THE CALIFORNIA STATE UNIVERSITY**

**California State University  
Office of the Chancellor  
Glenn S. Dumke Auditorium  
401 Golden Shore  
Long Beach, CA 90802**

**March 20, 2012—3:45 pm.**

***Presiding: William Hauck, Acting Chair***

## **Call to Order and Roll Call**

**Public Comment**

**Chair's Report**

**Chancellor's Report**

**Report of the California State University Alumni Council: *President—Guy Heston***

**Report of the California State Student Association: *President—Gregory Washington***

**Report of the Academic Senate CSU: *Chair—James Postma***

**Approval of Minutes of Board of Trustees' Meeting of January 25, 2012**

## **Board of Trustees**

1. Conferral of Title of President Emeritus: Milton A. Gordon
2. Conferral of Title of President Emeritus: Jolene Koester
3. Election of Five Members to Committee on Committees for 2012/2013

## **Committee Reports**

**Committee on Collective Bargaining: *Chair—Lou Monville***

**Committee on Organization and Rules: *Chair—Glen O. Toney***

**Committee on University and Faculty Personnel: *Chair—Kenneth Fong***

1. Executive Compensation: President—California State University, East Bay
2. Executive Compensation: President—California State University, Fullerton
4. Mentorship of Future California State University Leaders

**Committee on Governmental Relations: *Chair—Carol R. Chandler***

1. 2011-2012 Legislative Report No. 8

**Committee on Institutional Advancement: *Chair—Melinda Guzman***

**Committee of the Whole: *Acting Chair—William Hauck***

**Committee on Campus Planning, Buildings and Grounds: *Vice Chair—Linda Lang***

1. Amend the 2011-2012 Capital Outlay Program, Non-State Funded

**Committee on Audit: *Chair—Henry Mendoza***

**Committee on Educational Policy: *Chair—Debra S. Farar***

**Committee on Finance: *Chair—William Hauck***

3. Approval to Issue Trustees of the California State University, Systemwide Revenue Bonds and Related Debt Instruments for One Project

**MINUTES OF THE MEETING OF  
BOARD OF TRUSTEES**

**Trustees of the California State University  
Office of the Chancellor  
Glenn S. Dumke Auditorium  
401 Golden Shore  
Long Beach, California**

**January 25, 2011**

**Trustees Present**

Herbert L. Carter, Chair of the Board  
Bob Linscheid, Vice Chair  
Roberta Achtenberg  
Carol R. Chandler  
Bernadette Cheyne  
Steven J. Dixon  
Debra S. Farar  
Kenneth Fong  
Steven M. Glazer  
Melinda Guzman  
William Hauck  
Linda A. Lang  
Bob Linscheid  
Henry Mendoza  
Lou Monville  
Gavin Newsom, Lt. Governor  
Charles B. Reed, Chancellor  
Jillian L. Ruddell  
Glen O. Toney

Chair Carter called the meeting to order.

**Public Comment**

Chair Carter called for public comment. Jen Egan, CFA chapter president, CSU East Bay, spoke about faculty discontent regarding increased workload, executive compensation and increased student fees; Vivian Price, CFA CSU Dominguez Hills, also spoke about increased faculty workloads and how it affects students; John Halcon, CFA CSU San Marcos, spoke about the events of the November, 2011 board meeting and called for an independent investigation; Rich Anderson, UAW president, spoke about tuition increases and called for the board to join Refund California; David Inga, Students for Quality Education, CSU Fullerton, spoke against student fee increases and called for the board to re-vote on the tuition increase that was made in November; Amanda Morris, Students for Quality Education, CSU Sacramento, spoke about the approved

Code of Conduct on her campus; Joseph Dobzynski, CSUEU, stated that the board's minutes were incorrect because he, not John Orr, led the chant at the last board meeting. He also asked for a motion for the board to extend the public comment period; Pat Gantt, CSUEU president, stated that he was thankful for a tentative agreement and also requested that the board extend the public speaking time; Russel Kilday-Hicks, CSUEU, stated that the events of the November board meeting were unfortunate and asked that the trustees join the movement; Teven Laxer, CSUEU spoke about the events of the November board meeting and called for an independent review. He also asked that copies of PowerPoint presentations and amendments to resolutions be made available to the public; Lois Kuglemass, CSUEU, spoke about the events of the November board meeting and called for an independent review of what happened that day; Tessy Reese, CSUEU, stated that she disagreed with the minutes of the November board meeting and thanked the chancellor and President Hirschman for dismissing the charges against the young woman from San Diego State who had been arrested; Sara Garcia, Students for Quality Education, stated that she is disappointed that classes are so difficult to get.

### **Chair's Report**

Chair Carter's complete report can be viewed online at the following URL:  
<http://www.calstate.edu/BOT/chair-reports/nov2011.shtml>

### **Chancellor's Report**

Chancellor Charles B. Reed's complete report can be viewed online at the following URL:  
<http://www.calstate.edu/executive/reparchive/111116.shtml>

### **Report of the California State University Alumni Council**

Guy Heston reported on behalf of the Alumni Council.

### **Report from the California State Student Association**

Gregory Washington reported on behalf of CSSA.

### **Report of the Academic Senate CSU**

James Postma reported on behalf of the Academic Senate CSU.

### **Approval of Minutes of Board of Trustees Meeting**

The minutes of the meeting of November 16, 2011 were approved as amended.

### **Committee Reports**

#### **Committee on Collective Bargaining**

Trustee Monville reported the committee heard from Andy Merrifield, CFA Bargaining Committee; Pat Gantt, president CSUEU, Russell Kilday Hicks, vice president CSUEU; Tessy Reese, chair, CSUEU Unit 2 Bargaining Council; and Louis Kugelmass, CSUEU senior labor representative.

### **Committee on Organization and Rules**

Trustee Toney reported the committee heard one action item as follows:

#### **Update to Trustees' Rules of Procedure in Response to Elimination of the California Postsecondary Education Commission (ROR 01-12-01)**

Trustee Toney moved the item; there was a second. The Board of Trustees approved the following resolution:

**RESOLVED**, By the Board of Trustees of the California State University, that

1. The advance meeting notice for this amendment to the Rules of Procedure is waived.
2. The Rules of Procedure are amended as indicated (by strike throughs) in attachment A.

### **Attachment A**

## **RULES GOVERNING THE BOARD OF TRUSTEES OF THE CALIFORNIA STATE UNIVERSITY**

### **I. GOVERNANCE**

#### **§ 1. Conduct of Business**

The Board of Trustees is responsible for the efficient and effective governance of the California State University in accord with Education Code section 66600. The Board of Trustees acts only at meetings that are noticed under these Rules. Matters of policy and other items on the agenda are approved by a vote of the majority of members in attendance and voting.

#### **§ 2. Regulations**

The Board of Trustees adopts, amends, or repeals regulations, consistent with the laws of the State of California, to govern the California State University, pursuant to the process set out in Education Code 89030.1, which includes a formal public hearing. Trustee regulations are incorporated into Title 5 of the California Code of Regulations.

#### **§ 3. Delegation of Authority**

The Board of Trustees adopts, amends, or repeals Standing Orders that delegate authority within the California State University. Notice and a draft of a proposed Standing Order is required at the last regular meeting prior to the meeting at which action

is taken. This advance notice requirement may be waived upon a majority vote for matters that are not controversial and require no further discussion.

#### **§ 4. Appointment of Chancellor, Vice Chancellors, General Counsel and University Auditor**

The Board of Trustees selects, appoints and evaluates the Chancellor of the California State University, who serves at its pleasure. The Chancellor is the chief executive officer of the California State University, and has such authority as may be assigned to him or her by the Board of Trustees. The Board of Trustees, in partnership with the Chancellor, selects, appoints, and evaluates the Presidents of the campuses of the California State University. The Presidents report to the Chancellor. The Board of Trustees, upon recommendation by the Chancellor, appoints and evaluates the Vice Chancellors, General Counsel and University Auditor. The Vice Chancellors report to the Chancellor. The General Counsel and University Auditor report jointly to the Chancellor and the Board.

#### **§ 5. Individual Trustees**

No individual Trustee has the power to act on behalf of the Board, except when specifically authorized.

No Trustee, except the Chancellor and the Faculty Trustee, receives any salary for his or her service, except that appointed Trustees receive \$100.00 for each day that they are engaged in official business of the California State University, and all Trustees receive reimbursement for expenses incurred in accord with the California State University travel expense reimbursement policy. Trustees are engaged in official business when they perform any function which is required by, or which relates to, governance of the California State University.

Trustees are not eligible for appointment to any salaried position in the California State University, except for the Chancellor and the Faculty Trustee.

#### **§ 6. Trustees' Code of Conduct**

Trustees shall comport themselves in accord with the Code of Conduct attached to these Rules.

## **II. OFFICERS**

#### **§ 1. Designation**

There are five officers of the Board of Trustees.

The President of the Board is the Governor of the State of California.

The Chair and Vice Chair are elected annually from among the members of the Board.

The Secretary of the Board is the General Counsel of the California State University.

The Treasurer of the Board is the Vice Chancellor of Business and Finance of the California State University.

## **§ 2. Election of the Chair and Vice Chair**

The Chair and Vice Chair are elected at a regular meeting in or about May, and take office as the last order of business at that meeting. They hold office for one year, and may not be elected for more than two consecutive terms, plus any unexpired term to which they succeed.

The Vice Chair succeeds the Chair in the event of a vacancy, and holds office until the end of the unexpired term or until a successor is elected. A successor for the Vice Chair is elected to fill any unexpired term.

## **§ 3. Presiding Officer at Meetings**

The President of the Board presides at meetings. In the event of his or her absence, the Chair presides. In the event of his or her absence, the Vice Chair presides. In the event of the absence of all three, the Board of Trustees elects a Chair Pro Tempore to preside.

## **§ 4. Duties of the Secretary**

The Secretary of the Board through the Trustees' Secretariat gives public notice of all meetings of the Board of Trustees and Committees of the Board, in accord with Government Code section 11125. The Secretary certifies the minutes of the Board of Trustees and Committees of the Board. The Secretary certifies actions of the Board of Trustees and Committees of the Board, these Rules, the Standing Orders, and other official Board activities.

The Secretary of the Board through the Trustees' Secretariat files, posts, and publishes in appropriate public offices or locations all documents required for the California State University. The Secretary is authorized to sign proxies, receipts, acknowledgments, notices, and declarations in the name of the Board of Trustees.

The Secretary is the custodian of the seal of the Board of Trustees, and through the Trustees' Secretariat affixes it to appropriate documents for the California State University.

Any Assistant Secretary may perform the functions of the Secretary.

## **§ 5. Duties of the Treasurer**

The Treasurer of the Board is responsible for all fiscal affairs of the California State University, including the implementation of internal financial controls. The Treasurer of the Board is also responsible for all external debt incurred by the California State University and investment of all funds that are subject to the Board of Trustees' authority.

## **§ 6. Other Authority**

The officers of the Board have other powers and duties as delegated by the Board.

### **III. MEETINGS**

#### **§ 1. Regular Meetings**

The Board of Trustees establishes in a meeting in or about March of each year a schedule of regular meetings to be held in the following year on the dates and in the places indicated. The schedule is acted upon at the next regular meeting.

#### **§ 2. Special Meetings**

A special meeting may be called by the Chair or a majority of the members of the Board of Trustees, in accord with the requirements of Government Code section 11125.4.

#### **§ 3. Emergency Meetings**

An emergency meeting may be called by the Chair or a majority of the members of the Board of Trustees, when necessitated by matters upon which prompt action is necessary due to the disruption or threatened disruption of California State University facilities, in accord with the requirements of Government Code section 11125.5.

#### **§ 4. Quorum**

A quorum of the Board of Trustees consists of eleven members.

#### **§ 5. Continuation of Meeting**

Any meeting may be adjourned and its business continued to another date by a vote of a majority of the Trustees in attendance, even where less than a quorum is present.

#### **§ 6. Order of Business**

The order of business at regular meetings of the Board of Trustees shall be as follows:

- Call to order and Roll Call
- Public Comments
- Reports of the Chair and the Chancellor
- Approval of the minutes
- Reports of Standing and Special Committees
- Adjournment to next regular meeting

The order of business at special and emergency meetings of the Board of Trustees shall be as follows:

- Call to order and Roll Call
- Special business for which the meeting was called
- Adjournment

The order of business at any meeting may be suspended by a majority vote.



### **§ 7. Conduct of Meetings**

Meetings of the Board of Trustees and Committees of the Board are conducted in accord with traditional procedural rules, as interpreted by the Board or Committee Chair who is presiding. Any member of the Board who disagrees with a procedural decision made by the Board or Committee Chair may introduce a motion to reverse or amend that decision.

### **§ 8. Members of the Public Addressing the Board**

Members of the public have an opportunity to address the Board of Trustees on agenda items, in accord with Government Code section 11125.7, before or during discussion or consideration of the item, but only if an opportunity to address the relevant item was not provided when it came before Committee. Individuals wishing to appear before the Board to address an agenda item, or make public comment, must provide written notice to the Trustees' Secretariat two working days preceding the regularly scheduled Board meeting, stating the subject and reason for the appearance. The Chair determines and announces any reasonable restrictions upon such presentations, including the total amount of time allocated for public comment on particular issues, and/or for each speaker. If a member of the Board disagrees with the Chair's restrictions, that Trustee may introduce a motion to reverse or amend the Chair's decision.

The Chair decides whether to recognize individuals wishing to appear before the Board who have not submitted advance notice prior to the meeting as required by this section and announces that decision. Any member of the Board who disagrees with the Chair's decision may introduce a motion to reverse or amend the Chair's decision.

Spokespersons for the Statewide Academic Senate, the California State Student Association and the CSU Alumni Council are not subject to this rule.

## **IV. COMMITTEES**

### **§ 1. Standing Committees**

The purpose of the standing committees of the Board of Trustees is to facilitate consideration of the business and governance of the California State University. Except in cases of emergency, all matters are first referred to the standing committees, which shall consider them, and make a recommendation to the Board of Trustees. The Board of Trustees may consider matters that have not been referred to standing committees upon a two-thirds vote.

Members of standing committees are determined by the Board of Trustees and hold office until the appointment of successors. The Committee on Committees determines committee assignments for newly appointed Trustees.

Each standing committee has a Chair and Vice Chair. In the event of the absence of both, another member of the committee is selected by the Chair of the Board to serve as Committee Chair Pro Tempore.

**a. Committee on Finance**

The Committee on Finance is responsible for all matters relating to the fiscal affairs of the California State University, except personnel matters that fall within the jurisdiction of the Committee on University and Faculty Personnel.

**b. Committee on Educational Policy**

The Committee on Educational Policy is responsible for all matters relating to educational policy of the California State University, including student affairs, and nominees for honorary degrees to be awarded by the California State University.

**c. Committee on Campus Planning, Building and Grounds**

The Committee on Campus Planning, Building and Grounds is responsible for the planning, development and construction of all California State University facilities and for land use within the California State University.

**d. Committee on Audit**

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.

**e. Committee on Organization and Rules**

The Committee on Organization and Rules is responsible for revisions of these Rules, the Standing Orders, and the schedule of regular meetings of the Board of Trustees.

**f. Committee on Collective Bargaining**

The Committee on Collective Bargaining is responsible for implementation of the collective bargaining policy for the California State University, and has authority to act on behalf of the Board of Trustees to comply with the requirements of the Higher Education Employer-Employee Relations Act, including negotiation and ratification of memoranda of understanding with the unions. The Committee makes periodic progress reports to the Board of Trustees on matters pertaining to collective bargaining and the actions that it has taken.

**g. Committee on University and Faculty Personnel**

The Committee on University and Faculty Personnel is responsible for personnel policies and procedures, and for executive compensation.

**h. Committee on Institutional Advancement**

The Committee on Institutional Advancement is responsible for policies and procedures related to advancement of the California State University.

**i. Committee on Governmental Relations**

The Committee on Governmental Relations is responsible for the legislative program for the California State University.

**j. Committee of the Whole**

The Committee of the Whole is responsible for all other matters to come before the Board that are not otherwise assigned to another standing committee.

**§ 2. Committee on Committees**

The Committee on Committees nominates the Chair and Vice Chair, and all members of the standing committees, ~~and two representatives to the California Postsecondary Education Commission.~~

At a regular meeting in or about January, the Chair nominates five members of the Board of Trustees to the Committee on Committees. These nominations are acted upon at the next regular meeting. Any Trustee can make other nominations at any time prior to the election. The five nominees who receive the highest number of votes constitute the Committee on Committees. They take office at the end of the meeting at which they have been elected.

Within ten calendar days of the election of a new Committee on Committees, each Trustee submits to the Trustees' Secretariat a list in rank order of at least four standing committees on which the Trustee would prefer to serve ~~and any preference for service as a Trustee representative to the California Postsecondary Education Commission.~~ The lists are sent to each member of the Committee on Committees, which shall give due consideration to the preferences listed in determining its nominations.

The Committee on Committees may nominate ex officio members of the Board of Trustees to serve as members of standing committees.

**§ 3. Special Committees**

Special committees may be appointed by the Chair upon authority from the Board of Trustees and shall have such powers as the Board of Trustees determines. Special committees are discharged after one year from the date of their appointment, unless specifically authorized by the Board of Trustees to act for a longer period.

The Chair may appoint special committees in the interim between regular meetings of the Board of Trustees, provided that the Board of Trustees at its next regular meeting confirms the appointment and charge of such special committees.

**§ 4. Committee Meetings**

Regular meetings of the standing committees, the Committee on Committees, and any special committees are held, as needed, on the same dates and in the same places as regular meetings of the Board of Trustees. Other meetings of any committee may be called at any time by the Secretary through the Trustees' Secretariat at the direction of the Committee Chair, the Chancellor, or by any three members of that Committee.

The President and the Chair shall be ex officio members of all standing and special committees and the Committee on Committees. The Chancellor shall be an ex officio member of all standing and special committees, except for the Committee on Audit and the Committee on Committees.

A majority of the members of any committee constitutes a quorum, except that in the case of a committee consisting of four members or less, in which case two members constitutes a quorum. If a quorum of any committee is not available, the Chair is authorized to appoint substitute members to the committee to create a quorum. A substitute appointment applies only to that particular meeting and expires upon adjournment of the committee meeting.

In the case of any joint meeting of two or more committees, a quorum consists of the majority of the members of each committee, and each member is counted just once. Each member has one vote, even though he or she is a member of more than one committee.

An agenda item brought before any committee for information or action remains under the jurisdiction of that committee unless the Chair of the committee or the Chair of the Board has been given notice and has approved the transfer of the agenda item to another committee or committees.

Any Trustee has the right to attend a closed session of any committee except for the Committee on Collective Bargaining.

#### **§ 5. Members of the Public Addressing Committees**

Every committee provides an opportunity for members of the public to directly address the committee on each agenda item before or during the committee's discussion or consideration of the item, in accord with Government Code section 11125.7. Individuals wishing to appear before a committee must provide written notice to the Trustees' Secretariat two working days preceding the regularly scheduled committee meeting, stating the subject and reason for the appearance. The Chair of the committee determines and announces any reasonable restrictions upon such presentations, including the total amount of time allocated for public comment on particular issues and/or for each speaker. If a member of the Board disagrees with the Chair's restrictions, that Trustee may introduce a motion to reverse or amend the Chair's decision.

Individuals wishing to appear before a committee who have not submitted advance notice prior to the meeting may seek recognition from the Chair of the committee to make their remarks.

Spokespersons for the Statewide Academic Senate, the California State Student Association and the CSU Alumni Council are not subject to this rule.

#### **~~V. REPRESENTATION ON THE CALIFORNIA POSTSECONDARY EDUCATION COMMISSION~~**

~~—The persons elected to be representatives to the California Postsecondary Education Commission are subject to direction from the Board of Trustees, and regularly report to the Board of Trustees. In the event of a vacancy in either position, the Chair makes an interim appointment that remains in effect until further action by the Committee on Committees.~~

#### **V. AMENDMENTS**

These Rules may be amended at any regular meeting of the Board of Trustees. Notice and a draft of the proposed amendment is required at the last regular meeting prior to the meeting at which action is taken. This advance notice requirement may be waived by a majority vote for matters that are not controversial and require no further discussion.

## **TRUSTEES' CODE OF CONDUCT**

1. A Trustee shall devote time, thought, and study to his or her duties as a member of the Board of Trustees of the California State University.
2. A Trustee shall learn how the California State University functions --- its uniqueness, strength, and needs --- and its place in postsecondary education.
3. A Trustee shall carefully prepare for, regularly attend, and actively participate in the Board meetings and committee assignments.
4. A Trustee shall accept and abide by the legal and fiscal responsibilities of the Board as specified in federal and state law and the regulations, rules of procedure, standing orders, and resolutions of the Board of Trustees.
5. A Trustee shall base his or her vote upon all information available in each situation and shall exercise his or her best judgment in making decisions which affect the course of the California State University.
6. A Trustee shall vote according to his or her individual conviction, and may challenge the judgment of others when necessary; yet a Trustee shall be willing to support the majority decision of the Board and work with fellow Board members in a spirit of cooperation.
7. A Trustee shall maintain the confidential nature of Board deliberations in closed session. This includes written and verbal communication concerning the closed session. A Trustee shall avoid acting as spokesperson for the Board unless specifically authorized to do so.
8. A Trustee shall understand the role of the Board as a policy making body and avoid participation in administration of that policy unless specifically authorized to do so by the Board.
9. A Trustee shall learn and consistently use designated institutional channels when conducting Board business (e.g., responding to faculty and student grievances, responding to inquiries concerning the status of a presidential search).
10. A Trustee shall comply with conflict of interest policies and requirements prescribed in state law. A Trustee shall refrain from accepting duties, incurring obligations, accepting gifts or favors, engaging in private business or professional activities when there is, or would appear to be, a conflict or incompatibility between the Trustee's private interests and the interests of the California State University.

11. A Trustee shall refrain from actions and involvements that may prove embarrassing to the California State University.
12. A Trustee shall act and make judgments always on the basis of what is best for the California State University as a whole and for the advancement of higher education in general.

*Procedure for Responding to Breaches of the  
Code of Conduct*

1. Should evidence or allegations of violations of the Code of Conduct by a Trustee of the California State University come to the attention of the Chair of the Board, which after further review by the Chair appears to constitute a breach of the Code of Conduct, the Chair and the Vice Chair shall discuss the matter with the Trustee to obtain additional facts and perspective and to seek a mutually agreeable resolution.
2. Should the Code continue to be violated by the Trustee after discussion with the Chair and the Vice Chair, the Chair, after appropriate consultation, will place the matter on the agenda for appropriate action by the Board of Trustees. The Board shall discuss the matter in open session, allowing the Trustee whose conduct is at issue to provide an explanation of the conduct. The Board may then by majority vote censure the Trustee.
3. Should the Board censure the Trustee, formal notification of the censure shall be communicated to the Governor, as President of the Board, and to any separate recommendatory or appointive authority of the Trustee, e.g., the Academic Senate of the California State University, the California State Student Association, or the CSU Alumni Council.

**Committee on University and Faculty Personnel**

Trustee Fong reported the committee heard two action items as follow:

**Executive Compensation: Interim President – California State University, Northridge (RUF 01-12-01)**

Trustee Fong moved the item; there was a second. The Board of Trustees approved the following resolution:

**RESOLVED**, by the Board of Trustees of the California State University, that Dr. Harold L. Hellenbrand shall receive a salary set at the annual rate of \$295,000 effective January 1, 2012, the date of his appointment as interim president of the California State University, Northridge; and be it further

**RESOLVED**, Dr. Hellenbrand shall receive additional benefits as cited in Agenda Item 1 of the Committee on University and Faculty Personnel at the January 24-25, 2012 meeting of the CSU Board of Trustees.

**Executive Compensation: Interim President – California State University, Fullerton (RUF 01-12-02)**

Trustee Fong moved the item; there was a second. The Board of Trustees approved the following resolution:

**RESOLVED**, by the Board of Trustees of the California State University, that Dr. Willie J. Hagan shall receive a salary set at the annual rate of \$295,000 effective January 9, 2012, the date of his appointment as interim president of the California State University, Fullerton; and be it further

**RESOLVED**, Dr. Hagan shall receive additional benefits as cited in Agenda Item 2 of the Committee on University and Faculty Personnel at the January 24-25, 2012 meeting of the CSU Board of Trustees.

**Committee on Governmental Relations**

Trustee Mehas reported the committee heard two action items as follow:

**2011-2012 Legislative Report No. 7 (RGR 01-12-01)**

Trustee Mehas moved the item; there was a second. The Board of Trustees approved the following resolution:

**RESOLVED**, By the Board of Trustees of The California State University, that the legislative proposals described in Item 1 of the Committee on Governmental Relations on January 24-25, 2012 are adopted as the 2012 Board of Trustees' Legislative Program.

**California State University Federal Agenda for 2012 (RGR 01-12-02)**

Trustee Mehas moved the item; there was a second. The Board of Trustees approved the following resolution:

**RESOLVED**, by the Board of Trustees of the California State University, that the federal legislative program described in the Agenda Item 2 of the Committee on Governmental Relations on January 24-25, 2012 is adopted as the 2012 CSU Federal Agenda.

## **Committee on Institutional Advancement**

Trustee Guzman reported the committee heard two action items as follow:

### **Recommended Changes to Title 5, California Code of Regulations, Related to Alumni Associations (RIA 01-12-01)**

Trustee Guzman moved the item; there was a second. The Board of Trustees approved the following resolution:

**RESOLVED**, By the Board of Trustees of the California State University, to amend Title 5, California Code of Regulations, Division 5—Board of Trustees of the California State Universities, Chapter 1—California State University, Subchapter 5—Administration, Article 15—Alumni Associations as submitted.

**Title 5, California Code of Regulations  
Division 5—Board of Trustees of the California State Universities  
Chapter 1—California State University  
Subchapter 5—Administration  
Article 15—Alumni Associations**

#### **§ 42397.2. Organization**

(a) A campus alumni association may be included as part of the university or an auxiliary organization or, if organizationally separate from the university or an auxiliary organization, shall obtain and maintain status as a tax-exempt organization under state and federal law.

~~(b) The campus president or designee shall be an ex officio voting or non-voting member of the association's governing body.~~

~~(eb)~~ Campus presidents are responsible for determining that campus alumni associations are in compliance with this article and have authority to require campus alumni associations to provide written evidence of compliance.

~~(de)~~ Campus presidents may, after consultation with the campus alumni association, establish additional written campus policies governing campus alumni associations consistent with this article. Copies of these policies and any amendments thereto shall be forwarded promptly upon their issuance to the Chancellor.

~~(ed)~~ A campus alumni association shall comply with campus policies pertaining to use of the campus name and symbols.

Note: Authority cited: Sections 89030 and 89031.1, Education Code. Reference: Sections 89030 and 89902, Education Code.



**Title 5, California Code of Regulations**  
**Division 5—Board of Trustees of the California State Universities**  
**Chapter 1—California State University**  
**Subchapter 5—Administration**  
**Article 15—Alumni Associations**

§ 42397.6. Organization of Constituency Alumni Groups.

(a) A constituency alumni group organized after the effective date of this article shall be organized within and as part of the campus alumni association.

(1) A constituency alumni group representing a school, college, department, or other unit shall secure the endorsement of the school, college, department, or other unit. The administrative head of the represented unit or designee shall periodically review and provide advice concerning the planned activities of the constituency alumni group, ~~and shall serve as an ex officio voting or nonvoting member of the governing body of the constituency alumni group, if any, or of any executive or similar committee empowered to act for the governing body, if any, of the constituency alumni group.~~

(2) A constituency alumni group, as part of the campus alumni association, shall comply with all applicable campus policies and campus alumni association policies.

(b) A constituency alumni group separately organized prior to the effective date of this article shall be organized within and become a part of the campus alumni organization and shall comply with subdivision (a), unless the campus president enters into an agreement with the constituency alumni group which provides as follows:

(1) The separate constituency alumni group agrees to the following characteristics:

a. is organized and operated solely for the benefit of the campus and the alumni of a school, college, department, or other campus administrative, academic, geographic, or other constituent unit;

b. has as its purpose providing service and support to its members, the alumni of a constituent unit, and to the university;

c. does not restrict membership or benefits of membership on the basis of race, religion, national origin, gender, or sexual orientation;

d. recognizes the unique role of the campus president or designee in setting campus or campus unit priorities; and irrevocably dedicates its assets for the benefit of the campus or appropriate unit of the campus. In the event of the group's dissolution, its assets shall be transferred to the campus alumni association, the campus, an appropriate unit of the campus, or an auxiliary organization designated by the campus for purposes consistent with the purposes of the group and the terms of any individual gifts that are part of its assets, and, if a corporation, in conformance with the California Nonprofit Corporation Laws.

e. A constituency alumni group representing a school, college, department, or other unit shall secure the endorsement of the school, college, department, or other unit. The administrative head of the represented unit shall periodically review and provide advice concerning the planned activities of the constituency alumni group ~~and shall serve as an ex officio voting or nonvoting member of the governing body of the constituency alumni group, if any, or of any executive or similar committee empowered to act for the governing body, if any, of the constituency alumni group.~~

(2) The separate constituency alumni group agrees to obtain and maintain recognition, as a separate constituency alumni group by submitting the following to the campus president or designee on an annual basis or otherwise as specified by the campus president:

a. a current list of officers, members of the governing body, and the principal contact person for the group;

b. a statement of the group's purpose and goals consistent with subsection (a) and copies of the current enabling documents of the group (i.e., bylaws, constitution, articles of incorporation, or other governing document);

c. a current roster of names and addresses of donors and members, unless such records are otherwise maintained by the campus;

d. a statement signed by the officers/representatives of the group that the governing body has read and formally voted that it will comply with this article and the agreement;

e. a copy of the group's annual financial statements;

f. for a group with accounts at a financial institution, a list identifying all such accounts, including the institution's name and address, the group's account numbers, and a statement signed by an appropriate officer or representative of the group authorizing the campus to obtain upon request from the financial institution information, records, or photocopies of transactions relating to the accounts;

g. for an incorporated, tax-exempt organization, (A) a copy of the organization's state and federal tax-exempt status determination letter; (B) a copy of the organization's most recent Internal Revenue Service Form 990; and (C) a list of the types of activities, including fundraising and membership drives, the organization intends to undertake and how the organization intends to financially support these activities.

(3) The provisions of this article shall be incorporated by reference;

(4) The exchange of value between the campus and the constituency alumni group shall be expressed and may include provision of facilities and other tangible as well as intangible exchanges;

(5) A license agreement for use of the campus name and symbols; and

(6) The term of the agreement.

(7) Privileges granted including authorization to use the name of the campus or other institutional unit. Without authorization, no group may:

- a. represent itself as raising funds or otherwise providing support on behalf of or for the benefit of the campus, or any part of it, including its alumni;
- b. use the name of the campus or any of its facilities or programs either expressly or by implication in connection with its activities; or
- c. use campus facilities or resources in connection with its activities.

(8) If a separate constituency alumni group does not comply with this article, the campus president or designee shall by written notice require the constituency alumni group to comply within 90 days or recognition as a constituency alumni group will be withdrawn.

a. In the event the group fails to comply within this time period, the campus president or designee may withdraw the constituency alumni group's recognition. In appropriate circumstances, the campus president may extend the period for compliance when action to remedy noncompliance is in progress.

b. Upon withdrawal of recognition, the assets of the constituency alumni group shall be transferred to the campus alumni association, the campus, or the designated campus auxiliary organization for purposes consistent with the purposes of the group and the terms of any individual gifts that are part of the assets.

(9) Use of the campus or unit name and symbols, including mascot or other identifying mark by a separate constituency alumni group after July 1, 2003, is prohibited unless the group has entered into an agreement and has been recognized by the campus under the provisions of this article.

Note: Authority cited: Sections 89030 and 89031.1, Education Code. Reference: Sections 89030 and 89902, Education Code.

### **Approval of the 2010-2011 Annual Report on Philanthropic Support to the California State University (RIA 01-12-02)**

Trustee Guzman moved the item; there was a second. The Board of Trustees approved the following resolution:

**RESOLVED**, by the Board of Trustees of the California State University, that the Board adopts the *2010-2011 Annual Report of Philanthropic Support to the California State University* for submission to the California Joint Legislative Budget Committee and the California Department of Finance.

## **Committee on Finance**

Trustee Hauck reported the committee heard one information item, Report on the Support Budget 2011-2012 and 2012-2013 Fiscal Years and one action item as follows:

### **Approval to Issue Trustees of the California State University, Systemwide Revenue Bonds and Related Debt Instruments for One Project (RFIN 01-12-01)**

Trustee Hauck moved the item; there was a second. The Board of Trustees approved the following resolution:

Orrick, Herrington & Sutcliffe LLP, as bond counsel, prepared a set of resolutions as described in Agenda 2 of the Committee on Finance at the January 24-25, 2012 meeting of the CSU Board of Trustees for a project at the California Maritime Academy (Maritime Dining Center Replacement). The proposed resolutions will achieve the following:

1. Authorize the sale and issuance of Systemwide Revenue Bond Anticipation Notes and the related sale and issuance of the Trustees of the California State University Systemwide Revenue Bonds in a not-to-exceed amount of \$18,585,000 and certain actions relating thereto.
2. Provide a delegation to the Chancellor; the Executive Vice Chancellor and Chief Financial Officer; the Assistant Vice Chancellor, Financial Services; and the Senior Director, Financing and Treasury; and their designees to take any and all necessary actions to execute documents for the sale and issuance of the bond anticipation notes and the revenue bonds.

The resolutions will be implemented subject to receipt of good bids consistent with the projects' financing plans.

## **Committee on Campus Planning Buildings and Grounds**

Trustee Linscheid reported the committee heard two action items as follow:

### **Amend the 2011-2012 Capital Outlay Program, Non-State Funded (RCPBG 01-12-01)**

Trustee Linscheid moved the item; there was a second. The Board of Trustees approved the following resolution:

**RESOLVED**, By the Board of Trustees of the California State University, that the 2011-2012 capital outlay program non-state funded is amended to include \$10,000,000 for preliminary plans, working drawings, construction and equipment for the California State Polytechnic University, Pomona, Collins College Expansion.

### **Approval of Schematic Plans (RCPBG 01-12-02)**

Trustee Linscheid moved the item; there was a second. The Board of Trustees approved the following resolution:

**RESOLVED**, By the Board of Trustees of the California State University, that:

1. The board finds that the Categorical Exemption for the San José State University, Spartan Complex Renovation (Seismic), has been prepared pursuant to the requirements of the California Environmental Quality Act.
2. The proposed project will not have significant adverse impacts on the environment, and the project will benefit the California State University.
3. The schematic plans for the San José State University, Spartan Complex Renovation (Seismic) project are approved at a project cost of \$55,990,000 at CCCI 5732.

### **Committee on Educational Policy**

Trustee Farar reported the committee approved Honorary Degree Nominations and Subcommittee Recommendations in closed session. In open session, the committee heard three information items, Graduation Initiative Update; Update on SB1440: Student Transfer Achievement Reform Act; and Enrollment Considerations for 2012-2013 Fiscal Year.

### **Special Committee on Presidential Selection and Compensation**

Trustee Monville reported the committee heard one action item as follows:

#### **SPECIAL COMMITTEE ON PRESIDENTIAL SELECTION AND COMPENSATION (RSCPSC 01-12-01)**

Trustee Monville moved the item; there was a second. The Board of Trustees approved the following resolution:

#### **Policy on Presidential Compensation**

**RESOLVED**, by the Board of Trustees of the California State University, that the following is the compensation policy of the California State University:

1. The goal of the CSU continues to be to attract, motivate, and retain the most highly qualified individuals to serve as faculty, staff, administrators, and executives, whose knowledge, experience, and contributions can advance the university's mission.

2. It is the continued intent of the Board of Trustees to compensate all CSU employees in a manner that is fair, reasonable, competitive, and fiscally prudent, in respect to the system budget and state funding.
3. To that end, the CSU will continue to evaluate competitive and fair compensation for all CSU employees based on periodic market comparison surveys.
4. In addition, the CSU will maintain and update annually a tiered list of CSU comparison institutions for Presidential compensation. The list will take into account location, enrollment, budget, percentage of students receiving Pell Grants, six year graduation rates, research funding, and such other subjects as from time to time be deemed appropriate. Presidential compensation will be guided with reference to the mean of the appropriate tier of comparison institutions, together with an individual candidate's reputation for national policy leadership and length and depth of executive experience.
5. Notwithstanding the presidential compensation criteria enumerated in item 4 (above) and until the Board of Trustees of the California State University determines otherwise, when a presidential vacancy occurs, the initial base salary, paid with public funds, to the successor president, shall not exceed ten percent of the previous incumbent's pay.

### **Committee on Audit**

Trustee Mendoza reported the committee heard three information items, Status Report on Current and Follow-up Internal Audit Assignments, Report of the Systemwide Audit in Accordance with Generally Accepted Accounting Principles Including the Report to Management, Single Audit Report of Federal Funds and one action item as follows:

### **Assignment of Functions to Be Reviewed by the Office of the University Auditor for Calendar Year 2012 (RAUD 01-12-01)**

**RESOLVED,** By the Committee on Audit of the California State University Board of Trustees that the 2012 internal audit plan, as detailed in Agenda Item 2 of the Committee on Audit at the January 24-25, 2012 meeting, be approved.

Chair Carter adjourned the meeting.

**BOARD OF TRUSTEES**

**Conferral of Title of President Emeritus: Milton A. Gordon**

**Presentation By:**

Charles B. Reed  
Chancellor

It is recommended that the title of President Emeritus be conferred on Milton A. Gordon for his distinguished service. The following resolution is recommended for approval:

**WHEREAS**, Dr. Milton A. Gordon served as president of California State University, Fullerton from August 1990 to January 2012; and

**WHEREAS**, among numerous noteworthy accomplishments, he oversaw remarkable gains in both student diversity and achievement as underrepresented students increased from 31.15percent in 1990 to 56.28 percent in Fall 2011 as a percentage of total university enrollment, while the university soared to first place in California and fifth in the nation overall for the number of bachelor's degrees awarded to Hispanic students; and

**WHEREAS**, responding to growing enrollment and the evolving needs of his students, Dr. Milton A. Gordon transformed the campus during his presidency with a dramatic \$636-million expansion of university facilities—22 building projects in all—adding more than four million square feet of interior space; and

**WHEREAS**, his leadership was instrumental in the establishment of the Cal State Fullerton Philanthropic Foundation, which since its inception has raised in excess of \$179 million in private support, and increased the university endowment 19-fold, from \$1.67 million in 1990 to \$32.3 million as of June 2011; and

**WHEREAS**, during his tenure CSUF quadrupled the university's research funding, from \$5.6 million in 1990 to \$26.6 million received in 2011;

**WHEREAS**, Dr. Milton A. Gordon furthered California State University, Fullerton's recognition of being a regional university with a global outlook by executing 84 international education/exchange agreements with partner universities, up from seven in 1990; and

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**WHEREAS**, it is altogether fitting that the California State University recognize those members who have made fundamental and historic contributions to this system of higher education; now, therefore, be it

**RESOLVED**, by the Board of Trustees of the California State University, that this board confer the title of President Emeritus on Dr. Milton A. Gordon, with all the rights and privileges thereto.



## **BOARD OF TRUSTEES**

### **Conferral of Title of President Emeritus: Jolene Koester**

#### **Presentation By:**

Charles B. Reed  
Chancellor

It is recommended that the title of President Emeritus be conferred on Jolene Koester for her distinguished service. The following resolution is recommended for approval:

**WHEREAS**, Jolene Koester served as California State University, Northridge's president from July 2000 through December 2011—just the fourth president in Cal State Northridge's 52-year history; and

**WHEREAS**, She identified and fulfilled key goals for her presidency that included improving graduation rates, creating a user-friendly campus, strengthening the university's connections to the community, championing academic excellence, and increasing fundraising; and

**WHEREAS**, She made a commitment to make the university more learning-centered and focused on student success, while increasing retention rates, remaining accessible to qualified students, and maintaining the university's historical commitment to diversity; and

**WHEREAS**, She oversaw and managed the university's remarkable growth in enrollment, from a headcount enrollment of 29,000 students at the time of her arrival to more than 36,000, while investing in faculty and staff in ways that contributed to student success; and

**WHEREAS**, She accommodated this growth by developing the Envision 2035 Master Plan for the campus, which has guided the university's physical expansion and led to the construction of several academic buildings, parking structures, new student housing, new and renovated food service facilities, and two phases of the renovation and reconstruction of the University Student Union; and

**WHEREAS**, Her vision and leadership enabled the opening of the Valley Performing Arts Center at California State University, Northridge in January 2011, a state-of-the-art 1,700-seat facility which provided significant new

classroom and performance art space for students while providing cultural enrichment and programming to the community; and

**WHEREAS**, Her success in fundraising brought more than \$175,000,000 in new private support to the University to sustain and enhance academic excellence and student success; and

**WHEREAS**, She was deeply committed to raising the university's stature as the intellectual, cultural and economic heart of the region and ensuring California State University, Northridge was regionally focused and nationally recognized for its accomplishments; and

**WHEREAS**, President Koester has earned the respect, affection and support of the entire campus community, including students, faculty, staff and administrative colleagues; and

**WHEREAS**, President Koester's leadership and exemplary record of achievements have significantly enhanced the reputation and strength of the institution; and

**WHEREAS**, It is altogether fitting that the California State University recognize those members who have made fundamental and historic contributions to this system of higher education; now, therefore, be it

**RESOLVED**, By the Board of Trustees of the California State University, that this board confer the title of President Emeritus on Jolene Koester, with all the rights and privileges thereto.

**BOARD OF TRUSTEES**

**Election of Five Members to Committee on Committees for 2012/2013**

**Presentation By**

According to the Rules of Procedure of the Board of Trustees of the California State University, (Article VI, Item 2) Chair Carter nominated five trustees to serve as members of the Committee on Committees for the term 2012-2013 at the January 25, 2012 meeting of the CSU Board of Trustees.

The following resolution is recommended for approval:

**RESOLVED,** By the Board of Trustees of The California State University, that the following trustees are elected to constitute the board's Committee on Committees for the 2012/2013 term:

William Hauck, Chair  
Roberta Achtenberg  
Debra Farar  
Margaret Fortune  
Linda Lang  
Lou Monville