

CORRECTED

AGENDA

COMMITTEE ON ORGANIZATION AND RULES

Meeting: 9:30 a.m., Wednesday, January 29, 2014
Glenn S. Dumke Auditorium

J. Lawrence Norton, Chair
Roberta Achtenberg, Vice Chair
Debra S. Farar
Margaret Fortune
Lupe C. Garcia
Hugo N. Morales

Consent Items

Approval of Minutes of May 21, 2013

Discussion Items

1. Rules Governing the Board of Trustees, *Information*

**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**

May 21, 2013

Members Present

Glen O. Toney, Chair
Roberta Achtenberg, Vice Chair
Douglas Faigin
Debra S. Farar
Margaret Fortune
Hugo N. Morales

Chair Toney called the meeting to order.

Approval of the Minutes

The minutes of the March 19, 2013 meeting were approved as submitted.

Discussion Item

Chair Toney introduced the action item on the agenda, Schedule of Meetings for 2014. He commented that every effort was made to avoid conflicts with the meetings of the UC Board of Regents. The trustees approved the resolution (RCOC 05-13-01) and adopted the following dates for 2014:

January 28-29, 2014 Tuesday – Wednesday Headquarters
March 25-26, 2014 Tuesday – Wednesday Headquarters
May 20-21, 2014 Tuesday – Wednesday Headquarters
July 22, 2014 Tuesday Headquarters
September 9-10, 2014 Tuesday – Wednesday Headquarters
November 12-13, 2014 Wednesday – Thursday Headquarters

Chair Toney adjourned the meeting.

COMMITTEE ON ORGANIZATION AND RULES

Rules Governing the Board of Trustees

Presentation By

Framroze Virjee
Executive Vice Chancellor and General Counsel

Summary

During the January meeting, changes are being proposed to the Audit Committee Charter. These proposed changes are designed to keep the charter current and aligned with best practices, and to ensure the internal audit office is organizationally independent and able to carry out internal audit responsibilities in an unbiased manner. If these changes are approved by the Board, corresponding changes are needed to the Rules Governing the Board of Trustees so they are consistent with the Audit Committee Charter and clarify the responsibilities of the Committee on Audit and the relationship between the University Auditor and the Board.

The changes to Section 4 of Part I clarify that the University Auditor is appointed and evaluated by the Board upon recommendation by the Committee on Audit with input from the Chancellor. The remaining changes to Section 1(d) of Part IV pertaining to the responsibilities of the Committee on Audit are designed to reflect best practices and align with the changes to the Audit Committee Charter.

The Rules may be amended, but a draft of the proposed amendment must be considered at a regular Board meeting prior to the meeting at which action is taken. Therefore this item is being presented as an information item, and will be noticed as an action item at the March 2014 Board meeting.

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 and the General Counsel. The Board of Trustees, upon recommendation by the Committee on Audit and input from the Chancellor, appoints and evaluates the University Auditor. ~~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 shall consist of at least five members, and is responsible for the overall audit function within the California State University. The Committee on Audit, and has the authority to act on behalf of the Board of Trustees on all matters; including concerning the selection and oversight of the university's external and internal auditor. The Committee on Audit makes recommendations to the Board of Trustees concerning the appointment, dismissal and compensation of the University Auditor. With respect to the external and internal auditor, the Committee on Audit has the authority to act on behalf of the Board of Trustees to ,controls to ensure their independence, approve the annual selection of areas to be audited, review of audit reports and responses, monitoring of internal financial controls, review of annual financial statements, and approve the budget to support these functions. At least one member of the Committee on Audit must have accounting or financial management experience. The Committee will have access to financial expertise either collectively among committee members or from a financial expert appointed to advise them.

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.

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. 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 constitute 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. 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.