

AGENDA

COMMITTEE ON ORGANIZATION AND RULES

Meeting: **4:20 p.m., Tuesday, November 17, 2020**
 Virtually via Teleconference

Larry L. Adamson, Chair
Adam Day, Vice Chair
Jean P. Firstenberg
Maryana Khames
Krystal Raynes
Christopher Steinhauser

Consent 1. Approval of Minutes of the Meeting of March 24, 2020, *Action*
 2. Approval of Amendments to the Rules Governing the Board of Trustees, *Action*

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

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

March 24, 2020

Members Present

Larry L. Adamson, Chair
Jean Picker Firstenberg, Vice Chair
Silas H. Abrego
Doug Faigin
Maryana Khames
Lateefah Simon
Christopher Steinhauer

Adam Day, Chair of the Board
Timothy P. White, Chancellor

Trustee Adamson called the meeting to order.

Consent Agenda

The minutes of the January 28, 2020 meeting were approved as submitted.

Approval of the California State University Board of Trustees' Meeting Dates for 2021

The committee approved the proposed resolution (ROR 03-20-01) on consent approving the California State University Board of Trustees' meeting dates for 2021

Trustee Adamson adjourned the meeting.

***PLEASE NOTE: Due to the Governor's proclamation of a State of Emergency resulting from the threat of COVID-19, and pursuant to the Governor's Executive Orders N-25-20 and N-29-20 issued on March 12, 2020 and March 17, 2020, respectively, all members of the Board of Trustees may participate in meetings remotely, either by telephonic or video conference means. Out of consideration for the health, safety and well-being of the members of the public and the Chancellor's Office staff, the March 24, 2020 meeting of the CSU Board of Trustees was conducted entirely virtually via Zoom teleconference.**

COMMITTEE ON ORGANIZATION AND RULES

Approval of Amendments to the Rules Governing the Board of Trustees

Presentation By

Andrew Jones
Executive Vice Chancellor
and General Counsel

Summary

In 2014, changes were made to the Audit Committee Charter to align it with current best practices, and to emphasize the independence of the internal audit office by clarifying the relationship between the Chief Audit Officer and the Board. Corresponding changes were also made to the Rules Governing the Board of Trustees. The current proposed changes to the Rules Governing the Board of Trustees add further clarity to the Chief Audit Officer's reporting line to the Board and address other minor inconsistencies in the Rules.

The changes to Section 4 of Part I clarify that the Chief Audit Officer reports directly to the Board of Trustees, but also has a "dotted line" or "administrative" reporting relationship to the Chancellor for purposes of general administration, staff personnel, budget and office space. The changes also clarify the long-standing practice that the Chancellor evaluates all Vice Chancellors, with the exception of the Vice Chancellor and Chief Audit Officer, who is evaluated by the Board. In the discussion concerning the appointment and evaluation of the Vice Chancellors, the proposed changes remove a superfluous reference in that sentence to the General Counsel, who is also a Vice Chancellor.

An edit was also made to Section 1(d) of Part IV concerning the Committee on Audit to clarify that in connection with the appointment, dismissal and compensation of the Vice Chancellor and Chief Audit Officer, the Committee on Audit makes recommendations to the Board, and the Chancellor may also give input to the Board.

These proposed changes are minor clarifications and corrections that are not controversial and do not change current practices, and as such are coming before the Board as an action item without the need to be reviewed at a prior meeting as an information item.

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Recommended Action

RESOLVED, By the Board of Trustees of the California State University, that the Rules of Procedure are amended as indicated (by strikethroughs and additions) in attachment A as presented in Item 2 of the Committee on Organization and Rules at the November 17-18, 2020 meeting.

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 the Chancellor, Vice Chancellors, General Counsel and Chief Audit Officer

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 Vice Chancellor and Chief Audit Officer. The Vice Chancellors report to and are evaluated by

the Chancellor, with the exception of the General Counsel and the Chief Audit Officer. The Executive Vice Chancellor and General Counsel reports jointly to the Chancellor and the Board and is evaluated by the Chancellor. The Vice Chancellor and Chief Audit Officer reports directly to the Board, reports administratively to the Chancellor for purposes of general administration, staff personnel, budget, and space, and is evaluated by the Board following consultation with the Chancellor.

§ 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 has the authority to act on behalf of the Board of Trustees on all matters concerning the selection and oversight of the university's external auditor. The Committee on Audit, along with input from the Chancellor, makes recommendations to the Board of Trustees concerning the appointment, dismissal and compensation of the Vice Chancellor and Chief Audit Officer. 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 ensure the auditors' independence, approve the annual selection of areas to be audited, review of audit reports and responses, monitor internal financial controls, review annual financial statements, and approve the budget to support these functions. 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.

ATTACHMENT

TRUSTEES' CODE OF CONDUCT

The Board of Trustees is the fiduciary body to which the University is entrusted. Trustees are individual fiduciaries with three overarching duties: care, loyalty and obedience. The duty of care requires Trustees to carry out their responsibilities in good faith and use that degree of diligence, care, and skill that an ordinarily prudent trustee would reasonably exercise. The duty of loyalty requires Trustees to act in good faith and in a manner that is reasonably believed to be in the best interests of the University and its public purposes, and never in their own interests or the interests of another person or organization. The third fiduciary duty, is the duty of obedience, namely to ensure that the University is operating in furtherance of its stated purposes and in compliance with the law.

To fulfill the Board of Trustees' fiduciary obligations and authority to govern the University and support its mission, values and goals, the Trustees operate best as a collegial unit. While each Trustee brings individual perspectives and experiences to the Board, the Trustees act collectively with integrity and civility, and ultimately speak with one voice. In this regard, while votes on matters may at times be split, the outcome (either affirmative or negative) is subsequently 'owned' by the entire Board.

The following is the Code of Conduct by which all Trustees agree to abide.

1. A Trustee shall become familiar with and committed to the major responsibilities of the Board of Trustees. A Trustee shall devote time, thought, and study to his or her duties as a member of the Board of Trustees, learning how the University functions -- its uniqueness, strengths, and needs -- and its place in postsecondary education.
2. A Trustee shall abide by the legal and fiscal responsibilities of the Board of Trustees as specified in federal and state law and the regulations, rules of procedure, standing orders, and resolutions of the Board of Trustees.
3. A Trustee shall carefully prepare for, regularly attend, and actively participate in Board of Trustee meetings and committee assignments. Trustees commit to be fully engaged and knowledgeable about an issue before commenting thereon at a Board Meeting.
4. A Trustee shall base his or her vote upon all information available in each situation and shall exercise his or her best judgment to make decisions which affect the course and are in the best interest of the University.
5. A Trustee shall vote according to his or her individual conviction, and may challenge the judgment of others when necessary, but shall always do so in a respectful and civil manner and in a way that promotes a collaborative Board culture.
6. Even if an individual Trustee does not initially support a proposal, he or she shall support the majority decision of the Board of Trustees and work with fellow Trustees in a spirit of cooperation.
7. A Trustee shall maintain the confidential nature of Board deliberations in closed session. This includes written and verbal communications concerning the closed session.

8. A Trustee is part of a single whole; no Trustee can, acting alone, commit the institution. A Trustee shall avoid acting as spokesperson for the Board of Trustees unless specifically authorized to do so.
9. Trustees commit to respectful and substantive consideration of the views of the Chancellor, Vice- Chancellors, Presidents and staff who are charged with administration of the University. A Trustee understands the role of the Board of Trustees as a policy-making body and avoids participation in administration of that policy unless specifically authorized to do so by the Board.
10. When providing input and shaping University policy, a Trustee shall recognize not only the need to address the short term, but to assure the long-term viability of the University. A Trustee shall act and make judgments always on the basis of what is best for the University as a whole, including what is best for its students and for the advancement of higher education in general for both the short and long-term.
11. 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, etc.).
12. 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, or 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 University. If the Trustee is in conflict or appearance of conflict, the Trustee shall disclose the conflict and recuse him or herself as necessary.
13. A Trustee shall refrain from actions and involvements that may prove embarrassing to the University or compromise its reputation or standing in the community.
14. Trustees are peers and commit to guide and support other Trustees.
15. In the California State University, the people of the State of California have created a most extraordinary institution dedicated to individual educational achievement, economic equality, social progress, and economic development for our state and nation. The Trustees shall act, both individually and collectively, to hold the University in trust now and for future generations.

Procedure for Responding to Breaches of the Code of Conduct

1. Should evidence or allegations of violations of this Code of Conduct by a Trustee come to the attention of any Trustee, he or she shall inform the Chair of the Board, who after further review will determine if there appears to be a breach of the Code of Conduct. The Chair and the Vice Chair shall discuss the matter, to obtain additional facts and perspective as necessary, and seek a mutually-agreeable resolution.
2. Should the Code of Conduct 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 Board of Trustees' meeting agenda for appropriate action. 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 to 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.