

REVISED

AGENDA

COMMITTEE ON ORGANIZATION AND RULES

Meeting: 8:45 a.m., Wednesday, July 14, 2004
Glenn S. Dumke Auditorium

Debra S. Farar, Chair
Anthony M. Vitti, Vice Chair
Eric Guerra
William Hauck
Shailesh J. Mehta

Consent Items

Approval of Minutes of May 18, 2004

1. Revision of Trustees' Standing Orders, *Action*

**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 18, 2004

Members Present

Anthony M. Vitti, Chair
Debra S. Farar, Chair of the Board
Charles B. Reed, Chancellor
Kyriakos Tsakopoulos

Members Absent

Ricardo F. Icaza

Other Trustees Present

Roberta Achtenberg
Murray L. Galinson
Eric Z. Guerra
William Hauck
Kathleen E. Kaiser
M. Alexander Lopez
Shailesh J. Mehta
Frederick W. Pierce

Chancellor's Staff

David Spence, Executive Vice Chancellor and Chief Academic Officer
Richard West, Executive Vice Chancellor and Chief Financial Officer
Jackie R. McClain, Vice Chancellor, Human Resources
Christine Helwick, General Counsel

Chair Vitti convened the meeting at 3:25 p.m.

Approval of Minutes

Chair Vitti presented the minutes of the March 16, 2004 meeting, which were approved as submitted.

Revision of Trustees' Standing Orders

Chair Vitti noted that Agenda Item 1, Revision of Trustees' Standing Orders, is introduced for information and will be on the Board's agenda for action in July. He asked Christine Helwick, General Counsel, to present the item. Ms. Helwick explained that the purpose of the Standing Orders is to define the permanent delegation of authority from the Trustees to the Chancellor and other officials in the California State University. Much of the text of the existing Standing

Orders, written in 1960 when the campuses first came together as a system, has become outdated, she said, or was expressed in a more complicated way than necessary. Ms. Helwick reported that the proposed new Standing Orders were a complete rewrite of the existing version, and, also, captured what was in practice that was not found in any written document. She noted that for purposes of comparison, both sets of orders were attached as Exhibits A and B. She continued that there was no change in the new version to the substantive authority delegated to any California State University official. Rather, the new version was an effort to restate existing authority in a manner easier for the public to read and understand. Ms. Helwick added that included in the proposed Orders, was a new statement of what are the currently accepted delegations to the Treasurer, University Auditor, and Presidents, which were not included in the existing Standing Orders. She stated that the item was presented for information and review and would return for action at the July Board meeting.

Trustee Kaiser asked Ms. Helwick to highlight the areas that were not previously in the written format. Ms. Helwick replied there were new sections on authority of the presidents, authority of the treasurer, and some augmented descriptions to authority that already existed to the Chancellor, the General Counsel and the University Auditor.

Proposed Schedule of the Board of Trustees Meetings, 2005

Chair Vitti noted that the proposed schedule of the Board of Trustees Meetings for 2005 was an action item. It was noted that there was no meeting scheduled to be held on a campus. Chancellor Reed explained that the omission was intentional because of the costs incurred in holding a meeting away from the headquarters. There was considerable discussion regarding changing some of the meeting dates to not overlap with UC Regent meeting dates. It was concluded that there were many complications in trying to accommodate all schedules, and that it would be preferable to keep the meetings on the dates proposed and send notice of the meeting dates to each ex-officio member with as much lead time as possible. The item was approved as proposed (ROR 05-04-02).

Adjournment

Chair Vitti adjourned the meeting at 3:35 p.m.

COMMITTEE ON ORGANIZATION & RULES

Revision of Trustees' Standing Orders

Presentation By

Christine Helwick
General Counsel

Summary

When the Trustees' new Rules of Procedure were adopted in March 2004, it was contemplated that a similar update of the Standing Orders would follow. This item, presented at the May meeting for information, recommends that the Standing Orders be adopted as reflected in Exhibit A.

The purpose of the Standing Orders is to define the permanent delegation of authority from the Trustees to the Chancellor and other various other officials in the California State University. Much of the text of the existing Standing Orders has become outdated, or is expressed in a more complicated way than is necessary. The proposed new Standing Orders are therefore a complete rewrite of the existing version. There is no change in the new version to the substantive authority that is delegated to any California State University official. Rather, it is an effort to restate existing authority in a manner that will be easier for the public to read and understand. The new version also includes a new statement of what are the currently accepted delegations to the Treasurer, University Auditor, and Presidents, which were not included in the existing Standing Orders.

RESOLVED by the Board of Trustees of the California State University that the Standing Orders of the Board of Trustees of the California State University in Exhibit A of Agenda Item 1 of the July 13-14, 2004 meeting of the Committee on Organization and Rules are adopted.

Exhibit A
(Proposed New)

STANDING ORDERS OF THE BOARD OF TRUSTEES
OF THE CALIFORNIA STATE UNIVERSITY

I. PURPOSE

The Standing Orders delegate authority from the Board of Trustees to the Chancellor and others within the California State University.

II. DELEGATION TO THE CHANCELLOR

The Chancellor is the chief executive officer of the California State University and has authority and responsibility to take whatever actions are necessary, consistent with Trustee policy and applicable law, for the appropriate functioning of the institution, which includes:

- a. Establishment and oversight of all academic programs
- b. Issuance of degrees
- c. Operation of educational opportunity programs
- d. Resolution of claims, settlement of litigation and discharge from accountability
- e. Establishment of policies and procedures for acquisition or sale of services, facilities, materials, goods, supplies, and equipment with the authority to sign agreements
- f. Development and oversight of the budget, including the capital outlay program
- g. Application, receipt and oversight of grants and loans
- h. Deposit, control, investment, and expenditure of funds
- i. Establishment and oversight of campus fees; establishment, adjustment and oversight of systemwide fees
- j. Oversight of construction, and authority to sign all construction documents
- k. Purchase, sale and exchange of any interest in or use of real property

Attachment A

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- l. Approval of minor changes to campus master plans
- m. Appointment of personnel, development and enforcement of personnel programs and discipline and termination of personnel
- n. Appointments to various boards and committees
- o. Development of a legislative program
- p. Acceptance of gifts
- q. Permission to use the name of the CSU
- r. Performance of all acts necessary to qualify for and receive benefits from the federal government
- s. Oversight of the systemwide advancement program

This list is not inclusive, and is not intended to limit the necessary actions of the Chancellor as the chief executive officer of the institution. The Chancellor may delegate his or her authority to others within the California State University. The Chancellor may issue executive orders as are necessary or convenient to the performance of his or her office.

The Chancellor shall regularly report to the Board of Trustees concerning the performance of his or her functions.

III. DELEGATION TO THE GENERAL COUNSEL

The General Counsel is the chief legal officer of the California State University and has full authority and responsibility for the legal affairs of the institution, which includes:

- a. Advice to and representation of the California State University, the Trustees, Chancellor, Presidents, and other officers and employees of the California State University in all legal matters of the institution or that may result from their service to, or employment by, the California State University.
- b. Retention of outside counsel to represent the California State University, who are accountable to the General Counsel for their professional work.

- c. Acceptance of service of process for the California State University, the Trustees, Chancellor and Presidents, for any matter arising out of their service to, or employment by, the California State University.
- d. In consultation with the Chancellor and/or appropriate campus Presidents, settlement, termination or other resolution of all claims and litigation, and signing all documents relating to such action(s) on behalf of the California State University, the Trustees, Chancellor, Presidents, and those officers or employees of the California State University for whom the Office of General Counsel also provides representation.
- e. As Secretary of the Board, is the custodian of the official seal, which appears below and may be used, at the discretion of the Chancellor, for any official purpose:



This list is not inclusive, and is not intended to limit the necessary actions of the General Counsel as the chief legal officer of the institution. The General Counsel may delegate his or her authority to other members of his or her legal staff.

The General Counsel shall regularly report to the Board of Trustees concerning the status of litigation of institutional significance and other matters of legal import.

IV. DELEGATION TO THE TREASURER

The Treasurer of the Board is responsible for the fiscal affairs of the California State University, which include:

- a. Implementation of a system of internal controls that plan, organize and direct the performance of actions to protect the California State University's assets, ensure records are accurate, promote operational efficiency, and encourage adherence to policies.
- b. Management of the programs that incur external debt on behalf of the University to ensure projects are financially sound, strategic and essential to the mission of the university to preserve the full faith and credit of the institution.
- c. Placement of investments to obtain the best possible return commensurate with the degree of risk that the University is willing to assume in obtaining that return.

This list is not inclusive, and is not intended to limit the necessary actions of the Treasurer as the chief fiscal officer. The Treasurer may delegate his or her authority to other members of his or her staff.

The Treasurer shall regularly report to the Board of Trustees concerning the performance of these functions.

V. DELEGATION TO THE UNIVERSITY AUDITOR

The University Auditor is responsible for implementing the Board of Trustees' audit program and represents the California State University in all audits conducted by external agencies.

The University Auditor shall regularly report to the Trustees' Committee on Audit concerning the performance of his or her functions.

VI. DELEGATION TO THE PRESIDENTS

The Presidents of the California State University campuses are the chief executive officers for their campuses and have authority and responsibility, with

appropriate consultation, to take whatever actions are necessary, consistent with Trustee and Chancellor's policy, and applicable law, for the appropriate functioning of each of their campuses, which includes:

- a. Development of curricular and instructional plans
- b. Academic, administrative and staff appointments
- c. Supervision, discipline and termination of employees
- d. Oversight of business and financial affairs
- e. Oversight of student affairs
- f. Oversight and adjustment of campus fees in accord with applicable policy
- g. Oversight of the campus advancement function, including alumni affairs and community relations
- h. Oversight of and responsibility for campus auxiliary organizations
- i. Use of campus buildings and grounds

This list is not inclusive, and is not intended to limit the necessary actions of the Presidents as the chief executive officers of their campuses. The Presidents may delegate their authority to other officials on their campuses.

The Presidents report to the Chancellor and shall keep him or her regularly informed as to the activities on their campuses.

VII. THE ACADEMIC SENATE

The constitution of the Academic Senate of the California State University has been ratified by the faculties and approved by the Board of Trustees. The Academic Senate is therefore constituted and functions in accord with the provisions of that constitution. Amendments to the Academic Senate constitution become effective when ratified in accord with the requirements of that constitution and approved by the Board of Trustees.

VIII. AMENDMENTS

Attachment A
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These Standing Orders 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.

COMMITTEE ON ORGANIZATION AND RULES

Revision to Schedule of Board of Trustees' Meetings, 2004

Presentation By

Christine Helwick
General Counsel
Office of the General Counsel

Summary

The schedule of the Board of Trustees' meetings for 2004 includes a meeting on October 28, 2004, to adopt the Trustees' Budget Request for 2005/06. Because of a scheduling conflict, it is proposed that this meeting be held on Friday, October 29, 2004. The following resolution is presented for approval.

RESOLVED, By the Board of Trustees of The California State University that meeting previously scheduled for October 28, 2004, be re-scheduled for October 29, 2004.