

## AGENDA

### COMMITTEE ON ORGANIZATION AND RULES

**Meeting:**     **3:30 p.m., Wednesday, July 7, 1999**  
                  **Glenn S. Dumke Conference Center**

Laurence K. Gould, Jr., Chair  
Anthony M. Vitti, Vice Chair  
Martha C. Fallgatter  
Bob Foster  
Eric C. Mitchell  
Joan Otomo-Corgel  
Ralph R. Pesqueira  
Frederick W. Pierce IV

#### **Consent Item**

Approval of Minutes of Meeting of May 12, 1999

#### **Discussion Items**

1. Amendment to Standing Orders, *Action*
2. Amendments to the Standing Orders—Delegations of Capital Outlay Project Processing and Schematic Plans, *Action*

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

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

**May 12, 1999**

**Members Present**

Laurence K. Gould Jr., Chair  
Anthony M. Vitti, Vice Chair  
Martha C. Fallgatter  
Bob Foster  
William Hauck, Chairman, Board of Trustees, ex officio  
Joan Otomo-Corgel  
Ralph R. Pesqueira  
Stanley T. Wang

**Other Trustees Present**

William D. Campbell  
Harold Goldwhite  
Eric C. Mitchell  
Dee Dee Myers  
Frederick W. Pierce IV  
Ali C. Razi  
Michael D. Stennis

**Presidential Liaison**

Milton A. Gordon, President, California State University, Fullerton, absent

**Chancellor's Office Staff**

Christine Helwick, General Counsel

Chair Gould called the meeting to order at 8:28 a.m.

**Consent Agenda**

Chair Gould reported that the minutes of the March 17, 1999, meeting were listed as a consent item and, as there were no objections, the minutes were approved as submitted.

**Schedule of Board of Trustees' Meetings, 1999/2000**

Chair Gould presented Agenda Item 1 proposing the Schedule of the Board of Trustees' Meetings for 1999/2000. He called the board's attention to the change in dates for the May 2000 meeting and reminded trustees that the July 1999 meeting would be conducted on Wednesday/Thursday, instead of the customary Tuesday/Wednesday. He asked if any committee member had any questions or comments involving the schedule.

Chair Hauck suggested that at least one board meeting should be scheduled to take place on a campus. Trustee Vitti stated that moving the meeting to a campus entailed a lot of expense. It was agreed that, barring exorbitant costs, one of the scheduled meetings should be held on a campus.

The committee recommended approval of the proposed resolution (ROR 05-99-01).

**Adjournment**

The meeting adjourned at 8:31 a.m.

**BRIEF**

**Action Item**

Agenda Item 1  
July 7-8, 1999

**COMMITTEE ON ORGANIZATION AND RULES**

**Amendment to Standing Orders**

**Presentation By**

Christine Helwick  
General Counsel

**Summary**

In recent litigation, the authority of the General Counsel to act on behalf of the board was questioned. This amendment to the Standing Orders confirms existing authority and responsibility in one place to avoid any future confusion. Because this is an uncontroversial matter, this item also waives the two-meeting requirement normally applicable to amendments of the Standing Orders.

**Recommended Action**

Approval of the resolution.

## ITEM

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Agenda Item 1  
July 7-8, 1999

### COMMITTEE ON ORGANIZATION AND RULES

#### Amendment to Standing Orders

##### Background

The purpose of this item is to confirm the existing authority and responsibility of the Office of General Counsel and to place it in the Trustees' Standing Orders. Currently, the role of the General Counsel is set forth in a variety of different sources: (1) Government Code section 11041, which exempts the Trustees from representation by the Office of the Attorney General; (2) Section 42702(1)(1) of Title 5 of the California Code of Regulations, which authorizes the Trustees to appoint their own General Counsel; (3) Trustee policy adopted in 1992, which states that the General Counsel "will continue to be the chief legal officer for the campuses and the system office" [emphasis added]; (4) Executive Order No. 615, which provided that all contracts for legal services must be submitted to the Office of the Chancellor for review and approval (by the Office of General Counsel); (5) Sections 102 and 103 of the California State University Policy Manual for Contracting & Procurement, which replicate the language of Executive Order No. 615, and provide that the Office of General Counsel serves as "the Trustees' official advisory agent to the CSU and its campuses"; (6) Executive Order No. 667, which incorporates the California State University Policy Manual for Contracting & Procurement (and now supercedes Executive Order No. 615); and (7) the job description for the General Counsel in the Executive Management Classification Plan, which states that the General Counsel is the "chief legal counsel for the CSU system."

In recent litigation, opposing counsel refused to accept this collective statement of authority, and objected to the General Counsel signing closing documents on behalf of the Trustees or the institution, and insisted instead that the matter be placed on the agenda for a Board of Trustees' meeting. While the problem was eventually solved in that instance, the following amendment to the Standing Orders will obviate any future confusion about the authority and responsibility of the General Counsel to act on the board's behalf.

##### Procedure

Chapter II of the Standing Orders requires that amendments to the Standing Orders be adopted in a two-step process, with notice at a first, and action at a second meeting, *except* where the board determines that the matters presented "are not controversial and require no further discussion." In that case, an amendment can be adopted in one step at the first meeting.

The following resolution is recommended for approval:

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

1. The following confirmation of the authority and responsibility of the General Counsel of the California State University and placement in the Trustees' Standing Orders is not controversial and requires no further discussion;
2. Chapter IV of the Standing Orders of the Board of Trustees is amended to add section 3 to read as follows:

§ 3 General Counsel

- a. 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.
- b. The General Counsel has the authority to advise and represent the Trustees, the Chancellor, the Presidents, and other officers or employees of the California State University in legal matters that may result from their service to, or employment by, the California State University.
- c. The General Counsel is authorized to accept service of process for the Trustees, the Chancellor and the Presidents, for any matter arising out of their service to, or employment by, the California State University.
- d. The General Counsel is authorized, after consultation with the Chancellor and/or appropriate campus Presidents, to settle all claims and litigation, and to sign settlement documents on behalf of the Trustees, the Chancellor, the Presidents, and those officers or employees of the California State University for whom the Office of the General Counsel also provides representation.

**BRIEF**

**Action Item**

Agenda Item 2  
July 7-8, 1999

**COMMITTEE ON ORGANIZATION AND RULES**

**Amendments to the Standing Orders—Delegations of Capital Outlay Project Processing and Schematic Plans**

**Presentation By**

Christine Helwick, General Counsel  
Office of General Counsel

**Summary**

This item proposes amendments to the Standing Orders on delegations for capital outlay project processing and approval of schematic plans.

**Recommended Action**

Approval of the resolution.

## ITEM

2

Agenda Item 2  
July 7-8, 1999

### COMMITTEE ON ORGANIZATION AND RULES

#### Amendments to the Standing Orders—Delegations of Capital Outlay Project Processing and Schematic Plans

Agenda Items 4 and 5 of the Committee on Campus Planning, Buildings and Grounds contain proposals to update trustee policy to reflect the decentralization of capital outlay process management to the campuses and to increase the chancellor's authority to approve project schematic plans from \$1 million to \$5 million. This item accomplishes the related changes to the Standing Orders. It also includes a clarifying addition of "remodels" as a delegated function of the chancellor as previously approved by the board.

An amendment to the Standing Orders for matters which are not controversial may be achieved in one meeting simply by the trustees voting by a majority to adopt the change, thereby waiving the two meetings requirement (see Standing Orders, Chapter II).

The following resolution is recommended for approval:

**RESOLVED**, By the Board of Trustees of The California State University, that Chapter III of the Standing Orders of the Board of Trustees is amended as follows:

§ 7. Campus Planning, Buildings and Grounds

a. ~~Approval~~ Validation of Plans; and Construction Contracts

1. ~~Following completion of preliminary plans pursuant to approval of schematic plans and an estimated cost by the Board of Trustees, the campus president or designee may proceed with preliminary plans. The Chancellor may approve such preliminary plans and authorize the preparation of working drawings where the estimated project cost, based on such preliminary plans, is within ten percent (10%) of the estimated cost as defined in the approved schematic plans, plus any cost rise subsequent to approval of such schematic plans as shown by the Engineering News Record cost index. will validate conformance of preliminary plans to scope, schedule and budget within any limits designated by the Board of Trustees.~~

2. ~~In the event the estimated project cost, based on such preliminary plans, exceeds the amount specified in subdivision a-1 of this Section or the design is materially different from that contained in the schematic plans previously approved by the Board of Trustees, preliminary plans shall not be approved until such additional cost or materially different plans have been approved by the Board of Trustees.~~

~~32. Following completion of working drawings preliminary plans pursuant to this Section, the campus president or designee may proceed with working drawings. The Chancellor may approve such working drawings where the estimated project cost, based on such working drawings, is within ten percent (10%) of the estimated cost as defined in the approved schematic plans, plus any cost rise subsequent to approval of such schematic plans as shown by the Engineering News Record cost index: will validate conformance of working drawings to scope, schedule and budget within any limits designated by the Board of Trustees.~~

~~4. In the event the estimated project cost, based on such working drawings, exceeds the amount specified in subdivision a-3 of this Section, unless a different estimated cost was approved pursuant to subdivision a-2 of this Section, in which case such different amount shall govern, or the design is materially different from that contained in the schematic plans previously approved by the Board of Trustees, the working drawings shall not be approved until such additional cost or materially different plans have been approved by the Board of Trustees.~~

~~53. Upon approval completion of working drawings, the Chancellor campus president or designee is authorized to solicit bids and to award and administer the construction contract, all pursuant to the California State University Contract Law.~~

~~6. The Chancellor shall annually report to the Board approvals of preliminary plans and working drawings pursuant to this subdivision.~~

...

d. Approval of Schematic Plans

Notwithstanding any provisions of these Standing Orders to the contrary, the Chancellor is authorized to approve schematic plans for capital outlay projects with a project cost not to exceed ~~\$1,000,000~~ \$5,000,000 provided the funding for such projects is approved by the Board.

Notwithstanding any provisions of these Standing Orders to the contrary, the Chancellor is authorized to approve schematic plans for the following capital

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outlay projects provided the funding for these projects is approved by the Board:

Site Development, Utilities, Outdoor Physical Education Facilities excluding Stadiums, Air Conditioning, Remodels, Alterations and Interior Remodeling, Minor Additions, Structural Strengthening, Heating and Cooling Facilities, Agricultural Projects, Landscape Projects, Surface Parking, Temporary Facilities, Vending Facilities, Phase II Projects if approved by the Board of Trustees with the Phase I Portion, Corporation Yards, and Damage Projects where the exterior appearance is not of architectural significance to the overall campus design as determined by the Campus Consulting Master Plan Architect and the Chancellor's Office.

All projects for which schematic plans are approved pursuant to this subdivision are subject to all other requirements of the Standing Orders that apply when the Board approves the schematic plans.