AGENDA

COMMITTEE ON ORGANIZATION AND RULES

Meeting: **10:00 a.m., Wednesday, January 25, 2023**
Glenn S. Dumke Auditorium

Jean Picker Firstenberg, Chair
Julia I. Lopez, Vice Chair
Diana Aguilar-Cruz
Diego Arambula
Jack Clarke, Jr.
Leslie Gilbert-Lurie
Lillian Kimbell
Christopher Steinhauser

Consent

1. Approval of Minutes of the Meeting of November 16, 2022, *Action*
2. Proposed California State University Board of Trustees' Meeting Dates for 2024, *Information*

Discussion

3. Recommended Procedures for Selection of Board Committees, *Information*
4. Recommended Best Practices for Board Planning, Goal Setting and Self-Evaluation, *Information*

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

November 16, 2022

Members Present

Jean Picker Firstenberg, Chair
Julia I. Lopez, Vice Chair
Diana Aguilar-Cruz
Diego Arambula
Jack Clarke, Jr.
Adam Day
Leslie Gilbert-Lurie
Lillian Kimbell
Christopher Steinhauser

Jolene Koester, Interim Chancellor
Wenda Fong, Chair of the Board

Trustee Firstenberg called the meeting to order.

Consent Agenda

The minutes of the September 13, 2022, meeting were approved as submitted.

Discussion Agenda

Progress Report on the Board of Trustees' Review

The item was presented by Roberta Achtenberg, Senior Advisor to the California State University for Board Governance and Relations. Plans for a board retreat were discussed along with efforts that were underway to find appropriate alternatives to provide the student trustees with financial support while serving as members of the Board of Trustees. Interim Chancellor Koester noted that Chancellor's Office staff had been engaged in a review and conversations with CSSA and other agencies to address concerns raised by the student trustees. A work group had been established and would provide recommendations for an enhanced financial support model for trustees who are students within 60 days of the November board meeting.

Trustee Firstenberg opened the floor to questions and comments regarding all of the items discussed. The following board members responded with comments commending the efforts by the board chair, interim chancellor and staff working to address the need for an enhanced financial support model for student trustees: Trustees Sabalius, Gilbert-Lurie, Steinhauser, Simon, Kimbell, Linares, and Aguilar-Cruz. Roberta Achtenberg concluded with brief remarks regarding the board leadership retreat on November 30, 2022.

Trustee Firstenberg adjourned the meeting.

COMMITTEE ON ORGANIZATION AND RULES

Proposed California State University Board of Trustees Meeting Dates for 2024

Presentation By

Jean P. Firstenberg
Committee Chair

Summary

The following schedule of the CSU Board of Trustees meeting dates for 2024 is presented for information and will be proposed for action at the March 2023 meeting.

Proposed 2024 Meeting Dates

January 30-31, 2024	Tuesday – Wednesday	Chancellor's Office
March 26-27, 2024	Tuesday – Wednesday	Chancellor's Office
May 21-22, 2024	Tuesday – Wednesday	Chancellor's Office
July 23-24, 2024	Tuesday – Wednesday	Chancellor's Office
September 24-25, 2024	Tuesday – Wednesday	Chancellor's Office
November 19-20, 2024	Tuesday – Wednesday	Chancellor's Office

COMMITTEE ON ORGANIZATION AND RULES

Recommended Procedures for Selection of Board Committees

Presentation By

Roberta Achtenberg
Senior Advisor, Board Governance and Relations

Jane Wellman
Special Consultant to the Board

Michelle Kiss
Associate Vice Chancellor and Chief of Staff

Summary

The Board of Trustees has commissioned a review of board roles and practices within the university system. It is being conducted by Roberta Achtenberg, Senior Advisor to the CSU for Board Governance and Relations, and Jane Wellman, special consultant to the Board. The review was announced at the May 2022 board meeting and is expected to conclude by May 2023. Several board members requested a review of board procedures for making committee assignments as part of the review. This discussion item reviews existing board policies and procedures for making committee appointments and provides some comparative analysis of how these procedures are conducted in other public system boards. Recommendations for revised procedures are offered.

Current Policies and Practices

The process for committee assignments and for the selection of the board chair and vice chair of the CSU Board of Trustees are outlined in Article IV §2 of the board rules, as follows:

- In January of each year, the board chair nominates five trustees to serve on the Committee on Committees. These nominations are ratified by the full board at the March meeting.
- Following the March meeting, all trustees are polled as to their preferences for committee assignments, including their interest to serve as a committee chair and/or vice chair. The board chair considers these preferences and generates a proposed slate of board officers and committee assignments including recommendations for vice chair of the board, all committee chairs and vice chairs and the membership of each committee.
- The committee uses the chair's slate to prepare its recommendation for consideration by the full board at the May meeting.
- Additional nominations to the committee assignments may be added at any time before the final vote.

Examples from other Public System Boards

Working with the National Association of System Heads (NASH), we surveyed 25 public system boards across the United States about how their boards elect officers and make committee appointments. Committee assignments including designations of committee chairs and vice chairs are made by the board chair in 22 of the 25 systems; they are elected by other members in two systems, the CSU and the University of California Board of Regents, and by the Governor in one system. The University of California Board of Regents uses a Committee on Nominations to develop a recommended slate of candidates which is then approved by the board. A few systems indicate that they try to see to it that all trustees serve on all committees at some point in their tenure. Beyond that, no system has rules or guidelines about the qualifications or attributes to be considered in making committee appointments. Clearly those decisions are seen to be the purview of the board chair.

The comparative analysis of the CSU Board to other systems also reveals that the CSU Board has more designated trustees than any other public system board in the United States: two student trustees, one faculty trustee, and one alumni trustee, along with five ex-officio trustees. Faculty trustees in most systems, including the University of California, do not have voting authority as board members. In the CSU Board, all of the designated trustees are full voting members with the same fiduciary responsibilities as other trustees. However, by virtue of their designation, they also have a representational role on behalf of the relevant constituent group (in the case of the student, faculty and alumni trustees), or consistent with their responsibilities as elected officials in the case of those individuals.

Conclusions and Recommendations

In the CSU Board, decisions about committee assignments and committee leadership are made through a process that is more consultative and inclusive than in almost all other boards. We believe it works sufficiently and does not need to be overhauled. However, in the interest of clarity and public transparency, and to guide both the chair and the Committee on Committees, we recommend the board articulate the criteria it will use in making committee assignments and in designating chairs and vice chairs for the standing committees.

We recommend the following criteria, which if adopted by the Board would become an amendment to Board rules:

- Contributes to leadership that reflects the diversity of California;
- Has a broad understanding of the CSU system gained from length of service on the board, prior board committee experience, or other personal or professional experience;
- Is willing and able to devote sufficient time to prepare for and participate in the conduct of board business;

- Has demonstrated respect for differences of opinion and an ability to work toward consensus;
- Contributes to board dialogue by participating in board discussions;
- Has demonstrated an ability to make decisions independent from influence by stakeholder groups, whether internal or external to the CSU;
- Has demonstrated an understanding of and commitment to the role of the board as a collegial, independent oversight body, while respecting traditions of shared governance;
- Has demonstrated an ability to work effectively and respectfully with fellow trustees and with the chancellor, vice chancellors, presidents, staff, faculty and students.

Following the committee discussion of these options, a proposed action item to amend the Rules Governing the Board of Trustees to adopt criteria for committee selection will be developed for the board's consideration at the March meeting.

COMMITTEE ON ORGANIZATION AND RULES

Recommended Best Practices for Board Planning, Goal Setting and Self-Evaluation

Presentation By

Roberta Achtenberg
Senior Advisor, Board Governance and Relations

Jane Wellman
Special Consultant to the Board

Michelle Kiss
Associate Vice Chancellor and Chief of Staff

Summary

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Regular processes for board planning and evaluation are increasingly seen as a best practice for public and private university governing boards in the United States. The Association of Governing Boards (AGB) promotes regular assessments of board performance as a foundational element of good governance[1], and several of the regional accrediting commissions promote regular such reviews for single-institution governing boards. There are no such policies for system-level boards in the western regional commission (WSCUC) that accredits the universities in the CSU system, largely because their policies do not address system boards. Nonetheless, based on our review of the CSU Board, we believe the board would be well-served by incorporating a regular process for board planning and self-evaluation into its ongoing procedures. This discussion item presents some examples of ways this is done in other public system boards, and offers suggestions about ways this might be done in the CSU Board. The item concludes with some questions for board discussion, answers to which will guide staff about next steps.

[1] https://agb.org/knowledge-center/board-fundamentals/board-assessment/

Examples from other Public System Boards

As part of our recent survey of 25 public system boards, we looked at board policies and procedures, manuals and codes of conduct for references to board planning and evaluation. Not all boards conduct such reviews, and it is also possible that some do so but have not incorporated policies for them in their public rules. Based on this review, and drawing from AGB recommendations for best practices, we have identified a few common elements:

1) The reviews are based on broad goals that the board has set for itself, related to board practice and procedures. The focus of the review is on the board, not on the system.
2) The goal of the review is to stimulate honest reflection and dialogue about board performance as a regular element of board business. It can also lead to changes in the way the board organizes itself, though that need not be the outcome of all reviews if changes are not warranted.
3) The reviews are conducted with some regularity, either annually, or biannually.
4) The reviews use some process for collecting information from board members as to their perceptions of how the board is functioning. More elaborate reviews can extend to the collection of perceptions from key stakeholder groups, such as system staff, university presidents, student and faculty groups who regularly sit with the board.
5) The review process is assigned to one of the existing board committees, such as the Committee on Rules, or the Committee on Strategic Planning, and the results are discussed at annual board retreats.

Two examples from system boards are offered, to show a range of ways this might be done, from a straight-forward review in the University of North Carolina system, to something more elaborate in the University of Texas System.

The University of North Carolina Board of Governors

In the UNC system, board self-review is conducted annually in a process managed by their Executive and Compensation Committee. The committee sends a questionnaire annually to all board members, with three questions: 1) How are we doing? 2) What are we doing? And 3) Are we as effective as a board as we can be? They use the results of the surveys in their retreats.

The University of Texas Board of Regents

The UT Board of Regents requires board self-evaluation every other year. Their policy states: "Board self-evaluation: To assess the effectiveness of the Board of Regents as a whole, the Board will continue to regularly define and evaluate its responsibilities and expectations as follows:

1) The Board will conduct a self-evaluation of its responsibilities and expectations at least every two years. The Board may also choose to engage in an additional self-evaluation on the election of a new Chairman.
2) The self-evaluation will include assessments regarding:
    a) Board organization, leadership and committee responsibilities and structure;
    b) Board orientation and continuing education;
    c) Board fiduciary oversight of UT system and the UT institutions;
    d) Board's role in establishing policy; and
    e) Board's method for identifying and addressing Regental conflicts of interest."

Questions for Committee Discussion

We request feedback from the committee as to whether they want to see a proposal to establish a regular process for board goal-setting and self-evaluation. Should that be the case, we request guidance on the following:

- Which board committee should be responsible for designing and conducting the review?
- Should the review be done annually, biannually, or every three years?
- Should the review be (a) relatively simple, as in the North Carolina example, or (b) slightly more detailed focus on key areas? If (b), then which areas of fucus might be included?
    i. Board organization, leadership and committee responsibilities and structure
    ii. Board orientation and continuing education
    iii. Board self-discipline of code of conduct
    iv. Board culture
    v. Board use of time on the issues of greatest consequence to CSU and to California
    vi. Board independence from undue influence from any constituency, internal or external

Following direction from the committee, and if necessary, an action item on this topic will be presented for consideration at the March meeting.