

AGENDA

COMMITTEE ON ORGANIZATION AND RULES

Meeting: 2:30 p.m., Tuesday, September 13, 2022
Glenn S. Dumke Auditorium

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

Consent 1. Approval of Minutes of the Meeting of July 13, 2022, *Action*
Discussion 2. Progress Report on the Board of Trustees' Review, *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**

July 13, 2022

Members Present

Jean Picker Firstenberg, Chair
Julia I. Lopez, Vice Chair
Diego Arambula
Jack Clarke, Jr.
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 March 22, 2022, meeting were approved as submitted.

Discussion Agenda

Progress Report on the Board of Trustees' Review

Item was presented by Jane Wellman, Special Consultant to the Board, and Roberta Achtenberg, Senior Advisor, Board Governance and Relations. The consultants discussed a progress report about the review of the Board of Trustees. The review will address issues in three categories: trustee dynamics; selection, support, and evaluation of the presidents of the campuses and of the chancellor; and role of the CSU Board, the CSU, and the future needs of students and the State of California. Trustee Firstenberg opened the floor to questions and comments. Trustee Arambula, Chair Fong, and Trustee Lopez agreed with topics that will be reviewed and addressed.

Trustee Firstenberg adjourned the meeting.

COMMITTEE ON ORGANIZATION AND RULES

Progress Report on the Board of Trustees' Review

Presentation By

Roberta Achtenberg
Senior Advisor, Board Governance and Relations

Jane Wellman
Special Consultant to the Board

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, a special consultant to the Board. The review was announced at the May 2022 board meeting and is expected to conclude by May 2023. At the July meeting, the consultants shared their plan of work and initial impressions of the central issues to be addressed by the review. These were: trustee dynamics; the chancellor/presidential selection and review process; and strategic planning. At the September meeting, they will discuss progress since their last report, and presage plans for a board retreat on November 30.

Building Board Capacity: Trustee Dynamics, Orientation and Continuing Education

As reported at the July meeting, concerns about trustee dynamics top the list of issues to be addressed in this review. These dynamics include both internal board communications as well as interactions with the Chancellor's Office and the universities in the system. While some of the difficulties are attributable to the nearly two-year long interval where the pandemic forced the board to meet virtually rather than in person, others were clear indications of deficits in board policy and practice. Further, the board's agenda has become unduly reactive and inadequately focused on strategic priorities for the system.

The orientation program for new trustees is primarily focused on explanations of the internal CSU administration and regulatory requirements for the board. Very little time is devoted to discussing the unique challenges and opportunities facing the board. Expectations for individual board members are left somewhat vague, including what it means to be a member of a fiduciary body and how that informs and constrains prerogatives of individual trustees. Basic information about board policies and procedures, communication protocols, and practices are relegated to appendices but not discussed or interpreted.

O&R

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We believe a rebuilt orientation program for new trustees needs to be put in place, along with a robust program of continuing education that supports renewed work in strategic planning. Toward that end, we have piloted a new trustee orientation program, which includes considerably more about the roles and responsibilities of a system board, expectations for individual board members, and the importance of a collaborative board culture.

We have also made plans for a board retreat, to be held on November 30, on the sole topic of building capacity for the CSU board. To facilitate the conversation, we have commissioned additional assistance from experts with deep experience in public system leadership and with the CSU system: Nancy Zimpher, Kevin Reilly, and Rebecca Martin. They are the leaders of the National Association of System Heads (NASH), the only national organization focused exclusively on multicampus systems in the United States. In preparation for that retreat, they will conduct conversations with each trustee to solicit their views on the critical issues facing the CSU now and in the future. Following the board retreat, we hope to shift our attention from the initial focus on internal board dynamics to a greater focus on building board capacity for the opportunities ahead.

The Need for a Strengthened Trustee Secretariat

We have also spent time looking into the role of the Trustee Secretariat – the unit that supports the work of the board. A volunteer board cannot function at the highest level without enhanced policy and program support. Changes to the Trustee Secretariat are needed, as logistical and record-keeping demands on staff currently crowd out time for deeper work on key board functions. The board needs to have sufficient staff at a high level of expertise to work with the Chancellor's Office and to support board work on task forces and special projects. The staff need to be able to be accountable to the board while also working collaboratively with the Chancellor's Office. We have flagged this issue with the requisite staff in the Chancellor's Office and will work closely with them to explore options to address the situation.