

## AGENDA

### COMMITTEE ON UNIVERSITY AND FACULTY PERSONNEL

**Meeting:** 1:30 p.m., Tuesday, September 13, 2022  
Glenn S. Dumke Auditorium

Jack Clarke, Jr., Chair  
Douglas Faigin, Vice Chair  
Larry L. Adamson  
Jean Picker Firstenberg  
Maria Linares  
Jack McGrory  
Anna Ortiz-Morfit

- Consent** 1. Approval of Minutes of the Meeting of July 13, 2022, *Action*
- Discussion** 2. Executive Compensation: Acting Vice Chancellor, Human Resources – California State University *Action*
3. Executive Compensation: Triennial Performance Reviews – Equity Adjustments, *Action*
4. Executive Transition Program: Executive Consulting Assignment, *Information*
5. Executive Transition Program: Revision to Transition II, *Information*

**MINUTES OF THE MEETING OF  
COMMITTEE ON UNIVERSITY AND FACULTY PERSONNEL**

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

**July 13, 2022**

**Members Present**

Jack Clarke, Jr., Chair  
Douglas Faigin, Vice Chair  
Larry L. Adamson  
Jean Picker Firstenberg  
Maria Linares  
Jack McGrory  
Anna Ortiz-Morfit

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

**Public Comment**

All public comments took place at the beginning of the meeting's open session, prior to all committees.

Trustee Jack Clarke called the meeting to order.

**Approval of the Consent Agenda**

The minutes of the May 25, 2022, meeting of the Committee on University and Faculty Personnel were approved as submitted.

Before proceeding with the discussion agenda, Trustee Clarke announced a change in the order that two items would be presented. The committee meeting would begin with item 7 (executive compensation) and conclude with item 2 (compensation for the president of CSU Monterey Bay).

*Corrected*

U&FP

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## **Executive Compensation**

Chair Wenda Fong began the presentation with an overview of the compensation policy adopted in November 2019 which called for salary assessments at the time of a president's triennial performance review. A review of the salary assessment process adopted in September 2021 followed. Chair Fong shared that since adopting the policy, 14 presidents have received performance reviews and are eligible for pay adjustments.

Interim Chancellor Jolene Koester recommended approval of a 7 percent general salary increase for executives; this reflects parity with increases provided to all other CSU employees. Also recommended were salary adjustments for the 14 presidents who received triennial performance reviews since 2020. Trustee Lateefah Simon expressed her support for equitable pay at all levels and recommended approval of compensation for the vice chancellor and chief audit officer.

Following the presentation, trustees shared thoughts and comments on the proposed salary increases and overall, they were in support of the recommended adjustments. Trustee Douglas Faigin acknowledged support for presidential increases but as he explained, due to the delay in providing the item detail and in the spirit of transparency and public notification, he would vote no. He recommended holding the item until the next meeting. Dr. Koester responded that the information was posted and continued to be publicly available, so it has been transparent in letter and in spirit. Additionally, conversations with state officials and/or their staff had taken place over the last several weeks.

Further trustee comments emphasized that the board must commit to being equitable across the system and referred to the Mercer study that showed staff inequities and prioritizing the faculty study in the coming year.

Trustee Clarke explained that the committee would vote separately on each resolution in item 7. There was a motion and a second to approve retroactive equity adjustments as shown in attachment B. The motion passed with eight in favor (Trustees Adamson, Clarke, Jr., Firstenberg, Linares, McGrory, Ortiz-Morfit; Chair Fong; and Interim Chancellor Koester), one opposed (Trustee Faigin) and no abstentions. There was a motion and a second to approve the final salaries effective July 1, 2022, as shown in attachment B. The motion passed with seven in favor (Trustees Adamson, Clarke, Jr., Firstenberg, McGrory, Ortiz-Morfit; Chair Fong; and Interim Chancellor Koester), two opposed (Trustees Faigin and Linares) and no abstentions. The committee recommended approval of the proposed action as published in item 7. (RUF 07-22-12)

### **Executive Compensation: Interim President – Sonoma State University**

Interim Chancellor Jolene Koester announced that with the imminent departure of Dr. Judy Sakaki as president of Sonoma State University, Dr. Ming-Tung “Mike” Lee will serve as interim president beginning August 1, 2022. The chancellor recommended that Dr. Lee receive an annual salary of \$324,052 and a monthly housing allowance of \$5,000 (the same salary and housing as the current incumbent). A monthly auto allowance of \$1,000 is also provided. A motion to approve the recommended action was passed. (RUFPP 07-22-09)

### **Employment Policy Governing Administrator Employees’ Option to Retreat**

Leora D. Freedman, acting vice chancellor for human resources, presented the policy on the option to retreat and highlighted significant changes made to the draft policy presented in May 2022.

The term MPP employee was replaced with administrator to clearly indicate the policy applies to all employees serving as administrators including the chancellor, presidents, and vice chancellors. Clarified that the board holds the responsibility for determining eligibility in the case of the chancellor. The definition of a finding was updated as “a determination that the administrator engaged in misconduct or a policy violation that renders the administrator unsuitable to have continued direct interactions with CSU students or employees.” Terms were added to defer any decision about retreat for 60 days following an administrator’s resignation and additionally, the CSU may take action at any time in connection with alleged misconduct committed by an employee while serving as an administrator.

The presentation concluded with remarks from Chair Wenda Fong who noted that if the policy (or the following policy item) were found to not be working as intended, or language needed to be adjusted, the board has the discretion to amend the policy at any time. Chair Fong recommended approval of the proposed item.

Trustee Jack McGrory posed the question whether retreat rights are necessary. Interim Chancellor Jolene Koester responded that it is an important policy explaining that many administrative leaders have earned tenure and with retreat rights they do not have to forfeit that recognition when assuming another position. This is a common practice when recruiting administrators in higher education. A motion to approve the recommended action was passed. (RUFPP 07-22-10)

### **Employment Policy Governing Employee References**

Leora D. Freedman, acting vice chancellor for human resources, presented the item and highlighted substantive changes made to the draft policy that was presented in May 2022. The policy was updated to clarify that employees must work with their campus human resources when

*Corrected*

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requested to provide letters of recommendation; if not, it must be clear that the reference is being provided in an individual capacity. In section V of the policy, the word objective was replaced with unbiased. There were no questions or comments from the trustees. A motion to approve the recommended action was passed. (RUF 07-22-11)

### **Executive Transition Program Review**

The item was presented by Acting Vice Chancellor Leora Freedman. In March 2022, the board of trustees stopped granting executive transition rights for newly hired executives until a task force reviewed and recommended further action. The task force was comprised of Trustees Larry Adamson and Jack Clarke, and Vice Chancellor Evelyn Nazario.

It was noted that a sampling of other public institutions revealed that most do not offer formal executive transition programs and due to recent events, the current transition program should be modified or eliminated. The task force also considered that the CSU and new leaders could benefit from the experience and insight of a former executive. As such, two options were presented for the board's information and consideration – a significantly altered new program or elimination of any transition program going forward.

Trustees were informed of the option for a new program that would be used at the board's discretion. An executive consultative assignment could be offered if the board deemed the executive's consultation would benefit the university. The assignment would be for up to six months; not exceed 50 percent of the executive's base pay; have clearly identified duties and specific reporting and approval requirements. Proposed modifications to the existing Transition II would bring the policy into alignment with the new retreat policy as well as updated approval and reporting requirements.

Following the presentation, trustee comments ranged from not being able to manage the program effectively, to not adding value and being perceived as a gift of public funds. The practice is not typical in higher education and a modified program creates an expectation. They commented that the program has caused problems in the system and if such services are needed, campuses could retain outgoing administrators as a consultant or temporary assignment on an individual basis rather than through a formal program.

Trustee Jack McGrory felt strongly that the program should be eliminated. Trustees Julia Lopez, Douglas Faigin, and Christopher Steinhauser agreed with Trustee McGrory's recommendation that the program be eliminated altogether. It was noted that the first choice of the task force also was to eliminate the program; however, they wanted to provide the board the opportunity to consider an alternative policy. The new program would not be an entitlement but rather an option at the board's discretion.

More information on available options, or mechanisms, would be helpful to the board should trustees deem an individual should stay on longer. (As related to restrictions when hiring rehired annuitants, temporary assignments, consultants.)

Interim Chancellor Jolene Koester shared that while there is not a program like the CSU's, there are other practices or other types of programs used in academia. Former presidents may be hired for advice or to transition donors from one leadership to another, and sometimes, to provide a sabbatical similar to what faculty receive as a way to help the president prepare for their return to a teaching position. That there is an alternative is common, that there is a specific entitlement program is not.

This item was presented for informational purposes and no action was taken. Chair Wenda Fong thanked Trustees Adamson and Clarke for their hard work on the policy iterations they developed.

**Executive Compensation: President – California State University, Monterey Bay**

Interim Chancellor Jolene Koester announced Dr. Vanya Quiñones as the fourth president of California State University, Monterey Bay. The new president joins the CSU on August 15, 2022, following the retirement of President Eduardo Ochoa. The chancellor recommended that Dr. Quiñones receive an annual salary of \$370,000 as published in the amended agenda item. Additionally, Dr. Quiñones is required to reside in the presidential residence for the Monterey Bay campus and a monthly auto allowance of \$1,000 is provided.

Dr. Koester explained that at the time of Dr. Quiñones' appointment, the incumbent's salary will be \$337,046 as a result of the 7 percent salary increase effective July 1, 2022. The proposed salary of \$370,00 does not exceed 10 percent of the \$337,046 and therefore, is consistent with the board's policy on compensation. This clarification was made as the full board had not yet formally approved the 7 percent increase for presidents as discussed earlier in the committee meeting. A motion to approve the recommended action was passed. (RUFPP 07-22-08)

Trustee Clarke adjourned the meeting of the Committee on University and Faculty Personnel.

**COMMITTEE ON UNIVERSITY AND FACULTY PERSONNEL**

**Executive Compensation: Acting Vice Chancellor, Human Resources – California State University**

**Presentation By**

Jolene Koester  
Interim Chancellor

**Summary**

This action item establishes the compensation for the acting vice chancellor for human resources of the California State University. Leora D. Freedman had been serving as associate vice chancellor and deputy general counsel at the Chancellor's Office until July 6, 2022, when she was appointed to acting vice chancellor for human resources.

**Executive Compensation**

This item recommends that Leora D. Freedman receive an annual salary of \$327,925 effective July 6, 2022, the date of appointment as acting vice chancellor for human resources. (This is the same salary approved for the vice chancellor of human resources at the July 2022 meeting.) In accordance with existing policy of the California State University, the acting vice chancellor will receive an auto allowance of \$1,000 per month and standard benefit provisions afforded CSU Executive classification employees.

At the conclusion of this temporary assignment, the incumbent will return to the position and salary as associate vice chancellor and deputy general counsel and the provisions of the Management Personnel Plan. The auto allowance will end.

**Recommended Action**

The following resolution is recommended for adoption:

**RESOLVED**, by the Board of Trustees of the California State University, that Leora D. Freedman shall receive a salary set at the annual rate of \$327,925 effective on July 6, 2022, the date of appointment as acting vice chancellor for human resources of the California State University; and be it further

**RESOLVED**, Leora D. Freedman shall receive additional benefits as cited in Agenda Item 2 of the Committee on University and Faculty Personnel at the September 13-14, 2022 meeting of the Board of Trustees.

## **COMMITTEE ON UNIVERSITY AND FACULTY PERSONNEL**

### **Executive Compensation: Triennial Performance Reviews – Equity Adjustments**

#### **Presentation By**

Jolene Koester  
Interim Chancellor

#### **Summary**

Equity adjustments will be recommended resulting from presidential triennial performance reviews conducted by the Board of Trustees in July 2022.

#### **Background**

The Board of Trustees' CSU Policy on Compensation and the CSU Policies and Procedures for Review of Presidents specify that, following completion of presidential triennial performance reviews, compensation adjustments may be considered following a salary assessment. The policy was adopted in November 2019.

In September 2021, the Board of Trustees adopted a salary review process (RUF 09-21-06). The process recognized a president's performance and was found to be transparent and fiscally responsible while addressing salary gaps incrementally. The salary review process adopted by the trustees includes the following elements:

- Concurrent with triennial review cycle.
- Annual adjustments over three years, if applicable.
- Target salary is the peer group median.
- First year adjustment not to exceed 10 percent which aligns with current policy.
- Second and third year equity adjustments from 0 to 10 percent, as applicable.
- Reassess market data periodically.

#### **Market Equity Adjustments**

The table below lists those presidents who are eligible for equity adjustments as a result of salary assessments conducted during their triennial performance evaluation. Equity adjustments may occur over the three years as outlined in the governing policy. Adjustments are based on the amount to reach the peer group median (target salary).

Trustee approval of the proposed equity adjustments for Presidents Tomás Morales and Lynn Mahoney are recommended as presented below.



				EQUITY ADJUSTMENTS (Triennial Perf. Review Period)			
President	Annual Salary	Peer Group Median (Target Salary)	Year 1 Effective Date	Proposed Increase % 2021	Proposed Increase % 2022	Final Salary to be Approved	New Amt to Reach PG Median
Tomás Morales	\$371,729*	\$476,015	8/15/2021	10%	2%	<b>\$446,276</b>	6.7%
Lynn Mahoney	\$405,231	\$498,269	7/15/2022		10%	<b>\$445,755</b>	11.8%

\*President Morales' equity adjustment for Year 1 is effective 8/15/2021 – and it is calculated based on his salary at that time. As a result of this retroactive adjustment, President Morales' 7% salary increase approved by the BOT effective 7/1/2022 will be recalculated; the adjusted salary serves as the basis for his equity adjustment in Year 2.

The following table illustrates how President Morales' salary will be adjusted as a result of the FY 2022-23 salary increase program (effective 7/1/2022).

**President Tomás Morales**

Presidential Appointment Date: 8/15/2012  
 Peer Group Median: \$476,015  
 Annual Salary: **\$371,729** (prior to increase)  
 Amount to Reach PG Md: 28.1%

	Effective Date	Increase %	Annual Salary	New Amt to Reach PG Median
Year 1 Equity Adjustment	8/15/2021	10%	\$408,902	16.4%
<i>Merit Increase Program</i>	7/1/2022	7%	\$437,525	8.8%
Year 2 Equity Adjustment	8/15/2022	2%	\$446,276	6.7%

**Presidential Triennial Performance Review Salary Assessment Notes:**

Target Salary = Peer Group Median  
 Salary adjustments over three-year period if warranted and availability of funds and budget conditions.  
 Year 1 effective the presidential appointment date (month/day) of the year immediately preceding the performance evaluation.  
 For example: Year 1 eff. 7/15/2021 - Year 2, 7/15/2022 - Year 3, 7/15/2023  
 Year 1 increase = Percent to reach Peer Group Median, maximum 10% increase.  
 Year 2 or Year 3 increase = Equity increase, if applicable (see matrix).  
 Years 2 and Year 3 of salary assessment may require future Board action.

Percent to Reach Peer Group Median			Equity Increase
0%	to	5%	0%
5.01%	to	10%	2%
10.01%	to	15%	4%
15.01%	to	25%	7%
25.01%	to	35%	10%

**Recommended Action**

The following resolution is recommended for adoption:

**RESOLVED**, by the Board of Trustees of the California State University, that the individuals named in the salary table set forth in Item 3 of the Committee on University and Faculty Personnel at the September 13-14, 2022 meeting of the Board of Trustees shall receive the equity adjustments as stated in the item.

**AMENDED**

**Information Item**

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## **COMMITTEE ON UNIVERSITY AND FACULTY PERSONNEL**

### **Executive Transition Program: Executive Consulting Assignment**

#### **Presentation By**

Leora D. Freedman  
Acting Vice Chancellor  
Human Resources

#### **Summary**

At the March 2022 meeting of the CSU Board of Trustees, the trustees ceased granting executive transition rights for newly hired executives until such time as the board considers recommendations of a task force and takes further action (RBOT 03-22-03).

This information item continues the discussion from the July 2022 meeting on executive transition programs. Two options are presented for the board's information and consideration:

- 1) Elimination of an executive transition program prospectively; or
- 2) Replacing the current executive transition program with an executive consulting assignment offered at the discretion of the chancellor.

The proposed policy on the Executive Consulting Assignment is provided in Attachment A.

### **Executive Consulting Assignment (ECA)**

At the March 2022 meeting of the Board of Trustees of the California State University, the trustees ceased granting executive transition rights for newly hired executives in accordance with the executive transition program (“Transition II Program”) adopted by the board on November 15, 2006 (RUF 11-06-06), until such time as the board considered recommendations of a task force.

At the [insert date] 2022 board meeting, the board closed the Transition II Program, effective March 22, 2022. Accordingly, executives appointed on or after March 22, 2022 are not eligible to participate in the Transition II Program.

Individuals appointed as chancellor, executive vice chancellor, vice chancellor, or president may request an Executive Consulting Assignment (ECA). Any such assignment is offered at the discretion of the chancellor. (ECAs offered to chancellors shall be approved by the chair of the board, in consultation with the chair of the committee on University and Faculty Personnel (the “Committee”).) The executive must have served at least five years in an executive position at the CSU and must be in good standing at the commencement and duration of the assignment. Executives appointed prior to March 22, 2022, may request an ECA instead of participating in the Transition II Program.

The purpose of the ECA is to provide institutional support and consultation to a new administration on a campus or at the Chancellor’s Office. The ECA enables the University to benefit from the executive’s accumulated knowledge and experience, critical to the mission of the University.

The chancellor, in consultation with the chair of the Committee (on University and Faculty Personnel), must approve all executive consulting assignments. The chancellor shall also consult with the departing executive’s successor, if appropriate. In connection with ECAs offered to a chancellor, the board chair shall assume the responsibilities assigned to the chancellor to consult, approve, oversee, and report on, the ECA.

An ECA will not be conferred as a matter of course. The determination will be made at the discretion of the chancellor, after consultation with the Committee chair, with consideration given to the need for “consulting services” at the respective campus or Chancellor’s Office. Foremost, the chancellor must determine that the assignment is in the best interest of the University.

#### **Assignment Terms:**

1. Reassignment to the Management Personnel Plan (MPP).

2. The ECA is an “at-will” assignment that shall not exceed six months.
3. The salary shall not exceed fifty percent of the executive’s base pay at time of resignation from their executive position.
4. Duties in the assignment shall include, but are not limited to, conferring and bestowing institution- and campus-specific knowledge to the incoming president/executive; providing history and status on current institutional and campus issues, donor relations, legislative relations, strategic partnerships, legal matters, and CSU and campus-wide initiatives; and making introductions to key state and community stakeholders and campus specific supporters.
5. Deliverables: The appointee is required to submit a monthly report to the chancellor describing the activities and milestones completed.
6. It is expected that the appointee will devote the time necessary to accomplish all required work.
7. Any additional terms agreed to by the chancellor after consultation with the Committee chair.

The ECA appointee shall receive no supplemental pay; no housing allowance or university-provided housing (on- or off-campus); no auto allowance or university-provided auto. Reimbursement of mileage and business-related expenses shall be made in accordance with CSU policy.

**Termination of Assignment:** This at-will assignment can be terminated at any time at the discretion of the chancellor, in consultation with the Committee chair. In addition, if the executive becomes unable to perform the negotiated duties of the assignment or should the executive retire from the CSU or accept non-CSU employment (to be performed during the term of the ECA), the executive consulting assignment shall immediately terminate, and the executive shall be due no further compensation under this program notwithstanding their status as an MPP employee.

**Approval:** The chancellor, in consultation with the Committee chair, must approve the ECA prior to its commencement. The chancellor shall present the executive’s assignment for discussion as an information item on the agenda of the next regularly scheduled meeting of the Committee.

**Funding:** The Chancellor’s Office will fund the appointee’s salary (and benefits) while participating in an ECA unless it is determined that an alternative funding arrangement is appropriate.

**Annual Reporting:** The chancellor shall report annually on all program activities detailing the status of all assignments that occurred during the reporting period. The report shall be placed as an information item on the discussion agenda (not consent) of the Committee at the November meeting of the Board of Trustees.

**AMENDED**

**Information Item**

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**COMMITTEE ON UNIVERSITY AND FACULTY PERSONNEL**

**Executive Transition Program: Revision to Transition II**

**Presentation By**

Leora D. Freedman  
Acting Vice Chancellor  
Human Resources

**Summary**

At the March 2022 meeting of the CSU Board of Trustees, the trustees ceased granting executive transition rights for newly hired executives until such time as the board considers recommendations of a task force and takes further action (RBOT 03-22-03).

At the July 2022 meeting, revisions to the Transition II program were presented for the board's information and consideration. This information item will continue the discussion on the Transition II program and include a discussion of additional revisions for consideration.

Attachment A reflects proposed *substantive* revisions to the Transition II program. Revisions made to the policy after the July 2022 board meeting are italicized. Attachment B contains a "clean" copy of the proposed policy.

**Note: Revisions made to the proposed policy after the July 2022 board meeting are italicized.**

### **Transition II Program (revised [insert date])**

*In November 2006, the Board of Trustees of the California State University adopted an executive transition program entitled Transition II (RUF 11-06-06) for CSU employees appointed into executive positions after November 15, 2006. At the March 2022 meeting of the board of trustees, the trustees ceased granting executive transition rights for newly hired executives in accordance with the Transition II program until such time as the board considered recommendations of a task force. The board thereafter considered and discussed the task force's recommendations during its July and September meetings. At the board's [insert date] 2022 meeting, the trustees formally closed the program, as a result of which no executives hired on or after March 22, 2022 may participate in this program.*

*Although the program is closed to new executives hired on or after March 22, 2022, the following 25 incumbent CSU executives (all appointed prior to March 22, 2022) may elect to participate in the Transition II program upon their resignation.*

*The terms of the Transition II program are hereby clarified and restated as follows. This policy supersedes RUF 11-06-06 dated November 15, 2006, and shall be referred to herein as the "Transition II Program" or the "Program."*

### **Transition II Program**

~~On November 18, 1981, the Board of Trustees adopted the Trustee Professorship Program. There are six remaining executives (see attachment) who were grandfathered and continue to be eligible for the Trustee Professorship Program.~~

~~On November 18, 1992, the Board of Trustees established the Executive Transition Program which enabled the university to continue to profit from an executive's accumulated experience and insights after the executive resigned. Through this program, former executives have been given the opportunity to instruct in the classroom or perform highly specialized duties specific to their expertise to the benefit of the university. Currently, there are 22 executives (see attachment) eligible for participation in the Executive Transition Program and they shall be grandfathered into the existing program. No additional executives shall enter this program.~~

~~It is recommended that the Board of Trustees adopt a new program which is significantly narrower and which has more rigorous requirements for participation. This program shall be called Executive Transition II. This program shall not be available to any executive who retires or who accepts non-CSU employment.~~



For those individuals appointed as ~~chancellor~~, executive vice chancellor, vice chancellor, ~~general counsel~~, or president, hired after November 15, 2006, ~~the~~ Transition II *Program* will ~~provide~~ a period of transition ~~for~~ executives who separate from their executive position in order to assume other identified CSU employment.

### Eligibility

To be eligible *to participate in the Transition II Program for a transitional program*, the executive must:

1. Have served *for at least* 5 years in an executive position at the California State University (CSU);
2. Be in good standing at the commencement *and duration of the transition assignment (see Ineligibility); of the program;*
3. Have previously identified a position ~~at~~ the CSU to return to upon completion of the ~~transition~~ *transitional* program; and
4. Not *have accepted outside (accept non-CSU)* employment.

### Terms of Transition

Upon *an executive's* notification to the chancellor of ~~their~~ *the* intent to resign *and participate in the Program executive position*, the chancellor shall negotiate the terms of the *Program. Executives participating in the Transition II Program are reassigned and appointed into transition program. In the Management Personnel Plan (MPP), ease of the resignation of the chancellor, the chair of the Board of Trustees shall negotiate the terms of the transition program on behalf of the Board of Trustees.*

The items to be negotiated shall include:

1. *The term of the MPP appointment;*
  1. ~~Dates of origination and termination;~~
2. Specific duties and assigned locations; and
3. Compensation and support.

*The incumbent shall receive no supplemental pay; no housing allowance or university-provided housing (on- or off-campus); no auto allowance or university-provided auto. Reimbursement of mileage and business-related expenses are applicable in accordance with CSU policy.*

### Termination of Transition

If the executive becomes unable to perform the negotiated duties of the transition or should ~~they~~ *he/she* accept non-CSU employment during the term of the transition period, the transition program shall immediately terminate, and the executive shall be due no further compensation *notwithstanding their status as an MPP employee.*

Should the executive and the chancellor ~~(or the chancellor and the chair in the case of the chancellor's resignation)~~ fail to reach agreement on a transition program, there shall be neither a right to any such ~~Program~~ program nor any right to appeal the matter to the Board of Trustees ~~to obtain such a program.~~

### **Deliverables** **Communications**

~~The executive will~~ Chancellor shall provide a monthly report to the chancellor of activities and milestones completed during the transition assignment.

### **Approval**

~~The chancellor, in consultation each Trustee with the chair of the Committee on University and Faculty Personnel (the "Committee"), will review a copy of the final written agreement for each participant in the Trustee Professor, Executive Transition II assignments prior to approving an executive's participation in the Program. The chancellor shall present the executive's or this transition program as an information item on the discussion agenda (not consent) of the Committee.~~

~~Following the signing of an individual plan in any transition program, the plan shall be scheduled for discussion as an information item on the agenda of the Committee on University and Faculty Personnel.~~

### **Funding**

~~The Chancellor's Office will fund in March, the executive's salary and benefits while participating~~ Chancellor shall report on all existing individual transition programs in the Program unless it is determined that an alternative funding arrangement is appropriate.

### **Memorialization of Appointment**

~~The chancellor will finalize and execute the appointment letter after consultation with the chair of the Committee.~~

### **Annual Reporting**

~~Annually at the November meeting of the Board of Trustees, the chancellor shall report on the transition activities of each executive participant, detailing the status of all assignments that occurred during the reporting period. The report shall be placed as an information item on the discussion agenda (not consent) of the Committee.~~

### **Ineligibility**

~~The executive must be in good standing at the commencement and duration of the transition assignment.~~

An executive will be ineligible for consideration under the following circumstances: (1) a finding has been made that the executive engaged in a serious policy violation or other significant misconduct that resulted in the executive being terminated, or separated through mutually agreed-upon settlement terms; (2) the executive is currently under investigation for significant misconduct or violation of university policy; or (3) the executive's retirement benefits have been rescinded under The Public Employees' Pension Reform Act due to criminal misconduct associated with their official duties. In the event a complaint is lodged after an executive has announced or begun their transition, the chancellor, in consultation with the chair of the Committee, may use discretion in determining if the transition may commence or should be continued on a conditional basis, placed in abeyance, and/or terminated. If a complaint or investigation is pending at the time that the executive seeks to negotiate their participation in the Program, at the written request of the executive, the chancellor, in consultation with the chair of the Committee, may allow the transition to commence on a conditional basis if warranted under the circumstances. In the event that a decision is made to allow an executive to participate in the Program under any of the circumstances described in this paragraph, the terms of any conditional participation shall be disclosed during the discussion of the item before the Committee.

A finding is a determination made in the course of proceedings including but not limited to: (a) a university investigation, following any appeals; (b) an internal or external audit; (c) an administrative proceeding by a state body having jurisdiction, such as the Department of Labor; (d) a civil or criminal proceeding, following any appeals; or (e) a proceeding that leads to a determination of improper governmental activity (defined by the State of California as any action that violates state or federal law or regulation that is economically wasteful or that involves gross misconduct, incompetence, or inefficiency). An admission by the executive that they engaged in conduct that the university determines to be a serious policy violation or other significant misconduct also constitutes a finding for purposes of this policy.

### **Transition II Program (revised [insert date])**

In November 2006, the Board of Trustees of the California State University adopted an executive transition program entitled Transition II (RUF 11-06-06) for CSU employees appointed into executive positions after November 15, 2006. At the March 2022 meeting of the board of trustees, the trustees ceased granting executive transition rights for newly hired executives in accordance with the Transition II program until such time as the board considered recommendations of a task force. The board thereafter considered and discussed the task force's recommendations during its July and September meetings. At the board's [insert date] 2022 meeting, the trustees formally closed the program, as a result of which no executives hired on or after March 22, 2022 may participate in this program.

Although the program is closed to new executives hired on or after March 22, 2022, the following 25 incumbent CSU executives (all appointed prior to March 22, 2022) may elect to participate in the Transition II program upon their resignation.

#### **Presidents**

Jeffrey Armstrong

Erika Beck

Jane Close Conoley

Soraya Coley

William Covino

Thomas Cropper

Adela de la Torre

Gayle Hutchinson

Tom Jackson Jr.

Saúl Jiménez-Sandoval

Ellen Junn

Lynn Mahoney

Tomás Morales

Robert Nelsen

Ellen Neufeldt

Thomas Parham

Cathy Sandeen

Framroze Virjee

Richard Yao

Lynnette Zelezny

#### **System Executives**

Sylvia Alva

Andrew Jones

Vlad Marinescu

Evelyn Nazario

Steve Relyea

The terms of the Transition II program are hereby clarified and restated as follows. This policy supersedes RUF 11-06-06 dated November 15, 2006, and shall be referred to herein as the "Transition II Program" or the "Program."

#### **Transition II Program**

For those individuals appointed as executive vice chancellor, vice chancellor, or president, hired after November 15, 2006, the Transition II Program will provide a period of transition for executives who separate from their executive position in order to assume other identified CSU employment.

#### **Eligibility**

To be eligible to participate in the Transition II Program, the executive must:

1. Have served for at least 5 years in an executive position at the California State University (CSU);
2. Be in good standing at the commencement and duration of the transition assignment (see Ineligibility);
3. Have previously identified a position at the CSU to return to upon completion of the transition program; and
4. Not have accepted outside (non-CSU) employment.

### **Terms of Transition**

Upon an executive's notification to the chancellor of their intent to resign and participate in the Program, the chancellor shall negotiate the terms of the Program. Executives participating in the Transition II Program are reassigned and appointed into the Management Personnel Plan (MPP).

The items to be negotiated shall include:

1. The term of the MPP appointment;
2. Specific duties and assigned locations; and
3. Compensation and support.

The incumbent shall receive no supplemental pay; no housing allowance or university-provided housing (on- or off-campus); no auto allowance or university-provided auto. Reimbursement of mileage and business-related expenses are applicable in accordance with CSU policy.

### **Termination of Transition**

If the executive becomes unable to perform the negotiated duties of the transition or should they accept non-CSU employment during the term of the transition period, the transition program shall immediately terminate, and the executive shall be due no further compensation notwithstanding their status as an MPP employee.

Should the executive and the chancellor fail to reach agreement on a transition program, there shall be neither a right to any such Program nor any right to appeal the matter to the Board of Trustees.

### **Deliverables**

The executive will provide a monthly report to the chancellor of activities and milestones completed during the transition assignment.

### **Approval**

The chancellor, in consultation with the chair of the Committee on University and Faculty Personnel (the "Committee"), will review Transition II assignments prior to approving an

executive's participation in the Program. The chancellor shall present the executive's transition program as an information item on the discussion agenda (not consent) of the Committee.

### **Funding**

The Chancellor's Office will fund the executive's salary and benefits while participating in the Program unless it is determined that an alternative funding arrangement is appropriate.

### **Memorialization of Appointment**

The chancellor will finalize and execute the appointment letter after consultation with the chair of the Committee.

### **Annual Reporting**

Annually at the November meeting of the Board of Trustees, the chancellor shall report on the transition activities of each executive participant, detailing the status of all assignments that occurred during the reporting period. The report shall be placed as an information item on the discussion agenda (not consent) of the Committee.

### **Ineligibility**

The executive must be in good standing at the commencement and duration of the transition assignment.

An executive will be ineligible for consideration under the following circumstances: (1) a finding has been made that the executive engaged in a serious policy violation or other significant misconduct that resulted in the executive being terminated, or separated through mutually agreed-upon settlement terms; (2) the executive is currently under investigation for significant misconduct or violation of university policy; or (3) the executive's retirement benefits have been rescinded under The Public Employees' Pension Reform Act due to criminal misconduct associated with their official duties. In the event a complaint is lodged after an executive has announced or begun their transition, the chancellor, in consultation with the chair of the Committee, may use discretion in determining if the transition may commence or should be continued on a conditional basis, placed in abeyance, and/or terminated. If a complaint or investigation is pending at the time that the executive seeks to negotiate their participation in the Program, at the written request of the executive, the chancellor, in consultation with the chair of the Committee, may allow the transition to commence on a conditional basis if warranted under the circumstances. In the event that a decision is made to allow an executive to participate in the Program under any of the circumstances described in this paragraph, the terms of any conditional participation shall be disclosed during the discussion of the item before the Committee.

A finding is a determination made in the course of proceedings including but not limited to: (a) a university investigation, following any appeals; (b) an internal or external audit; (c) an administrative proceeding by a state body having jurisdiction, such as the Department of Labor;

(d) a civil or criminal proceeding, following any appeals; or (e) a proceeding that leads to a determination of improper governmental activity (defined by the State of California as any action that violates state or federal law or regulation that is economically wasteful or that involves gross misconduct, incompetence, or inefficiency). An admission by the executive that they engaged in conduct that the university determines to be a serious policy violation or other significant misconduct also constitutes a finding for purposes of this policy.