

# POLICY CONCERNING TITAN STUDENT CENTERS BOARD OF TRUSTEES OPERATIONS

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## PURPOSE

The following policy has been established in order for the members of Titan Student Centers (TSC) Board of Trustees to govern the operation of the facilities and programs of the Titan Student Centers, consisting of the Titan Student Union, Student Recreation Center, and designated space at the Irvine campus. The ASI Board of Directors has delegated authority to establish the TSC Board of Trustees in order to be a unifying force between students, faculty, and staff; campus centers for social, cultural, fitness, recreational, and intellectual activities and services; places to provide further opportunities to broaden and strengthen interpersonal relationships and self-enhancement within a large urban university; and to provide experience in self-government and civic responsibility. TSC Board of Trustees is committed to promoting the highest standards of ethical conduct in the performance of its mission. The policy includes expected conduct of TSC Board of Trustees members, responsibilities and duties of the TSC Board of Trustees, and an overview of meeting and sub-committee operations.

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## WHO SHOULD KNOW THIS POLICY

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| <input type="checkbox"/> Budget Area Administrators<br><input type="checkbox"/> Management Personnel<br><input type="checkbox"/> Supervisors<br><input checked="" type="checkbox"/> Elected/Appointed Officers | <input type="checkbox"/> Volunteers<br><input type="checkbox"/> Grant Recipients<br><input checked="" type="checkbox"/> Staff<br><input checked="" type="checkbox"/> Students |
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## DEFINITIONS

For Purpose of this policy, the terms used are defined as follows:

Terms	Definitions
<b>Conflict of Interest</b>	Any involvement financially, through an employment or family connection, with any business, firm, vendor, and/or service doing business with the corporation.
<b>Fraud</b>	The intentional use of deceit, a trick or some dishonest means to deprive another of their money, property or legal right
<b>Defalcation</b>	The withholding or misappropriating funds held for another or failing to make a proper accounting
<b>Corruption</b>	The offering, giving, soliciting, or accepting of an inducement or reward that may improperly influence the action of a person or entity.
<b>Misappropriation</b>	The intentional, illegal use of the property or funds of another person for one’s own use or other unauthorized purpose, particularly by a public official, a trustee or a trust, an executor or administrator of a dead person’s estate or by any person with a responsibility to care for and protect another’s asset.
<b>Forgery</b>	The crime of creating a false document, altering a document, or writing a false signature for the illegal benefit of the person making the forgery.

## STANDARDS

### 1. DELEGATION AND DUTIES OF THE TSC BOARD OF TRUSTEES

TSC Board of Trustees is established by the ASI Board of Directors to assist the University President and ASI Executive Director in maintaining student-centered buildings, operations, and programs.

The TSC Board of Trustees:

- Reviews and recommends annual capital purchases and budget associated with TSC programs.
- Develops and evaluates TSC programs and services.
- Establishes and reviews facility and program operating policies.

The TSC Board of Trustees establishes standing sub-committees to evaluate and make recommendations on proposals referred to them for the operation of the Titan Student Centers.

The TSC Board of Trustees delegates the responsibility for the daily operation of the TSC to the ASI Executive Director.

## **2. TSC BOARD OF TRUSTEES CONDUCT**

### *a. Non-Conflict of Interest*

In accordance with California Education Code, Sections 89906, 89907, 89908 and 89909, all TSC Board of Trustees members shall submit a Certification of Non-Conflict of Interest Statement as outlined below:

I have read California Education Code Sections 89906, 89907, 89908 and 89909, and I am not involved financially, through employment or family connections, with any business, firm, vendor, and/or service bureau doing business with this corporation.

Should I find in some future contractual matter before the Board of Trustees that there may be the potential of a conflict of interest, I shall disclose that potential conflict and abstain from voting, as prescribed in Education Code, Section 89907.

This Non-Conflict of Interest Statement shall be submitted at the time a member assumes their official duties. Statements shall be retained in the ASI Administrative Office.

### *b. Ethics*

#### **Introduction**

This code will serve as a minimum guide for ethical conduct and provide guidance and direction for all officers, directors, employees, and volunteers of ASI (collectively referred to herein as members or member) in the performance of their duties or in any context in which they are perceived as representing ASI.

#### **Laws and Regulations**

All members must comply with applicable laws and regulations governing the operation of ASI. This includes, but is not limited to, federal, state, county and municipal laws, the California Code of Regulations, the California Education Code, campus regulations of California State University Fullerton, and the Office of the Chancellor, California State University.

#### **Business Practices**

Business activities must be conducted under the highest standards. Members must not take unfair advantage of suppliers, vendors, and contractors through manipulation, concealment, and/or misrepresentation of material facts.

Members must not disclose a vendor's pricing or business activities to competitors. In the course of business, all members must refrain from any practice that could constitute unfair dealing. At all times, members must be accurate and truthful in all their dealings with vendors, suppliers, and customers and be careful to accurately represent the services and products of ASI.

#### **Conflict of Interest**

Members must avoid conflicts of interest. Business decisions must be made objectively on the basis of price, quality, service and other competitive practices. To avoid any potential influence from existing or potential vendors and customers, members are prohibited from accepting gifts, from vendors, suppliers, and customers, of more than token value.

Members transacting business or entering into contracts on behalf of ASI must not have any interest, financial or personal, in those transactions or contracts. Should a member have an interest in an organization with who the ASI transacts business, the member must recuse themselves from any negotiation, authorization, or approval of such transactions.

Members must not be employed outside ASI where the outside employment impairs their ability to conduct ASI business because of conflicts of interests and competing interests.

**Anti-discrimination Policy**

Members must not take actions that discriminate against anyone on an unlawful basis, including gender, race, religion, color, national origin, sexual orientation, medical condition, age, physical or mental disability, marital status or family leave status.

**Public Disclosures**

If members in the course of their duties are called to make public disclosures to any governmental agency, under no circumstances can statements be made that are untrue, or omit or misstate material facts.

If public disclosures are made to the press, members must seek to insure that the statements are clear and understandable and not misleading.

**Confidentiality**

Members must protect ASI confidential information and not divulge such to anyone except on a need-to-know basis. Members are expected to keep in confidence such information that would be considered confidential even if not clearly marked. This would include, but not be limited to, personal addresses, social security or other identification numbers, payroll records, performance evaluations, and/or personal information.

**Respect**

Members must work effectively with coworkers, customers and others by sharing ideas in constructive and positive manner; listening to and objectively considering ideas and suggestions from others, keeping commitments, keeping others informed of work progress, timetables and issues, addressing problems and issues constructively to find mutually acceptable and practical business solutions, addressing others by name, title or other respectful identifier and respecting the diversity of our work force in actions, words and deeds. Members must be able to work effectively within a complex organizational setting and a multi-cultured campus environment. Members must be able to establish and maintain effective, cooperative, and harmonious relationships with students, staff, co-workers, faculty, alumni and the general public.

**Fair Dealing**

Behind any code of ethics is the concept of fair dealing. As a guiding principle, members must respect and deal fairly with customers, suppliers, vendors, contractors, co-workers, and the general public. In the course of conducting ASI business, members must not take advantage of others by misrepresentation, concealment, misuse of confidential and privileged information, or any other practice of unfair dealing.

**3. TSC BOARD OF TRUSTEES MEMBERS**

**Term of Office**

All Trustees serve a one-year term. Trustees elected to fill a vacancy will serve the remainder of the original term. A one-year term following the general election will commence June 1 and end the following May 31.

**Additional Trustee Duties**

Each member will be required to incorporate the following responsibilities into their personal job frame work:

- Trustees are required to attend (prepared and on time) for the entire duration of all meetings of the Board of Trustees which take place every other Wednesday between 1:30-3:30 PM PST.
- Trustees are allowed two excused absences per semester.
- Trustees are required to sit on TSC standing sub-committee.
- Student Trustees shall establish and maintain weekly office hours and at least one hour a week and by appointment.

- Student Trustees shall meet with the Board of Trustees Chair at least once per semester.
- Student Trustees shall meet with ASI Associate Executive Director or designee at least once per semester.

### **Attendance**

Attendance is defined as being present prior to the announcement of unfinished business and remaining until the scheduled ending time for the meeting.

- Excused absences for due cause (as defined in ASI Bylaws Article II Section 4):
  - Absence due to scheduled classes are not excused.
  - For absence to be excused, the Chair must be properly notified as at least twenty-four (24) hours' prior to the meeting unless the Director is physically unable to do so.
- Excusal for an absence with due cause may only be granted by a majority vote of the Board.
- Fall recess, intercession, spring recess, legal holidays, and the last week of instruction will not be used in computing attendance.
- Absent members will not have voting privileges nor shall they be counted in quorum.
- Attendance policy for standing sub-committee meetings:
  - Members are responsible for requesting excused absences meetings which conflict with other appointments, events, or scheduling
  - A member may only be counted as absent from a meeting if the chair was properly notified

### **Vacancies and Resignations**

A vacancy on the TSC Board of Trustees exists in the case of death, resignation, declaration of vacancy of a Trustee, or in the event of a failure to elect the fully authorized number of Trustees. Vacancies reduce quorum.

A resignation of a Student Trustee must be by written notice submitted to the TSC Board of Trustees Chair and ASI Associate Executive Director.

### **Declaration of Vacancy**

A student Trustee position will become vacant by TSC Board of Trustees Chair declaration of position for:

- Failure to meet academic qualifications;
- Failure to meet attendance requirements:
  - two TSC Board of Trustees meetings,
  - two consecutive meetings of the standing sub-committees to which they are assigned, or
  - total of three meetings;
- Violation of the CSU Student Code of Conduct;
- Gross abuse of authority or discretion; or
- Declaration of unsound mind by final court order, of conviction of a felony, or found to have breached any duty under Corporations Code Section 5230.

A Trustee can appeal their removal by the next regularly scheduled TSC Board of Trustees meeting directly following the Trustee's removal. Appeals must be submitted in writing. Reinstatement requires a three-fourths vote of the TSC Board of Trustees.

### **Filling Vacancies**

The TSC Board of Trustees Chair is responsible to notify the Board of Trustees of any vacancy. While the vacancy exists, the Chair will make progress reports during its regularly scheduled meetings.

In the event of a vacancy of one of the Student Trustees positions, the TSC Board of Trustees Chair will work with the Director of Leader and Program Development to open an application. An interview process where the TSC Board of Trustees Chair, Vice Chairs, and ASI Associate Executive Director or designee will interview all candidates who qualify. Once an applicant has been chosen, the TSC Board of Trustees Chair shall make a recommendation to the TSC Board of Trustees for a replacement.

#### 4. COMPOSITION AND DUTIES OF SUB-COMMITTEES

All items brought before the TSC Board of Trustees should be referred to the proper sub-committee. Emergency situations, as defined by the Gloria Romero Open Meetings Act, may be immediately acted upon by the TSC Board of Trustees. The sub-committee must report each proposal, with the exception of the budget, back to the Board of Trustees within two weeks. The chair of each sub-committee is responsible for presiding over sub-committee meetings and reporting recommendations to the Board of Trustees.

##### *a. General Composition*

All TSC Sub-Committees must be composed of at least a majority of students. The chairs of TSC Sub-Committees must be students. The chair will not be counted when determining if a sub-committee is composed of at least a majority of students.

##### *b. Trustee Membership*

The TSC Board of Trustees Chair appoints trustees for each standing sub-committee. If there are not enough trustees to fill the required number of seats on each sub-committee the chair will evenly appoint trustees to the listed committees in the following order:

- Operations Sub-Committee
- Facilities Sub-Committee

##### *c. Facilities Sub-Committee*

The purpose of the Facilities Sub-Committee is responsible for oversight of the overall structural needs of the facilities of the Titan Student Centers including building changes, capital purchases, space for clubs and organizations to utilize within the Titan Student Union, marketing efforts, planning of future projects, and bylaw recommendations.

The Facilities Sub-Committee will convene Wednesdays two times a month between 3:00-4:30 PM PST during the academic year.

The Facilities Sub-Committee will be composed of the Chair, Vice Chair for Facilities, three (3) student trustees, ASI President or designee, ASI Board of Directors Chair or designee, RSA President or designee as voting members.

The standing liaison members of the Facilities Sub-Committee shall be ASI Associate Executive Director, Director of Titan Recreation, and the Associate Director of Marketing and Communication.

The standing advisor of the Facilities Sub-Committee shall be the Associate Director of Titan Student Union.

##### *d. Operations Sub-Committee*

The purpose of the Operations Sub-Committee will have oversight overall operations of the Titan Student Centers including the development and evaluation of programs and services, acquisition of student art, operations of the Titan Student Centers food services, the budget, fee assessments (user fees, room rental fees, and other such fees charged by the TSC), line item transfers, and operating recommendations to the TSC Board of Trustees.

The Operations Sub-Committee will convene Wednesdays two times a month between 1:30-3:00 PM PST during the academic year.

The Operations Sub-Committee will be composed of the Chair, Vice Chair for Facilities, three (3) student trustees, ASI President or designee, ASI Board of Directors Chair or designee, RSA President or designee as voting members.

The standing liaison members of the Operations Sub-Committee shall be ASI Associate Executive Director, Associate Director of Titan Student Union, and the Associate Director of Marketing and Communication.

The standing advisor of the Operations Sub-Committee shall be the Director of Titan Recreation.

## **5. TSC BOARD OF TRUSTEES LEADERSHIP**

### *a. Chair*

The TSC Board of Trustees must elect a student Trustee as Chair. The Chair will be elected at the first meeting in June and serves as from that meeting through May 31. The ASI Board of Directors serves as Chair in absence of the Chair and Vice Chairs.

The Chair of the TSC Board of Trustees:

- Presides over all TSC Board of Trustees meetings
- Appoints each Student Trustee to serve on at least one TSC Board of Trustees Sub-Committee
  - No later than three (3) legal business days before the first TSC Board of Trustees meeting of the fall and spring semester
- Works with the Vice Chairs and Director of Leader and Program Development to develop a curriculum to be discussed at TSC Board of Trustees retreats, additional board development training, and other internal issues related to the Board.
- Communicates regularly with the ASI Board of Directors Chair and the Executive Officers.
- Directs the work of the Vice Chairs
- Oversees the budget development, with the assistance of the Vice Chairs, for the next fiscal year in consultation with the Director of Financial Services.

### **Vacancy of the Chair**

The removal of the Chair from the TSC Board of Trustees will occur by a two-thirds vote. The Chair will be removed if they lose the position as Student Trustee.

In the event the Chair should resign, a written notice of resignation must be submitted to ASI Board of Directors Chair and ASI Associate Executive Director.

### **Filing Chair Vacancy**

In the event of a vacancy in the position of Chair through resignation, removal, recall, ineligibility, or death the Vice Chair for Operations will serve as Chair. In the event the TSC Board of Trustees Chair and Vice Chair for Operations are both vacant the Vice Chair for Facilities will serve as Chair.

### *b. Vice Chair for Facilities*

The TSC Board of Trustees will elect by a majority vote a Trustee who serves as Vice Chair for Facilities. The Vice Chair for Facilities will be elected at the first meeting in June and serves as from that meeting through May 31. The TSC Board of Trustees Chair serves as Chair in absence of the Vice Chair for Facilities.

The TSC Board of Trustees Vice Chair for Facilities:

- Presides over all TSC Facilities Sub-Committee
- Assists the Chair in development of curriculum to be discussed at TSC Board of Trustees retreats, additional board development training, and other internal issues related to the Board.
- Communicates regularly with the TSC Board of Trustees Chair.
- Assists the Chair in TSC budget development for the next fiscal year in consultation with the Director of Financial Services.

### **Vacancy of the Vice Chair for Facilities**

The removal of the Vice Chair for Facilities from the Board of Trustees will occur by a two-thirds vote. The Vice Chair for Facilities will be removed if they lose the position as Student Trustee.

In the event the Vice Chair for Facilities should resign, a written notice of resignation must be submitted to TSC Board of Trustees Chair and ASI Associate Executive Director.

**Filing Vice Chair for Facilities Vacancy**

In the event of a vacancy in the position of Vice Chair for Facilities through resignation, removal, recall, ineligibility, or death, a new Vice Chair for Facilities will be elected at the meeting which the vacancy is announced.

*c. Vice Chair for Operations*

The TSC Board of Trustees shall elect by a majority vote a Trustee who serves as Vice Chair for Operations. The Vice Chair for Operations will be elected at the first meeting in June and serves as from that meeting through May 31. The TSC Board of Trustees Chair serves as Chair in absence of the Vice Chair for Operations.

The Board of Trustees Vice Chair for Operations:

- Presides over all TSC Operations Sub-Committee.
- Assists the Chair in development of curriculum to be discussed at TSC Board of Trustees retreats, additional board development training, and other internal issues related to the Board.
- Communicates regularly with the TSC Board of Trustees Chair.
- Assists the Chair in TSC budget development for the next fiscal year in consultation with the Director of Financial Services.

**Vacancy of the Vice Chair for Operations**

The removal of the Vice Chair for Operations from the TSC Board of Trustees will occur by a two-thirds vote. The Vice Chair for Operations will be removed if they lose the position as Student Trustee.

In the event the Vice Chair for Operations should resign, a written notice of resignation must be submitted to TSC Board of Trustees Chair and ASI Associate Executive Director.

**Filing Vice Chair for Operations Vacancy**

In the event of a vacancy in the position of Vice Chair for Operations through resignation, removal, recall, ineligibility, or death, a new Vice Chair for Operations will be elected at the meeting which the vacancy is announced.

*d. Marketing Liaison*

The Marketing Liaison Serves as the voice of Titan Student Centers on all areas concerning marketing and will be appointed by the Vice Chair for Facilities through a fair and transparent process.

The Marketing Liaison:

- Works with the ASI Chief Communications Officer and Associate Director for Marketing and Design.
- Reports during the Facilities Sub-Committee to inform on marketing campaigns regarding the Titan Student Centers.
- Executes projects assigned by the Vice Chair for Facilities and Chair of TSC Board of Trustees.

*e. Programing Liaison*

The Programing Liaison Serves as the voice of Titan Student Centers on all areas concerning programming efforts and will be appointed by the Vice Chair for Operations through a fair and transparent process.

The Programing Liaison:

- Works with the ASI Union and Special Programming Coordinator and Leader and Program Development Coordinator.
- Reports during the Operations Sub-Committee to inform on programing efforts regarding the



Titan Student Centers.

- Executes projects assigned by the Vice Chair for Operations and Chair of TSC Board of Trustees.

## **6. AGENDAS FOR TSC BOARD OF TRUSTEES MEETINGS**

All items will be sponsored by a member of the TSC Board of Trustees. Trustees sponsoring items must provide, to the TSC Board of Trustees Chair, a written (either typed or printed) copy of the proposed action and all supporting documents four or more legal days prior to the TSC Board of Trustees or sub-committee meeting. Items coming from sub-committees may be placed on the agenda before items from individuals.

The Recording Secretary will make available, for public inspection, a copy of each proposal. All items on the agenda, including those to be discussed in closed session, will contain a brief general description (not to exceed twenty (20) words) of the item. Items with a financial component will also include the amount and source of funds involved. The agenda will specify the time, date, and location of the meeting, and will be posted in an area of the campus which is publicly accessible twenty-four (24) hours per day. Nothing in this policy is to be interpreted as prohibiting the Board from reordering the agenda at the time of the meeting.

### **Public Notice**

Public notice of regular meetings must consist of the meeting's agenda being posted in locations that are freely accessible to members of the public (pursuant to Education Code Section 89305.5). In addition, it will be sent electronically and included on the ASI Website.

## **7. PUBLIC SPEAKING TIME**

The Public Speaking Time is hereby established as a forum, which enables the Board of Trustees and the standing sub-committees to receive feedback from their constituencies, and allows members of the campus community to update the Board of Trustees on their campus concerns, and is in compliance with the Gloria Romero Open Meetings Act (Education Code Sections 89305 to 89307.4).

As established, Public Speaking Time is subject to the following rules:

Public Speaking Time shall consist of a total of fifteen (15) minutes to be divided equally among all public speakers. Those wishing to make use of this time may speak on any agenda item or other topic affecting regular TSC Board of Trustees and sub-committee meetings. Public Speaking Time must be scheduled before any Business items are considered. Public Speaking Time may be extended by a ruling of the Chair of the TSC Board of Trustees/sub-committee or by an action of the TSC Board of Trustees/sub-committee. Public Speaking Time is set aside for the use of members of the campus community alone, except by special petition to the Chair.

Members of the TSC Board of Trustees/sub-committee may briefly respond to comments made or questions posed by public speakers. In no case will such responses exceed one minute in length, except by special petition to the Chair.

For special meetings of the TSC Board of Trustees/sub-committees, a Public Speaking Time will also be provided, not to exceed fifteen minutes (extendable by ruling of the Chair or action of the Board of Trustees/Sub-Committee).

For special meetings, the public speakers shall be restricted to addressing the items on the agenda. This time will occur before consideration of the items.

## **8. REGULAR MEETINGS**

The TSC Board of Trustees and its sub-committees will conduct their business in duly noticed public meetings and are required to comply with all provisions of the Gloria Romero Open Meetings Act (Education Code Sections 89305 to 89307.4). The regular meetings throughout the academic year beginning with the first week of instruction, and will be held every other Wednesday between 1:30 PM to

approximately 3:30 PM PST. The TSC Board of Trustees will hold summer meeting(s); the times and dates will be decided upon by majority.

The time and location of all regular meetings shall be re-established annually at the first meeting of the academic year (pursuant to Education Code Section (89305.5)).

## **9. CLOSED MEETINGS**

The TSC Board of Trustees or its sub-committees may hold a closed meeting from which the public is excluded only if it has provided sufficient notice of such meeting and only to consider:

- Negotiations relative to real property
- Certain litigation pursuant to advice of legal counsel
- Certain employment matters
  - An ASI "employee" shall not include any person elected or appointed to office
- Collective bargaining
- Certain matters relating to a particular employee (unless the employee requests a public hearing)
- To confer with law enforcement officials
- Such other matters as specifically enumerated in Education Code Section 89307

Prior to holding any closed meeting, the TSC Board of Trustees or its sub-committee shall disclose on its posted agenda and in an open, public, regular meeting the item(s) to be discussed in the closed meeting. No other items shall be considered in the closed meetings. Immediately after any closed meeting it must reconvene into a public regular meeting prior to adjournment and make disclosure of what actions, if any, were taken in the closed meeting.

## **10. SPECIAL MEETINGS**

A special meeting may be called by providing written notice at least twenty-four (24) hours prior to the meeting. Notice will be given electronically to all parties directly affected and included on the ASI Website. Special meetings of the TSC Board of Trustees may be called by the University President, the Chair, or by a majority of the members. Special meetings of standing sub-committees may be called by the Chair of the sub-committee or by a majority of the members. The TSC Board of Trustees may be called by the Chair of the TSC Board of Trustees or by a majority of the members.

## **11. EMERGENCY SITUATIONS AND EMERGENCY MEETINGS**

Action and/or discussion may be taken on an item not appearing on the posted agenda during a regular or special meeting of the TSC Board of Trustees only upon a determination by the TSC Board of Trustees that an emergency situation exists, pursuant to Education Code section 89305.5;

An "emergency situation" applies only when:

- A work stoppage, or other activity which severely impairs public health, safety, or both exists;
- ii. A crippling disaster that severely impairs public health, safety, or both has occurred.

To determine that an emergency situation exists, two-thirds of the total TSC Board of Trustees membership (or if quorum is established, but less than two-thirds are present, a unanimous decision of the members present is necessary) agrees that one of the criteria exists, and that emergency action should be taken. The need for such action must have come to the attention of the Board of Trustees after the agenda for the meeting was posted. In the event of an emergency situation, an emergency meeting of the TSC Board of Trustees may also be called.

A minimum of one hour's notice shall be provided before such a meeting is called to order. The criteria for when such a meeting may be called will be identical to that of part 1(a) above, and it must be called by petition of a majority of the membership of the TSC Board of Trustees. If any forms of communication are functioning, the Chair (or designee) shall attempt to contact every member of the TSC Board of Trustees,

using the most recent contact list available, of the meeting time, location, and topic. The Chair (or designee) will also perform their due diligence to inform the public, in any way possible, of the meeting.

If no forms of communication are functioning, this subsection is waived, and all persons must instead be notified as soon as possible after the meeting, of the purpose and action taken (if any) at the meeting. After any emergency meeting, the minutes of the meeting will be publicly posted for a minimum of ten days. Included in the minutes will be a list of the persons and organizations that the Chair (or designee) successfully notified, or attempted to notify. Also, a copy of actions taken (if any) and roll call vote(s) taken will be included. Under no circumstances may the TSC Board of Trustees meet in a closed session under discussion of an emergency matter, whether during a regular, special, or emergency meeting.

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**DATE APPROVED: 02/19/2019**