



Associated Students, Inc.  
California State University, Fullerton

**GOVERNANCE COMMITTEE**  
**Meeting Minutes**

Thursday, November 15, 2018  
2:30 p.m.

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<b>CALL TO ORDER</b>	Maria Linares called the meeting to order at 02:30 p.m.
<b>ROLL CALL</b>	
<b>MEMBERS PRESENT</b>	Linares, Mahamuni, Mumford, Rodriguez and Sherman
<b>MEMBERS ABSENT</b>	None
<b>NON-VOTING MEMBERS PRESENT</b>	Robles, McDoniel
<b>NON-VOTING MEMBERS ABSENT</b>	
<b>APPROVAL OF AGENDA</b>	(M) Sherman (S) Rodriguez moved to approve the agenda by unanimous consent.
<b>APPROVAL OF MINUTES</b>	
<b>TIME CERTAIN</b>	None
<b>PUBLIC SPEAKERS</b>	
<b>REPORT:</b>	
<b>DIRECTOR OF ADMINISTRATION</b>	No report.
<b>GOVERNANCE CHAIR</b>	No report.
<b>UNFINISHED BUSINESS</b>	None
<b>NEW BUSINESS</b>	
<b>a. Action: Policy Concerning Board of Directors Operations</b>	<b>Governance 18/19 006 (M) Sherman (S) Muhamuni</b> moved to approved Policy Concerning Student Board of Directors Operations.  Linares stated McDoniel would provide a presentation on the changes to policy. Linares yielded to McDoniel.

McDoniel stated that the changes to policy were taken from previous discussion items.

McDoniel highlighted the following:

- 1) Red, green or struck items are the changes on the policy.
- 2) Underlined context represents information being moved throughout the document.
- 3) Struck through means removed.
- 4) Red text represents added text.
- 5) Subheadings were added to make information clear.
- 6) A lot of the changes was taking information out of the bylaws and adding it to the policy.
- 7) Bylaws are supposed to be broad and not changed too often. The process is being streamlined so the changes can be made to the policy and not the bylaws.
- 8) Red underlined text was not changed they were added from the bylaws to the policy.
- 9) McDoniel clarified that context was not changed.
- 10) Excused absence, appointments, attendance, contracts were main subheadings that were moved from the bylaws to the policy.
- 11) Director membership was relocated in the policy in order to make more sense.
- 12) McDoniel clarified that the Finance & Governance committee meeting times were stated as 1:15-3:45 to allow flexibility.
- 13) Added the Board Leadership Review Committee to the policy. All the language is from the bylaws.

Refer to power point for additional informational.

Linares moved into questions.

Linares yielded to Sherman.

Sherman, can we change annually to academic year since we work academic year.

**(M)** Sherman **(S)** Mumford moved to amend the policy of board of directors to state academic year.

Linares moved into roll call.

Motion passed 5-0-0

**b. Action: Bylaws Article IV**

**Governance 18/19 007 (M)** Sherman **(S)** Mumford moved to approve Bylaws Article IV.

Linares yielded to McDoniel to elaborate on the bylaw changes.

McDoniel highlighted to following changes:

- 1) Added “standing liaison” to be in accordance to the law. The language grants non-voting officer the right to attend the meeting and participate.
- 2) Standing advisor to the Board of Directors was added to be accordance to the law. The Executive Director cannot be an officer.
- 3) Green markups means the information was moved within the bylaws.
- 4) Committee details was removed from bylaws and placed into the policy because bylaws are to establish the committee. McDoniel clarified that all stricken information is in the Policy concerning Board of Directors Operations.
- 5) The section Conduct is a new section to be more clear to all students. Clause 2 was added to reference they will be held accountable for conduct and responsibilities of BOD.
- 6) Declaration of vacancies is a new section. “Removal” was removed because by law only the constituents can remove elected positions.
- 7) McDoniel stated that the Titan Student Center Board of Trustees is a subcommittee.
- 8) McDoniel stated that the committee needs to make a motion to keep the information regarding the emergency meetings.
  - a. An emergency meeting is for an emergency item.
  - b.

**(M) Sherman (S) Rodriguez** to unstricken the emergency meeting clause.

Linares moved into roll call to approve the bylaw article IV as amended.

**Governance 18/19 007** Motion passed 5-0-0

Refer to power point for additional informational.

**c. Discussion: Bylaws Article V**

Linares moved to review page 19.

Linares moved to discuss how to hold the ASI President accountable on providing an update on passed Resolutions.

Sherman agrees to add a timeline for the President.

Linares asked for clarification on the following clause:

*The Vice President or designee shall be responsible for the recognition of student leaders within ASI.*

McDoniel stated the clause is purposely ambiguous. It is up to the Vice President to decide how to recognize student leaders. Traditionally it has been the ASI Banquet at the end of the year.

Linares yielded to Rodriguez.

Rodriguez asked if it would be possible to implement accountability among the Executive Officers by asking them to submit a refection to the President. This accountability process would only be between the Executive Officers and the President.

Linares, are you referring to something similar as to the Board Leadership Review Committee?

Rodriguez, yes similar but not the same process.

McDoniel informed the committee that they would be deciding if the President has voting powers at the Board of Directors meetings. The president must have a vote if his position is president & CEO if the position is only president then that position would not be able to vote.

Rodriguez suggested to add a clause regarding accountability.

Mahamuni asked McDoniel for clarification on the clause below:

*In the event of the simultaneous vacancy in the position of President and Vice President, the Chair of the Board of Directors shall automatically assume the office of President and appoint a Vice President subject to majority ASI board of Directors approval.*

McDoniel informed the committee of ASI succession plan.

The Board of Directors chair would become President if President & Vice President were unable to serve their positions. Vice Chair/ Secretary would become Chair in the event that chair position became vacant.

Sherman, is there still a Sunday Series Coordinator on ASIP?

McDoniel stated that she would have to contact the Leader & Program Development to assure that position is still existing. McDoniel stated that position information would have to be in policy and not bylaws.

Discussion ensued.

Refer to documentation for additional bylaw information.

**ROLL CALL**

<b>ROLL CALL VOTES</b>			
		<b>006</b>	<b>007</b>
<b>NSM</b>	Sherman	Yes	Yes
<b>ECS</b>	Mahamuni	Yes	Yes
<b>Comm</b>	Mumford	Yes	Yes
<b>Arts</b>	Rodriguez	Yes	Yes
<b>HSS</b>	Linares	Yes	Yes
<b>Results</b>		5-0-0	5-0-0

**ANNOUNCEMENTS/MEMBERS' PRIVILEGE**

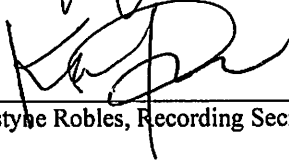
**ADJOURNMENT**

The meeting adjourned at 3:46 pm.



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Maria Linares, Vice Chair Secretary



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Kristyne Robles, Recording Secretary



**A Resolution on Approving Changes ASI Policy Concerning Board of Directors  
Operations and ASI Bylaws Article IV**

**WHEREAS**, The Associated Students, Incorporated (ASI) is a 501(c)(3) nonprofit organization that operates as an auxiliary organization of California State University, Fullerton; and

**WHEREAS**, ASI is governed by the ASI Board of Directors, who set policy for the organization, approve all funding allocations to programs and services, and advocate on behalf of student interests on committees and boards; and

**WHEREAS**, ASI corporate policy provides guidance for how ASI works to achieve the mission and goals of the organization; and

**WHEREAS**, the current ASI Bylaws Article IV has language which should only be reflected in ASI Policy; and

**WHEREAS**, ASI Bylaws Article IV and ASI Policy Concerning Board of Directors does not have the most up to date in accordance to California Nonprofit Public Benefit Corporation Law and other applicable statutes and regulations; therefore let it be

**RESOLVED**, ASI approves the Policy Concerning Board of Directors Operations; and

**RESOLVED**, ASI strikes the redundancies in the ASI Bylaws Article IV; and

**RESOLVED**, ASI approves the Bylaws Article IV to be in accordance to the California Nonprofit Public Benefit Corporation Law and other applicable statutes and regulations; and let it be finally

**RESOLVED**, that this resolution be distributed to all ASI departments.

BYLAWS FOR THE REGULATIONS,  
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**ARTICLE V**

**EXECUTIVE OFFICERS**

Section 1. **TERM OF OFFICE** Each officer shall serve for a full-year term following the general election which shall commence on June 1 and end on the following May 31.

Section 2. **ASI PRESIDENT**

- Clause 1. The ASI President (hereinafter referred to as President) shall be the Chief Executive Officer and shall act as head of the ASI Government and shall appoint, subject to approval of the majority of the Board of Directors, all Executive Officers identified in Clause 2, Section 1 (c through f) of Article IV.
- Clause 2. The President shall be an ex-officio member of all ASI committees except the Audit Committee.
- Clause 3. The President shall submit a budget proposal to the Finance Committee of the ASI Board of Directors on or before the second meeting in March of each fiscal year.
- Clause 4. In the event the ASI Board of Directors has not elected a Chair or Vice Chairs, the President shall serve as Chair until a majority of said Board has elected a Chair or Vice Chairs. In serving as Chair, the President shall not be eligible to vote.
- Clause 5. The President shall execute the resolutions and policies passed by the ASI Board of Directors.
- Clause 6. The President shall appoint ASI program directors and be directly responsible for their activities.
- Clause 7. The President or designee shall be responsible for chairing the Instructionally Related Activities (IRA) committee.
- Clause 8. The President or designee shall serve as a voting member on the CSU Fullerton's Academic Senate.
- Clause 9. The President shall serve as a voting or non-voting member on the California State Student Association Board.
- Clause 10. The President or designee shall maintain communication with all CSU Fullerton's partners and auxiliaries. They shall serve as a board member or ASI representative on university boards they are invited to, which may include the President's Advisory Board, The California State University, Fullerton Philanthropic Association, the Alumni Association, and the Auxiliary Services Corporation.

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- Clause 11. The President shall maintain relationships with campus partners, and are encouraged to meet regularly with the University President, Provost, Vice President of Student Affairs, the Director of Athletics, and the Chief of Police.
- Clause 12. The President shall possess the power of veto over all actions of the ASI Board of Directors excluding internal committee appointments and internal elections. Action becomes effective upon the signature of the President or in nine (9) legal days if not vetoed in writing. The ASI Board of Directors may override a veto by a two-thirds vote within fourteen (14) legal days of veto.
- Clause 13. The President shall have the authority to remove any or all executive appointments.
- Clause 14. All official actions of the President shall be written in the form of Executive Orders as outlined in the ASI Policy Concerning Corporate Management.
- Clause 15. If the President resigns, a written notice of his or her resignation shall be submitted to the ASI Board of Directors and to the ASI Executive Vice President.
- Clause 16. In the event of a vacancy in the office of the President, the vacancy shall be filled by the ASI Executive Vice President who shall appoint a new ASI Executive Vice President subject to approval by a majority vote of the ASI Board of Directors.

**Section 3. ASI VICE PRESIDENT**

- Clause 1. In the event of the absence or disability of the President, the Vice President shall perform all duties of the President and shall have all the power of and be subject to all the restrictions of the President.
- Clause 2. The Vice President shall fulfill all duties and responsibilities that are assigned by the President and are consistent with these bylaws.
- Clause 3. The Vice President shall be responsible for ASI programs, including, ASI Production, Titan Tusk Force, Association for InterCultural Awareness, and Street Team Commission.
- Clause 4. The Vice President shall chair the Executive Senate Committee.
- Clause 5. The Vice President shall serve as an ex-officio member of all ASI committees except the Audit Committee.
- Clause 6. The Vice President or designee shall be responsible for the recognition of student leaders within ASI.
- Clause 7. If the Vice President resigns, a written notice of the resignation shall be submitted to the President and to the Chair of the Board of Directors.



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- Clause 8. In the event of a vacancy in the office of the Vice President, the President shall appoint a Vice President subject to approval by a majority vote of the ASI Board of Directors.

**Section 4. EXECUTIVE OFFICER APPOINTMENTS AND VACANCIES**

- Clause 1. The following Executive Officers shall be appointed by the President: Chief Campus Relations Officer, Chief Governmental Officer, and Chief Communications Officer.
- Clause 2. All appointed Executive Officers shall perform all duties as provided for in the Bylaws and as instructed by the President.
- Clause 3. All appointed Executive Officers have the responsibility to regularly inform the ASI Board of Directors of any and all of their official activities.
- Clause 4. In the event that any appointed Executive Officer should resign, a written notice of their resignation shall be submitted to the President and to the ASI Board of Directors.
- Clause 5. In the event of the simultaneous vacancy in the position of President and Vice President, the Chair of the Board of Directors shall automatically assume the office of President and appoint a Vice President subject to majority ASI Board of Directors approval.

**Section 5. CHIEF CAMPUS RELATIONS OFFICER**

- Clause 1. The Chief Campus Relations Officer shall maintain correspondence within on-campus issues and the campus climate.
- Clause 2. The Chief Campus Relations Officer shall serve as the Chair of the University Affairs Commission and is responsible for facilitating on-campus advocacy initiatives.
- Clause 3. The Chief Campus Relations Officer shall make recommendations to the President to appoint students to university-wide committees and search committees, and oversee the President Appointee Commission.
- Clause 4. The Chief Campus Relations Officer oversees the Environmental Sustainability Commission.
- Clause 5. The Chief Campus Relations Officer may serve as the President's designee for the CSU Fullerton's Academic Senate.

**Section 6. CHIEF GOVERNMENTAL OFFICER**

- Clause 1. The Chief Governmental Officer shall maintain correspondence with the university's Government Relations Department and local, state, and federal elected officials and

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government agencies.

- Clause 2. The Chief Governmental Officer may be appointed by the President as the voting or non-voting member of the California State Student Association Board of Directors.
- Clause 3. The Chief Governmental Officer shall conduct in-district lobby visits to the Fullerton Delegation.
- Clause 4. The Chief Governmental Officer oversees the Lobby Corps Commission.

**Section 7. CHIEF COMMUNICATIONS OFFICER**

- Clause 1. The Chief Communications Officer shall be responsible for effectively communicating and distributing ASI initiative through multiple media outlets.
- Clause 2. The Chief Communications Officer shall be responsible for ASI public relations in conjunction with ASI Communication and Marketing Department.
- Clause 3. The Chief Communications Officer oversees the Communications Commission and the Community Engagement Commission.

**Section 8. PRESIDENT-ELECT**

- Clause 1. The President-elect may present the presidential appointments that require confirmation from the incumbent ASI Board of Directors by the final meeting of the year.
- Clause 2. In the event of a vacancy in the position of President-elect, the Vice President-elect shall become President-elect and shall appoint a new Vice President-elect subject to approval by a two-thirds majority vote of the incumbent ASI Board of Directors.
- Clause 3. In the event of a vacancy in the position of the Vice President-elect, the President-elect shall appoint a new Vice President-elect subject to approval by a two-thirds majority vote of the incumbent ASI Board of Directors.

**Section 9. POWERS**

- Clause 1. The ASI President shall make recommendations to the ASI Board of Directors on the establishment of ASI commissions. ASI Commissions are charged with leading advocacy, programming, and outreach efforts on behalf of ASI.
  - a. All members of ASI Commissions shall be appointed by the President. The President shall also appoint all ASI Commission Leaders with the approval of the Board of Directors.
  - b. ASI Commissions shall advocate on behalf of students with prior approval

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by majority vote of the Board of Directors.

- c. ASI Commissions shall include the: Communications Commission, Community Engagement Commission, Environmental Sustainability Commission, Lobby Corps Commission, Presidential Appointees Commission, Street Team Commission, and University Affairs Commission.
  - I. The Communications Team focuses on planning and implementing strategies, campaigns and events that communicate information about the ASI to the student body and campus community. The Communications Commission shall be composed of the following: the Chief Communications officer who shall serve as the Communications Commission Leader, one (1) Events Coordinator, one (1) Campus Outreach Coordinator, and one (1) Social Media and Marketing Coordinator.
  - II. The Community Engagement Commission shall be responsible for enhancing the university's reputation within the community by broadcasting the positive contributions of students, clubs, and organizations on campus, building positive working relationships with community leaders and residents by attending pertinent public and town hall meetings, and working closely with CSUF students, faculty members, clubs, and organizations on campus to promote their philanthropic and commendable contributions to the community. The Community Engagement Commission shall be composed of the following: one (1) Community Engagement Commission Leader and three (3) coordinators.
  - III. The Environmental Sustainability Commission shall be responsible for raising awareness of environmental and sustainability issues on campus, developing events and programs, advocating for the inclusion of sustainability best practices within the context of ASI's operations and corporate responsibility, and serving as a liaison between interested student groups and ASI. The Environmental Sustainability Commission shall be composed of the following: one (1) Environmental Sustainability Commission Leader, one (1) Waste & Energy Coordinator, one (1) Programming Coordinator, one (1) Promotions Coordinator, and at least three (3) students at large. At least one (1) member of the Board shall serve on the Environmental Sustainability Commission.
  - IV. The Lobby Corps Commission shall be responsible for advocating on behalf of student interests on all levels of governance affecting higher education and other public policy issues, planning and implementing programs and events that educate about policy issues and engage students and the campus community in advocacy efforts, and facilitating campaigns on issues of student interests and mobilize support of the CSUF student body, campus community, and beyond. The Lobby Corps Commission shall be composed of the following: the Chief Governmental Officer who shall serve as the Lobby Corps Commission Leader, one (1) Advocacy Coordinator, one (1) Events Coordinator, one (1) Promotions

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Coordinator, and at least three (3) students at large. At least one (1) member of the Board of Directors, and the Titan Student Centers Board of Trustees Chair or designee shall serve on the Lobby Corps Commission.

- V. The Presidential Appointees Commission is the program that coordinates the appointment, development, and monitoring of students serving on Academic Senate and University Wide Committees. The Presidential Appointees Commission shall be composed of the following: one (1) Presidential Appointees Commission Leader and all other ASI Presidential Appointees to university wide committees.
  - VI. The ASI Vice President shall be responsible for promoting the ASI Scholarship program, overseeing the review of submitted applications, and awarding students.
  - VII. The Street Team Commission shall be responsible for providing on-campus student involvement and leadership growth opportunities through weekly meetings and events, while supporting a variety of ASI teams including but not limited to Association for InterCultural Awareness (AICA), ASI Productions, and Titan Tusk Force. The Street Team Commission shall be composed of the following: one (1) Street Team Commission Leader, one (1) Programming Coordinator, and at least three (3) students at large.
  - VIII. The University Affairs Commission shall be responsible for advocating on behalf of students for campus issues. The University Affairs Commission shall be composed of the following: the Campus Relations Officer who shall serve as the University Affairs Commission Leader, and at least one (1) member of the Board shall serve on the University Affairs Commission.
- Clause 2. The ASI President shall make recommendations to the ASI Board of Directors on the establishment of ASI Programming Boards. ASI Programming Boards are charged with programming and outreach efforts on behalf of ASI.
- a. All members of ASI Programming Boards shall be appointed by the President. The President shall also appoint all ASI Programming Board Leaders with the approval of the Board of Directors.
  - b. ASI Programming Boards shall include the: ASI Productions and Titan Tusk Force.
    - I. ASI Productions focuses on planning and implementing campus entertainment centered on social, cultural, and educational topics through a wide selection of frequent events and large scale productions. ASI Productions shall be composed of the following: one (1) Director, one (1) Sunday Series Coordinator, one (1) Pub Monday/Tuesday Coordinator, one (1) Wednesday Concert Coordinator, one (1) Pub Thursday Coordinator, one (1) Films Coordinator, one (1) Fall/Spring Concert Coordinator, and two (2) Union and

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Special Programming Coordinators.

- II. Titan Tusk Force focuses on planning and implementing spirited events centered on Titan Pride, while also promoting and supporting Athletics to build a strong sense of campus unity and identity with CSU Fullerton. Titan Tusk Force shall be composed of the following: one (1) Director, one (1) Athletics Coordinator, one (1) Events Coordinator, and one (1) Marketing and Recruitment Coordinator.

Section 10. **OFFICE HOURS** Executive Officers shall maintain regular office hours in order to meet with students. Office hours shall be posted publically, consist of at least one hour a week, and be served in the ASI Executive Office. ASI President shall be responsible for the enforcement of office hours.