



**ASSOCIATED
STUDENTS, INC.**

CALIFORNIA STATE UNIVERSITY, FULLERTON

Associated Students, Inc.
California State University, Fullerton

**GOVERNANCE COMMITTEE
Meeting Minutes**

Thursday, February 21, 2019
2:30 p.m.

CALL TO ORDER

Maria Linares called the meeting to order at 02:32 p.m.

ROLL CALL

MEMBERS PRESENT

Linares, Mahamuni, Mumford, Rodriguez and Sherman

MEMBERS ABSENT

**NON-VOTING MEMBERS
PRESENT**

McDoniel, Robles

**NON-VOTING MEMBERS
ABSENT**

APPROVAL OF AGENDA

(M) Mahamuni (S) Sherman moved to approve the agenda as amended.

APPROVAL OF MINUTES

PUBLIC SPEAKERS

REPORT:

**DIRECTOR OF
ADMINISTRATION**

No report.

GOVERNANCE CHAIR

No report.

UNFINISHED BUSINESS

None

NEW BUSINESS

- a. **Action: A Resolution
Approving the
Process for the ASI
Strategic Plan**

(M) Rodriguez (S) Sherman moved to approve a Resolution approving the Process for the ASI Strategic Plan.

Linares yielded to McDoniel.

McDoniel stated the changes made were proposed during the February 14 Governance Committee Meeting.

The main change recommended by the Governance Committee was adding that the working group should be elected members of the Board of Directors and Board of Trustees.

McDoniel stated the changes were made to the resolution.

Discussion ensued.

Linares moved into a roll call.

b. Action: Changes to Policy Concerning Board of Directors Operations

(M) Mahamuni (S) Rodriguez moved to approve changes to Policy Concerning Board of Directors Operations.

McDoniel stated that two changes were made since discussion item.

McDoniel stated the following were the changes made:

1. The first change was vacancy of vice chair
2. Removing the following sentence under the changes made to the bylaws and policies section *Recommended bylaw changes will be posted two weeks to their being voted on at a Board of Directors meeting.*

McDoniel stated the remaining changes to the policy were minor.

Discussion ensued.

c. Discussion: The Resolution Process

Linares stated not many resolutions had been passed.

Linares informed the committee to review passed resolutions to expand on any resolved.

Linares yielded to Kayleigh Bates, Special Projects Coordinator to discuss the resolution process.

Bates stated the following:

- The University Administration are stated in resolutions to help with the action.
- The goal is to have students follow up

Bates used the example of The Tuffy Basic Needs. Bates explained that when resolutions are established the timeframe for it to be put into action could be weeks, months or years depending on the project.

Bates encouraged the committee to contact her to write resolutions.

Linares asked if passed resolutions were allowed to be edited.

Bates stated a completely new resolution would be created and the previous resolution would be mentioned as reference

McDoniel stated, contributors are those who are not Board of Directors.

ROLL CALL

ROLL CALL VOTES		013			014		
		YES	NO	Abstain	YES	NO	Abstain
					1		
NSM	Sherman	1			1		
ECS	Mahamuni	1			1		
Comm	Mumford	1			1		
Arts	Rodriguez	1			1		
HSS	Linares	1			1		
		YES	NO	Abstain	YES	NO	Abstain
		5	0	0	5	0	0

ANNOUNCEMENTS/MEMBERS' PRIVILEGE

ADJOURNMENT

The meeting adjourned at 3:48 pm.



Maria Linares, Vice Chair Secretary



Kristyne Robles, Recording Secretary

A RESOLUTION APPROVING THE PROCESS OF THE ASI STRATEGIC PLAN

Sponsor: Maria Linares

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, the strategic planning process is a deliberative, disciplined approach to producing fundamental decisions and actions that shape and guide the implementation of the mission, vision, values, and goals of the organization;¹ and

WHEREAS, CSU Fullerton developed a thoughtful yet ambitious plan for 2018-2023, which was approved by the university in Fall 2019; and

WHEREAS, Cal State Fullerton's Strategic Plan 2018-2023 is centered around student success; scholarly and creative activities; diversity, equity, and inclusion; civic engagement; collegial governance; integrity; and service to the region;² and

WHEREAS, ASI Strategic Plan of 2013-2018 came to a conclusion; therefore let it be

RESOLVED, ASI shall create a plan to develop how the organization will assist in advancing the Cal State Fullerton's Strategic Plan and develop ASI's strategic initiatives; and let it be

RESOLVED, ASI will engage stakeholders to analyze the state of the organization and identify areas of focus or themes to map the development of goals of the strategic plan; and let it be

RESOLVED, ASI Strategic Plan Working Group shall conduct this work and consist of two Executive Officers, three elected Directors by the Board of Directors, two elected student Trustees by the TSC Board of Trustees, one ASI student employee, and two ASI staff; and let it be

RESOLVED, ASI Strategic Plan Working Group will meet bi-weekly on Fridays starting March 1, 2019 until they come to a close; and let it be

RESOLVED, In Spring 2019, ASI shall assess the state of the organization and conduct an analysis to develop areas for focus or themes for the following Board of Directors to utilize in the development of ASI's strategic initiatives; and let it be

¹ Bryson, J. M. (2011). Strategic planning for public and nonprofit organizations: a guide to strengthening and sustaining organizational achievement. Hoboken, NJ: Wiley

² <https://planning.fullerton.edu/2018-2023-plan/>

RESOLVED, In Fall 2019, ASI, based on those areas on focus and themes, shall develop this organizations' strategic initiatives, goals, and strategies to accomplish the strategic plan; and let it be finally

RESOLVED, that this resolution be distributed to the Office of the University President, the President's Advisory Board, Office of the Provost, Office of the Vice President for Student Affairs, the Co-Chairs of the Strategic Plan Committee, ASI Executive Director, ASI Associate Executive Director, and applicable ASI departments for appropriate action.

Adopted by the Board of Directors of the Associated Students Inc., California State University, Fullerton on this seventh day of February in the year two thousand nineteen.

Tristan Torres
Chair, Board of Directors

Maria Linares
Vice Chair/Secretary, Board of Directors

Associated Students Inc., California State University, Fullerton President/CEO does hereby
[] approve / [] refuse to approve this resolution.

Ana Aldazabal
ASI President/CEO

Date

POLICY CONCERNING BOARD OF DIRECTORS OPERATIONS

Style Definition: TOC 2

PURPOSE

The following policy has been established in order for the members of Associated Students Inc. (ASI) Board of Directors (Board) to better serve their respective student constituencies and to make sure each member of the Board performs the duties of their position in a thoughtful and responsible manner. ASI is committed to promoting the highest standards of ethical conduct in the performance of its mission. The policy includes expected conduct of Board members, responsibilities and duties of Board members, and an overview of committee and meeting operations.

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WHO SHOULD KNOW THIS POLICY

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

DEFINITIONS

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

Terms	Definitions
Conflict of Interest	Any involvement financially, through an employment or family connection, with any business, firm, vendor, and/or service doing business with the corporation.
Fraud	The intentional use of deceit, a trick or some dishonest means to deprive another of their money, property or legal right
Defalcation	The withholding or misappropriating funds held for another or failing to make a proper accounting
Corruption	The offering, giving, soliciting, or accepting of an inducement or reward that may improperly influence the action of a person or entity.
Misappropriation	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.
Forgery	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. BOARD CONDUCT

a. Non-Conflict of Interest

In accordance with California Education Code, Sections [5230](#), [5233](#), 89906, 89907, 89908 and 89909, all ASI Board of Directors members, ~~ASI Executive Officer members, and TSU Board of Trustees members~~ shall must submit a Certification of Non-Conflict of Interest Statement as outlined below:

I have read California Education Code Sections [5230](#), [5233](#), 89906, 89907, 89908 and 89909 ~~printed on the reverse of this document~~, 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 Directors 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, [TSU-218](#).

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. ~~All members must refrain from using personal devices to relay confidential information.~~

Business Practices

~~Business activities must be conducted under the highest standards. All official business of ASI done on a personal device may be subject to subpoena. 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.

In addition, ASI Executive Officers and members of ASI governing boards must comply with conflict of interest regulations as defined in ASI Policy.

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

Commented [MC1]: Moved to Confidentiality

Commented [MC2]: Moved to Public Disclosure

Commented [MC3]: Stricken because it's almost the same as language in Fair Dealing

Commented [MC4]: Moved to Fair Dealing

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.

All official business of ASI done on a personal device may be subject to subpoena.

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. All members must refrain from using personal devices to relay confidential 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.

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.

c. Fraud

ASI policy on fraud is established to prepare procedures that will protect ASI, its employees, and assets against losses stemming from illegal activities. ASI has a zero tolerance policy regarding such activities. ASI forbids the commission of any illegal activity by an officer, director, employee, or volunteer of ASI (collectively referred to herein as members or member).

The management of ASI is responsible for the establishment of procedures designed to prevent and detect fraudulent activity, including but not limited to fraud, defalcation, misappropriation, forgery, and corruption.

Reporting Responsibility

Each member of the management team will be familiar with the types of improprieties that might occur within their area of responsibility, and be alert for any indication of irregularity.

In the event a member detects or suspects fraudulent activity, that member must immediately report this to the Executive Director. The Executive Director will inform the ASI Board of Directors and the CSUF Director of Internal Auditing within twelve hours once the incident is brought to their attention.

In the event a member detects or suspects fraudulent activity on the part of the Executive Director, that member must immediately report this to the University Risk Manager.

Any reprisal against any individual reporting violations of this policy is prohibited. Any cover-up of a suspected incidence or retaliation in any form against witnesses is also prohibited.

Investigating Suspected Fraud

The Executive Director or designee in an investigation of fraud will have:

- Free and unrestricted access to all ASI records and premises, whether owned or rented
- The authority to examine, copy, and/or remove all or any portion of the contents of files, desks, cabinets, and other storage facilities on the premises without prior knowledge or consent of any individual who might use or have custody of any such items or facilities when it is within the scope of the investigation.

Any information received by ASI in the course of an investigation will be treated in confidentiality. As such, any employee should notify the Executive Director (or [the University CSU Fullerton](#) Risk Manager, in the case of suspected fraudulent activity by the Executive Director) and not engage a suspected individual or conduct a personal investigation.

Information discovered during the course of an investigation will be disclosed or discussed only with individuals on a need-to-know basis. Confidentiality must be enforced to avoid damaging the reputations of persons under suspicion who are found innocent of wrongdoing.

No information concerning the status of an investigation will be given out. The proper response to any inquiry is, "I am not at liberty to discuss this matter." Under no circumstances should any reference be made to "the allegation," "the crime," "the fraud," "the forgery," "the misappropriation," or any other specific reference.

Upon completion of the investigation, the Executive Director will file their report with the [CSU Fullerton](#) Director of Internal Auditing and the ASI Board of Directors.

Decision to prosecute or refer the matter to law enforcement officials will be made in conjunction with legal counsel, ASI Executive [Officers Director](#), and the [CSU Fullerton](#) Director of Internal Auditing.

Termination

If an investigation results in a recommendation to terminate the employment of an individual, the recommendation will be reviewed for approval by ASI Human Resources and legal counsel. The policy will be reviewed annually and revised as needed.

d. Whistleblower Protection

ASI policies on Ethics and Fraud require directors, officers, employees and volunteers (members) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. All members of the organization must practice honesty and integrity in fulfilling their responsibilities.

Reporting Responsibility

It is the responsibility of all members to comply with the policies and to report violations or suspected violations in accordance with this Whistleblower Policy. ASI encourages initial reporting to occur internally to allow for expeditious resolution of all such matters and to minimize the effects of improper actions.

Reporting Violations

The Whistleblower Policy addresses the organization's open-door policy and suggests that members share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, a member's supervisor is in the best position to address an area of concern. However, if the member is not comfortable speaking with their supervisor or is not satisfied with their supervisor's response, then they must speak to the Director of Human Resources. The supervisor and/or

Director, Human Resources is required to report this notification to the Executive Director upon receipt. The Executive Director or designee will conduct an investigation of the reported concern. In the event that a concern involves fraud, then it must be directly reported to the Executive Director who has the responsibility to investigate all reported violations of policies.

Handling of Reported Violations

The Executive Director will notify the sender and acknowledge receipt of the reported violation or suspected violation within one business day. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. If the concern involves an incident of suspected fraud, defalcation, or other irregularity concerning corporate assets, the Executive Director will notify the Chair of the Audit Committee, Chair of the Board of Directors, and the [CSU University Fullerton](#) Director of Internal Audit in writing within twelve hours of receipt and work with the ASI Audit Committee until such matter is resolved. All concerns involving the Executive Director shall be directly reported to the [CSU University Fullerton](#) Risk Manager.

No Retaliation

No member, who in good faith reports a violation of the policies, shall suffer harassment, retaliation, or adverse employment consequence. A member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable members to raise serious concerns within the organization prior to seeking resolution outside the organization.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the policies must be acting in good faith and have reasonable grounds for believing the information disclosed indicated a violation of the Policies. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

[e. Due Care](#)

[A Director or Executive Officer will be entitled to rely on information, professional opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:](#)

- [ASI staff;](#)
- [Legal counsel;](#)
- [independent accountants; or](#)
- [A committee upon which the board member does not serve.](#)



2. RESPONSIBILITIES OF THE BOARD

[a. Director Duties and Responsibilities](#)

[Each Board member shall be required to and held accountable for:](#)

- [Communicate and behave with a high degree of ethics and professionalism, which includes but is not limited to purposefulness and respect.](#)
- [Advocate for student concerns from their respective colleges or from CSU Fullerton. Directors will engage the students of their college in discussion about relevant college-specific and/or university-wide concerns.](#)
- [Meet with the ASI Board of Directors Chair a minimum of once per semester.](#)

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- Meet with their respective college Deans at least once per semester.
- Meet with the ASI Executive Director and ASI Associate Executive Director at least once per semester
- Submit goals to the ASI Board of Directors Chair and the ASI Executive Director at a time near the beginning of the academic year as determined by the Chair
- Update the Vice Chair weekly with a brief report of activities within the committees, commissions, and/or councils that they may sit on

Additional Director Duties

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

- Board members are required to aAttend (prepared and on time) for the entire duration of all meetings of the Board of Directors which take place every Tuesday from 1:15 – approximately 3:45 P.M.
 - Board members are allowed two excused absences per semester.
- Board members are required to sit on an Associated Students, Inc. Serve on an ASI astanding committee and be a liaison to at least one of the following:
 - o the Association for Inter Cultural Awareness (AICA),
 - o the Resident Student Association (RSA),
 - o Community Service Inter-club Council (CSICC),
 - o the Inter Fraternity Council (IFC),
 - o Sports Club Inter-club Council (SCICC),
 - o the National Pan-Hellenic Council (NPHC),
 - o Mesa Cooperativa,
 - o the PanHellenic Council (PHC), and the
 - o the Multicultural Greek Council (MGC).
- Directors of the Board are required to aAttend their college's Inter-club council meetings.
 - If scheduling conflicts arise, the director(s) shall have regular contact meetings with their Interclub council chair, Inter-club council members, and their assistant dean.
- Directors of the Board shall eEstablish and maintain weekly office hours (at least one hour a week and by appointment).
 - These hours shall be posted on their respective college's bulletin board and outside the Board of Directors' office.
- ASI Board Chair shall be responsible for reinforcing ASI office hours.
- When time permits, the Board Chair may schedule ASI promotional events for the Board to carry out after the adjournment of Board Meetings.
- Directors of the Board are required to Report to the Board on issues and concerns from their college, keep in contact with their constituents, college-based Deans or Assistant/Associate Deans, and report to the Board on issues and concerns from their college.
 - o Two college reports will be given each week during regularly scheduled Board of Directors meetings beginning the third week of the fall semester. The reports will be given in alphabetical order, with respect to the college's names.
- Directors of the Board are responsible for grading ASI scholarship applications during both fall and spring semesters.

Each Board member shall not:

- No member of the ASI Board of Directors shall serveServe as another elected or appointed position within ASI or as leadership on a funding or funded council, officer or director of an ASI program, funding council, or board.
- No member of the ASI Board of Directors shall beBe employed by the Associated Students Inc.

b. Appointments

The Board of Directors shall confirm all presidential appointments by a majority vote to positions that receive financial awards, scholarships, or any other material compensation for service.

- The Executive Officers: Chief Campus Relations Officer, Chief Governmental Officer, and Chief Communications Officer shall be confirmed by a majority vote.

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- The Board may remove presidential appointments by a two-thirds vote, ~~with the exception of the Executive Officers.~~
- The Board may override with a two-thirds vote any decision of the ASI President to remove/or replace any presidential appointment ~~with the exception of the Executive Officers.~~

c. Attendance

Attendance ~~is shall be~~ 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, ~~Clause 5~~):
 - Absence due to scheduled classes are not excused.
 - For absence to be excused, the Chair must be properly notified, at least twenty-four (24) hours' prior to the meeting unless the Director is physically unable to do so.
~~* Properly notified is defined as at least twenty-four (24) hours' notice.~~
- Excusal for an absence with due cause may only be granted by a majority vote of the Board.
- During summer meetings two (2) excused absences shall be computed as one (1) absence toward the record.
- Fall recess, intercession, spring recess, legal holidays, and the last week of instruction shall not be used in computing attendance.
- Absent members shall not have voting privileges nor shall they be counted in quorum.
- Attendance policy for standing committee meetings:
 - If a member's attendance at one standing committee meeting impedes their ability to attend another standing committee meeting, then that member will be excused from the meeting they were unable to attend.
 - Members are responsible for requesting excused absences from standing committee meetings which conflict with other appointments, events, or scheduling.
 - A member may only be counted as absent from a standing committee meeting if that meeting was held during the regular meeting time as stated in the agenda, ASI Bylaws Article IV, Section 8, or at a time previously agreed to by that member.
 - A member may only be counted as absent from a standing committee meeting if that member ~~was~~ properly notified the chair of the time and venue of the meeting.

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d. Contracts

The Board may authorize any officer, agent, or Director to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority is confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, Director, or employee will have any power or authority to bind the Corporation by contract or engagement, to pledge its credit, or to render it liable for any purpose of any amount.

- The maximum amount of a contract shall must be determined by the Board of Directors. No contract shall extend beyond the current fiscal year.
- The ASI Executive Director, as an agent of the Board of Directors, is authorized to execute contracts on behalf of the Board of Directors when contracts are consistent with the budgeted programs or when non-budgeted contracts provide personal benefits to ASI members at no cost to the Board of Directors.
- The Board of Directors may establish an ad hoc committee to act on behalf of the Board of Directors in making contracts for up to \$10,000 when the Board of Directors is unable to establish quorum. The ad hoc committee shall consist of the ASI President, the Board of Directors Vice Chair/Treasurer of the Board of Directors, five Directors, and the ASI Executive Director.

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3. COMPOSITION AND DUTIES OF SUBBOARD AND COMMITTEES

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

~~or~~ committee's recommendations to the Board. ~~No committee shall consist of two Board members serving from the same college. In the event a committee member should resign, a written notice of their resignation shall be submitted to the chair of the committee.~~

a. Titan Student Centers (TSC) Board of Trustees

~~TSC Board of Trustees is delegated power of the ASI Board of Directors creating a subboard established in order to develop and adopt operating procedures to govern the operation of the facilities and programs of the Titan Student Centers.~~

a.b. General Composition of Committees

All ASI Committees ~~must shall~~ be composed of at least a majority of students. The chairs of ASI committees must be students. The chair and ~~ex-officio~~ standing liaison members ~~shall~~ will not be counted when determining if a committee is composed of at least a majority of students. No committee shall consist of two Board members serving from the same college.

b.c. Director Membership on Committees

The Chair of the Board shall appoint ~~De~~irectors for each standing committee. If there are not enough Diirectors to fill the required number of seats on each committee the chair shall evenly appoint directors to the listed committees in the following order:

- Finance Committee
- Governance Committee
- Audit Committee
- Children's Center Advisory Committee

Directors shall be appointed to other committees by the chair, unless specified, in no particular order.

c.d. Audit Committee

The Audit Committee is a requirement of ASI, in accordance with the Nonprofit Integrity Act of 2004. The committee shall be composed of four (4) directors from the ASI Board of Directors, one (1) member of the ASI Finance Committee, and one (1) voting member of the ~~Titan Student Centers~~ TSC Board of Trustees. The previously stated members must be students, may not be staff or unpaid volunteers in an operational position of the organization. No member may serve if they have a financial interest in ASI. Other voting members of the committee shall include two members from the campus community. All members must be approved by the ~~ASI~~ Board of Directors with a majority vote.

The Audit Committee shall convene at least two times annually.

~~The Act stipulates that the Audit Committee members may not be staff or unpaid volunteers in an operational position of the organization. Additionally, no member from an organization that has a financial interest in ASI may serve on the committee.~~

After appointing the members to the Audit Committee, the Board of Directors shall appoint one of the four directors to serve as chair of the committee.

The duties of the Audit Committee are as follows:

General Duties

The Audit committee has five areas of responsibility:

- To make recommendations to the ASI Board of Directors regarding the selection and retention of the independent auditor. In addition, on behalf of the ~~board~~ Board, the Audit Committee may negotiate the compensation of the independent auditor.
- To confer with the auditor to determine on behalf of the ~~ASI~~ Board of Directors that the financial affairs of ASI are in order.
- To review and determine whether or not to accept the audit.

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- To ensure that any non-audit services performed by the auditing firm conform to standards of auditor independence.
- To approve the performance on non-audit services by the auditing firm.

Financial Reporting

At the entrance conference prior to the start of the annual audit, the committee will review the intent and scope of the audit to include:

- Quality of compliance controls
- External reporting requirements
- Materiality
- Risk characteristics

During the audit, the audit committee, along with management and the independent auditor, will review the policies and procedures of ASI in order to reasonably ensure the adequacy of internal controls over administration and accounting, compliance with all governing laws and regulation, and financial reporting.

At the conclusion of the audit, the Audit Committee will meet with the independent auditor, without the presence of management, to review the financial results of the audit prior to its publication and release to the general public.

Annual Report

The Chair of the Audit Committee will prepare a report for the ~~ASI~~ Board of Directors that will include, but not be limited to the following:

- Give the opinion of the independent auditor as to the quality of the ASI financial and accounting processes and any recommendations that the independent auditor may have.
- Indicate how any issues described in the management letter are immediately addressed by ASI management.
- Detail discussions with management on the status of implementation of prior year recommendations and corrective plans, if any.
- Evaluate the cooperation received by the independent auditor during its audit, including access to requested information and records.
- Receive comments from management concerning the responsiveness of the auditor to the needs of the operation of the ASI.
- Report on the discharge of the committee's responsibilities.

~~d. Children's Center Committee~~

~~The purpose of the Children's Center Advisory Committee, a standing committee of the ASI Board of Directors, is to provide a forum at which all constituents of the Children's Center may discuss issues relating to the operation of the program. The committee offers varied perspectives and expertise to assist the program in fulfilling its mission. The committee shall have all appointed positions filled by four weeks after the start of Fall semester of that academic year.~~

~~The Children's Center Committee shall convene at least three times during the academic year.~~

~~The committee reviews and makes recommendations to the ASI Board of Directors, the Children's Center Director, and the Children's Center Parent Advisory Council regarding the following:~~

- ~~• The Children's Center budget~~
- ~~• The results of Parent Surveys~~
- ~~• Program quality assessments~~
- ~~• Children's Center strategic and operating plans~~
- ~~• Collaboration with other CSUF entities and with community entities~~
- ~~• The Children's Center Director shall bring management issues to the attention of the committee for discussion and input.~~

- Any member may bring agenda items before the committee.
- In addition, the committee may make recommendations to the University President regarding childcare issues pertaining to faculty and staff as appropriate.
- Other matters pertaining to the Children's Center

The Children's Center Committee shall be composed of the following:

Voting:

- ASI Board of Directors Chair or designee
- Three (3) Directors from the ASI Board of Directors
- One (1) current student-parent who utilizes the ASI Children's Center
- One (1) current faculty/staff parent who utilizes the ASI Children's Center
- University President's Appointee
- Academic Senate Appointee

Standing Liaison Officers:

- Children's Center Director
- ASI Executive Director or designee
- ASI Leader and Program Development Director
- University Chief Financial Officer or designee

e. Finance Committee

The Finance Committee shall be composed of no more than four directors and the Board of Directors Vice Chair/Treasurer, and up to eight Directors of the Board who shall Finance Committee makes recommendations on financial matters and policy concerning organizational finances. The Vice Chair/Treasurer will chair the Finance Committee. The Finance Committee shall hold hearings on all proposed accounts and shall refer its budget recommendations to the Board. The Board shall act on the Finance Committee's recommendations and send them budget to the University President for approval. The Treasurer will chair the Finance Committee.

The Finance Committee will be held on Thursdays between 1:15 PM and 3:45 PM during the academic year.

The Finance Committee shall hold hearings on all proposed accounts and shall refer its budget recommendations to the Board. The Board shall act on the Finance Committee's recommendations and send them to the University President for approval.

f. Governance Committee

The Governance Committee shall be composed of four directors and the Board of Directors Vice Chair/Secretary of the ASI Board of Directors. The Vice Chair/Secretary of the ASI Board of Directors shall chair the committee. The Governance Committee shall make recommendations concerning policy, Bylaws, and the Articles of Incorporation to the Board. Governance Committee is responsible for recommending Director vacancies, and interviewing and recommending applicants for vacant Director positions during the academic term. The Secretary will chair the committee.

The Governance Committee will be held on Thursdays between 1:15 PM and 3:45 PM during the academic year.

General Duties

The duties of the Governance Committee are as follows:

- Review and update ASI Policies and Bylaws.
- Recommend vacancy declarations
- Fill vacancies on the ASI Board of Directors.
- Hear concerns and offer advice and/or resolutions subject to Board approval.

Declaring Vacancies

The alleged failure of a Director or Officer to:

- Qualify for service;
- Breach standards of conduct; or
- Perform prescribed duties in effect when term began.

May formally referred to the Governance Committee by a student, university official, Director, Officer, or the Executive Director to conduct a review. Recommendations on vacancy declarations shall be sent to the Board. Declaration of vacancy of a Board member or officers shall create a vacancy to be filled in accordance with ASI policy.

Failure to meet academic qualifications or attendance requirements result in immediate and automatic declaration of vacancy. Directors may appeal only immediate declarations, and must do so by the next regularly scheduled Board of Directors meeting immediately following the Director's removal. Appeals must be submitted in writing. Reinstatement requires a three-fourths vote of the Board of Directors.

Filling Vacancies

In the event of a vacancy in which ASI Policy Concerning Student Appointments cannot be followed, the Governance Committee shall appoint a Director to a majority vote approval by the Board.

- Eligible students for appointment include (where the vacancy exists):
 - Students declared in the academic college,
 - Undeclared students,
 - Students with multiple minors as long as one of the minors is in the academic college,
 - Specifically for the College of Education Directors may also qualify by meeting requirements stated in Article XII, Section 2, Clause 4 of the Bylaws ASI Policy.

g. Board Leadership Review Committee

The Board Leadership Review Committee shall assess the Chair, ~~and~~ Vice Chairs, Secretary and Treasurer of the Board of Directors to determine whether they are adequately fulfilling their duties. The committee shall be composed of four Directors of the Board, Chief Campus Relations Officer, the Faculty Representative, the University President Representative, ~~and~~ the Executive Director or designee, ~~and the Chief Campus Relations Officer.~~ All members must be nominated and approved by the Board of Directors with a majority vote.

The Board Leadership Review Committee shall convene at least one time annually.

The Board ~~of Directors~~ shall elect one of the four (4) Directors to serve as chair of the committee. Leaders under review may not serve on the committee.

The elected members of the Board Leadership Review Committee shall be chosen:

- One Director shall be chosen through a bi-annual alternating system and should represent four different colleges:
 - One Director from each of the colleges shall serve on the committee on even-numbered years: College of the Arts, College of Communication, College of Humanities and Social Sciences, and College of Natural Science and Mathematics
 - One Director from each of the colleges shall serve on the committee on odd-numbered years: Mihaylo College of Business and Economics, College of Education, College of Engineering and Computer Science, and the College of Health and Human Development.
 - If there is an insufficient number of candidates available in the current year, candidates may be chosen from the alternating year.

General Duties

The general duties of the Board Leadership Review Committee are as follows:

- Perform a leadership review of the current Chair, ~~and~~ Vice Chair, Secretary, and Treasurer and make a recommendation to the Board
 - The review and recommendation shall be placed on the Board's agenda as the first order of new business on Week 12.
 - During the Chair's review the Vice Chair/Secretary shall lead the meeting.
 - During the Vice Chair,Secretary, and Treasurer review, the Chair shall lead the meeting
- The Board of Directors will then vote to either accept or reject the committee's conclusions.
- If the Board of Directors determines that the performance of the Chair, ~~and/or~~ Vice Chairs, Secretary, and/or Treasurer has been successful, they shall continue their duties.
- If the Board of Directors determines that the performance of the Chair, ~~and/or~~ Vice Chairs, Secretary, and/or Treasurer has been unsuccessful, a new election for that position ~~shall~~will take place on the last meeting of the Fall Term.

h. Children's Center Advisory Committee

The purpose of the Children's Center Advisory Committee, a standing advisory committee of the Board of Directors, is to provide a forum at which all constituents of the Children's Center may discuss issues relating to the operation of the program. The committee offers varied perspectives and expertise to assist the program in fulfilling its mission. The committee must have all appointed positions filled by four weeks after the start of Fall semester of that academic year.

The Children's Center Advisory Committee will convene at least three times during the academic year.

The committee reviews and makes recommendations to the Board of Directors, the Children's Center Director, and the Children's Center Parent Advisory Council regarding the following:

- The Children's Center budget
- The results of Parent Surveys
- Program quality assessments
- Children's Center strategic and operating plans
- Collaboration with other CSU Fullerton entities and with community entities
- Children's Center Director must bring management issues to the attention of the committee.
- Any member may bring agenda items before the committee.
- In addition, the committee may make recommendations to the University President regarding childcare issues pertaining to faculty and staff as appropriate.
- Other matters pertaining to the Children's Center

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The Children's Center Advisory Committee must be composed of the following:

Voting:

- ASI Board of Directors ~~Vice Chair~~
- Three (3) Directors from the ASI Board of Directors
- One (1) current student-parent who utilizes the ASI Children's Center
- One (1) current faculty/staff parent who utilizes the ASI Children's Center
- University President's Appointee
- Academic Senate Appointee

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Standing Liaison Members:

- Children's Center Director
- ASI Executive Director or designee
- University Chief Financial Officer or designee

4. BOARD LEADERSHIP

a. Chair

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The Board will elect a Director to serve as Chair. The Chair must be elected at the first meeting in June and serves from that meeting through May 31. The ASI President serves as Chair in absence of the Chair and Vice Chair.

The Chair of the Board of Directors:

- Presides over all Board of Directors meetings.
- Appoints each Director to serve on at least one standing committees and act as a liaison no later than three (3) legal business days before the first meeting of the fall and spring semesters, except the Audit Committee, to one of the following:
 - TSC Board of Trustees standing sub-committees:
 - ASI Programming Boards (Association for InterCultural Awareness, Productions, Titan Tusk Force);
 - Funded councils (Inter Fraternity Council, Multicultural Greek Council, National Panhellenic Council, Panhellenic, Resident Student Association); or
 - Funding councils (Black Student Union, Community Service ICC, Mesa Cooperativa, Sports Club ICC
- Appoints the required number of Directors on any ASI ad hoc committee.
- When time permits, the Board Chair may sSchedules ASI promotional events for the Board to carry out after the adjournment of Board Meetings when time permits.
- ASI Board Chair shall be responsible for reinforcing ASI office hours.
- Maintains regular communication with the Executive Officers, TSC Board of Trustees Officers, and chairs of programming board, funded, and funding councils.
- Directs the work of the Vice Chair, Secretary, and Treasurer.
- Has the responsibility to hold the Directors accountable for their goals.
- Serves as a standing liaison member to all ASI committees except the Audit Committee and the Board Leadership Review Committee.
- Chair or designee will serve as representative of the Board of Directors on the TSC Board of Trustees, the Student Athletics Advisory Council and the Academic Senate.
 - Chair or designee serves for one year or the duration of the position providing they remain a member of the Board of Directors during that period. If the Board of Directors representative is unable to complete the term, the Chair will select a representative to complete the vacated position within ten (10) days after the position is declared vacant.
- Chair, working with the Vice Chair, Secretary, and Treasurer and the Director of Leader and Program Development, are charged with developing a curriculum to be discussed at Board of Directors retreats, additional board development training, and other internal issues related to the Board.

Vacancy of the Chair

The removal of the Chair will occur by a two-thirds vote of the Board of Directors or in the event that the Chair loses the position as Director.

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

Filling Chair Vacancy

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

b. Vice Chair

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My thought was to be parallel to the current structure of advisors, but it may be better to leave it open?

The Board of Directors will elect a Director to serve as Vice Chair. The Vice Chair will be elected at the first meeting in June and serves from that meeting through May 31. In the event the position is not elected in the June meeting, a special meeting shall be called to fill the position within three weeks.

The Vice Chair of the Board of Directors:

- Presides over Board of Directors meetings in absence of the Chair.
- Presides over the Children's Center Advisory Committee.
- Assists the Board of Directors Chair.
- Has the responsibility for setting guidelines for Director's College Reports and Executive Senate Reports.
- Disseminates information about the Directors weekly activities within the committees, commissions, and/or councils that they may sit on.
- Maintains regular communication with the Board of Directors Chair, the Executive Officers, and the TSC Board of Trustees Officers, and chairs of programming board, funded, and funding councils.
- Assists the Board of Directors Chair in developing a curriculum to be discussed at ASI Board of Directors retreats, additional board development training, and other internal issues related to the Board.

Vacancy of the Vice Chair

The removal of the Vice Chair will occur by a two-thirds vote of the Board of Directors or in the event that the Vice Chair loses the position as Director.

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

Filling Vice Chair Vacancy

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

c. Secretary

The Board of Directors will elect a Director to serve as Secretary. The Secretary will be elected at the first meeting in June and serves from that meeting through May 31. In the event the position is not elected in the June meeting, a special meeting shall be called to fill the position within three weeks.

The Secretary of the Board of Directors:

- Presides over the Governance Committee.
- Assists the Board of Directors Chair with enforcing ASI Bylaws and ASI Policies.
- Certifies all records of the Board of Directors when requested and to execute documents on behalf of the Board as required for legal documents.
- Maintains regular communication with the Board of Directors Chair, the Executive Officers, and the TSC Board of Trustees Officers.
- Assists the Board of Directors Chair in developing a curriculum to be discussed at Board of Directors retreats, additional board development training, and other internal issues related to the Board.

Vacancy of the Secretary

The removal of the Secretary will occur by a two-thirds vote of the Board of Directors or in the event that the Secretary loses their position as Director.

In the event the Secretary should resign, a written notice of their resignation must be submitted to the Chair and Director of Administration.

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Commented [BK10]: Or should it be Executive Director or designee?

Filling Secretary Vacancy

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

d. Treasurer

The Board of Directors will elect a Director to serve as Treasurer. The Treasurer will be elected at the first meeting in June and serves from that meeting through May 31. In the event the position is not elected in the June meeting, a special meeting shall be called to fill the position within three weeks.

The Treasurer of the Board of Directors:

- Presides over the Finance Committee.
- Presents monthly, or as needed, to the Board of Directors a detailed report of the financial conditions of ASI.
 - The report will include budget language or financial policy implementation, any outstanding debt owed to ASI, any line item transfers performed by the Treasurer or the Finance Committee, and the current balance of the Contingency Account
- Ensures compliance with the financial policies of ASI.
- Reports the fiscal budget recommendations of the Finance Committee and the TSC Board of Trustees to the Board of Directors on or before the first meeting in April of each fiscal year.
- Oversees the budget development for the next fiscal year with the assistance of the Director of Financial Services and maintain regular communication with the student leaders who oversee a budget within ASI.
- Maintains regular communication with the Board of Directors Chair, Executive Officers, and TSC Board of Trustees Officers.
- Assists the Board of Directors Chair in developing a curriculum to be discussed at the Board of Directors mandatory retreats, additional board development training, and other internal issues related to the Board.

Vacancy of the Treasurer

The removal of the Treasurer will occur by a two-thirds vote of the Board of Directors or in the event that the Treasurer loses their position as Director.

In the event the Treasurer should resign, a written notice of their resignation must be submitted to the Chair and Director of Financial Services.

Filling Treasurer Vacancy

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

4. COMMITTEE HANDBOOKS

~~There is a need for continuity from semester to semester in each of the standing committees of the Associated Students Board of Directors, and there is a need for a documented record of past actions and considerations of each committee, not only for public record but also to preserve long-term goals within the committees over time. There is a need for background information of past actions/considerations of each of the committees for the reference of new members to those committees.~~

~~Each of the Standing Committees of the ASI Board of Directors shall develop and maintain its own Committee Policy Handbook. This Handbook shall, at least, consist of a brief record of all major actions or proposals of the committee during the course of the semester, along with recommendations by the current committee of any actions/proposals that it feels should be continued in following semesters; and that this Handbook shall be maintained by the committee chairs (or their designee) on a semester basis.~~

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5. AGENDAS FOR BOARD MEETINGS

All items shall be sponsored by a member of the Board of Directors. Directors sponsoring items shall provide, to the Chair of the Board of Directors, a written (either typed or printed) copy of the proposed action and all supporting documents four or more legal days prior to the Board of Directors or Committee meeting. Items coming from committee shall be placed on the agenda before items from individuals. The Recording Secretary shall make available, for public inspection, a copy of each proposal. All items on the agenda, including those to be discussed in closed session, shall contain a brief general description (not to exceed twenty (20) words) of the item. Items with a financial component shall also include the amount and source of funds involved. The agenda shall specify the time, date, and location of the meeting, and shall be posted in an area of the campus which is publicly accessible twenty-four 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 shall 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 shall be sent electronically and included on the ASI Website.

6. PUBLIC SPEAKING TIME

The Public Speaking Time is hereby established as a forum, which enables the Board of Directors and the ASI's Standing Committees to receive feedback from their constituencies, and allows members of the campus community to update the Board of Directors 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 higher education at the campus or statewide level during the regular Board of Directors' and Committee meetings. Public Speaking Time shall be scheduled before any Business items are considered. Public Speaking Time may be extended by a ruling of the Chair of the Board of Directors/Committee or by an action of the Board of Directors/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 Board of Directors/Committee may briefly respond to comments made or questions posed by public speakers. In no case shall such responses exceed one minute in length, except by special petition to the Chair. For special meetings of the Board of Directors or Committees, a Public Speaking Time shall also be provided, not to exceed fifteen minutes (extendable by ruling of the Chair or action of the Board of Directors/Committee). For those meetings, the public speakers shall be restricted to addressing the items on the agenda. This time shall occur before consideration of the items.

6.7. REGULAR MEETINGS

The Board and all of its 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 Tuesday between 1:15 PM to approximately 3:45 PM. The Board of Directors will hold summer meetings; 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).

a. Consent Calendar

The consent calendar is an administrative tool for the Board of Director and TSC Board of Trustees to grant approvals to required items that are routine, procedural, and likely to be noncontroversial. A consent calendar may be presented by the board or committee chair at the beginning of a meeting. Items may be removed from the consent agenda on the request of any one member. Items not removed are adopted by

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general consent without debate. Removed items will be taken up during new business.

Process

- Items up for consideration on the consent calendar must be provided in advance and distributed with the agenda package in sufficient time to be read by all members prior to the meeting.
- The chair determines whether an item belongs on the consent agenda.
- The chair or designated staff prepares a numbered list of the consent items and distributes it along with the meeting agenda.
- At the beginning of the meeting the chair asks members which items they wish to remove from the consent calendar to be discussed individually.
- If any member requests that an item be removed from the consent calendar, it must be removed and added to new business. Members may request that an item be removed for any reason. They may wish, for example, to discuss the item, to ask questions about the item, or to hold a vote on the item.
- When there are no more items to be removed, the Chair reads out the numbers of the remaining consent items. Then the Chair states: "If there is no objection, these items will be adopted." After pausing for any objections, the chair states "As there are no objections, these items are adopted." It is not necessary to ask for a show of hands.
- When preparing the minutes, the Recording Secretary includes the full text of the items that were adopted as part of the consent calendar.

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7.1. PUBLIC SPEAKING TIME

~~The Public Speaking Time is hereby established as a forum, which enables the Board of Directors and the ASI Standing Committees to receive feedback from their constituencies, and allows members of the campus community to update the Board of Directors 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 higher education at the campus or statewide level during the regular Board of Directors' and Committee meetings. Public Speaking Time shall be scheduled before any Business items are considered. Public Speaking Time may be extended by a ruling of the Chair of the Board of Directors/Committee or by an action of the Board of Directors/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 Board of Directors/Committee may briefly respond to comments made or questions posed by public speakers. In no case shall such responses exceed one minute in length, except by special petition to the Chair. For special meetings of the Board of Directors or Committees, a Public Speaking Time shall also be provided, not to exceed fifteen minutes (extendable by ruling of the Chair or action of the Board of Directors/Committee). For those meetings, the public speakers shall be restricted to addressing the items on the agenda. This time shall occur before consideration of the items.~~

8. CLOSED MEETINGS

~~The Board, or committees, or funding councils, 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 ASI Board of Directors, or committee, or funding council 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 shall reconvene into a public regular meeting prior to adjournment and make disclosure of what actions, if any, were taken in the closed meeting.

9. 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 Board of Directors may be called by the University President, the Chair, or by a majority of the members. Special meetings of standing committees may be called by the Chair of the committee or by a majority of the members.

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9-10. 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 Board of Directors only upon a determination by the Board of Directors 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 Board of Directors 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 Directors after the agenda for the meeting was posted. In the event of an emergency situation, an emergency meeting of the Board of Directors may also be called.

A minimum of one hours' notice shall be provided before such a meeting is called to order. The criteria for when such a meeting may be called shall be identical to that of part 1(a) above, and it must be called by petition of a majority of the membership of the Board of Directors. If any forms of communication are functioning, the Chair (or designee) shall attempt to contact every member of the Board of Directors, using the most recent contact list available, of the meeting time, location, and topic. The Chair (or designee) shall 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 shall 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 shall be publicly posted for a minimum of ten days. Included in the minutes shall 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 shall be included. Under no circumstances may the Board of Directors meet in a closed session under discussion of an emergency matter, whether during a regular, special, or emergency meeting.

10-11. SPECIAL ASI PARKING PRIVILEGES

The Associated Students, Inc. ~~shall~~ authorizes certain leadership positions Faculty/Staff parking permits to facilitate easy access to parking areas close to the ASI offices and assure available parking space for officers maintaining a regular schedule of hours devoted to their duties and functions. The following officers shall each receive a Faculty/Staff decal by virtue of their position.

- All student members of the ASI Board of Directors (16)
- ASI President (1)
- ASI Vice President (1)
- ASI Chief Campus Relations Officer (1)

- ASI Chief Governmental Officer (1)
- ASI Chief Communications Officer (1)
- ASI Elections Director (1)
- ASI Productions Administrative Director (1)
- Titan Student Centers Board of Trustees Chair (1)
- Titan Student Centers Board of Trustees Vice Chair for Facilities (1)
- Titan Student Centers Board of Trustees Vice Chair for Operations (1)
- ASI Association for Inter-Cultural Awareness Administrative Chair (1)
- ASI Titan Tusk Force Administrative Director (1)

Upon resignation or removal of any of the above mentioned officers their Faculty/Staff parking permit shall be returned to the University Cashiers office within one week. The University Cashiers office will then give them a regular student permit for the remainder of the semester. Any student who is then appointed or elected to fill the vacant position shall receive the Faculty/Staff parking permit.

If the parking policy is abused by any of the above mentioned students, their Faculty/Staff parking permit will be revoked for the remainder of their term.

CSU [Fullerton](#) Faculty/Staff Parking permits must be purchased from the University Cashiers office at the regular cost by the above-mentioned officers who will each receive a letter from the Dean of Students office giving them permission to purchase a permit.

11-12. CHANGES MADE TO THE ASI BYLAWS AND POLICIES

All substantive changes made to the ASI Bylaws and/or [Policy](#) Statements shall be submitted to the [Vice Chair/Secretary](#) of the Board of Directors for review to assess the impact on existing policies and Bylaws. After said review by the [Vice Chair/Secretary](#), proposed changes will be reviewed by the ASI Executive Director for further recommendations and legal analysis prior to being submitted to the Governance Committee for approval. Once approved by the Governance Committee, the changes will be forwarded to the Board of Directors for final approval. [Recommended Bylaw changes will be posted two weeks prior to their being voted on at a Board of Directors meeting.](#)

Commented [BK12]: Griffin: Asking if this is required by non-profit law

DATE APPROVED:	09/05/2017
DATE REVISED:	05/08/2018 12/04/2018