

**Resolution to Restructure the Committees
of the ASI Board of Directors**

Sponsor: Maria Linares and Skylar Soria

Co-Sponsors: Adriana Fernandez, Seleena Mukbel, Erick Murillo, Tina Thomas, and Jakob Wright

WHEREAS, The Associated Students Inc. (ASI) is a 501(c)(3) nonprofit organization that operates as an auxiliary organization of California State University, Fullerton and chartered under the California Nonprofit Public Benefit Corporation Law (NPBCL); and

WHEREAS, ASI is governed by 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 ASI Board of Directors, in September 1976, established the University Center Governing Board and charged it with developing and adopting operating policies to govern the operation of the Titan Student Union (then named University Center)¹; and

WHEREAS, the University Center Governing Board, renamed the Titan Student Union Governing Board in 1992, was subsequently renamed the Titan Student Centers Governing Board in 2010 to reflect the inclusion of the Student Recreation Center; and

WHEREAS, in 2015, in order to more closely align the Titan Student Centers Governing Board within the governance structure of the ASI Board of Directors, it was renamed the Titan Student Centers Board of Trustees; and

WHEREAS, California Nonprofit Public Benefit Corporations Law limits the ability of the corporate Board of Directors to delegate certain actions to a committee or sub-board, preventing the sub-board from acting independently of the Board of Directors²; and

WHEREAS, the model of auxiliary student body organizations using sub-boards to conduct business is a model that was popular in the 1970s to the 1990s, but has been eliminated on CSU campuses in recent years, including San Diego State University³; and

WHEREAS, this limited scope of authority dictates that sub-board actions carry equal weight to those of a standing committee and must be approved by the corporate Board of Directors, which has historically resulted in confusion of roles and responsibilities; and

¹ Titan Student Union Charter & Bylaws, 1976

² Corporations Code § 5210 *et seq.*

³ <https://as.sdsu.edu/govt/councils/ASBOD/>

WHEREAS, the standing committee structure addresses the need for policy and financial review and fiduciary responsibility; and all action items currently conducted by the sub-board can be added to the standing committee structure without creating undue hardship; and

WHEREAS, the financial and staffing investment necessary to maintain the sub-board structure is higher than that of a committee when comparing the sub-board and committee output, specifically ASI expends approximately \$75,000 in direct costs and approximately \$30,000-\$50,000 in indirect costs for the TSCBOT; and

WHEREAS, the existence of sub-committees under the sub-board creates an additional layer of processes that prolongs Board approval of important action items; and

WHEREAS, the TSC Board of Trustees has experienced challenges with maintaining a full slate of action items to necessitate regular meetings; and

WHEREAS, the TSC Board of Trustees has experienced challenges with member recruitment when vacancies have occurred, maintaining a full slate of trustees, and recurrent position vacancies; therefore let it be

RESOLVED, the Board of Directors shall restructure its standing committees according to the proposed revisions to the bylaws that reassign all previously delegated duties of the TSC Board of Trustees sub-board and sub-committees to Board of Directors standing committees effective June 1, 2021; and let it be further

RESOLVED, according to the proposed revisions to the bylaws, the Board of Directors establishes the Facilities Committee and the Programs Assessment Committee as standing committees of the Board of Directors; and let it be further

RESOLVED, according to the proposed revisions to the bylaws, the Board of Directors redefines the Treasurer position and establishes the Secretary position of the Board of Directors; and let it be further

RESOLVED, the funds previously allocated in the Titan Student Centers budget for Board of Trustees operating expenses, financial awards, and any other cost savings shall be reallocated to the Food Pantry, student scholarships, and/or other student leader financial awards, including the possible creation of new student engagement opportunities as Food Pantry leads, positions on ASI Commissions, etc. per the annual budget allocation process; and let it be further

RESOLVED, the Board of Directors shall temporarily suspend the portion of the Policy Concerning ASI Elections and corresponding bylaws related to regular candidate filing to allow any student that had filed for regular candidacy for the Titan Student Centers Board of Trustees in the Spring 2021 ASI election three options to continue their engagement: 1) they can apply for appointed positions after the election, 2) they can refile as a regular candidate whose name will

appear on the ballot (non-write-in) for a Board of Directors position in their academic college OR 3) they can continue to run, but for a seat on a new TSC advisory council (10 seats maximum, only for those who were on the TSCBOT ballot) which will be grandfathered in for the next year only (the council would meet monthly and directly advise the ASI BOD on student opinions related to the TSU and SRC); candidates must notify the Director of LPD of their choice of these options via email by March 5; and let it be further

RESOLVED, the Executive Director will follow established procedure to amend the Bylaws and applicable Policy Statements of the corporation to reflect any necessary changes to the committees, financial awards, and operational necessities and present to the Board of Directors by April 20, 2021, and let it be further

RESOLVED, that this Resolution be distributed to the Vice President for Student Affairs, ASI 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 the second day of March in the year two thousand twenty-one.


Maria Linares (Mar 4, 2021 16:03 PST)

Maria Linares
ASI Board of Directors Chair


Selene Hanna (Mar 4, 2021 19:15 PST)

Selene Hanna
ASI Board of Directors Treasurer/Secretary