Associated Students Inc.



### **Governance Committee**

Thu Nov 16, 2023 2:30 PM - 3:45 PM PST

### 1. Call to Order

Aida Aryan, Chair, called the meeting to order at 2:31 pm.

### 2. Roll Call

Members Present: Aryan, Ayala, Furtado, S. Morales, Ramirez-Rivera.

Members Absent: None.

Liaisons Present: Rubio, Hesgard, Zavalkov.

Liaisons Absent: None.

According to the ASI Policy Concerning Board of Directors Operations, attendance is defined as being present prior to the announcement of Unfinished Business and remaining until the scheduled end of the meeting.

- \* Indicates that the member was in attendance prior to the start of Unfinished Business but left before the scheduled ending of the meeting.
- \*\* Indicates that the member was in attendance for a portion of the meeting, but not in attendance prior to the announcement of Unfinished Business.

### 3. Approval of Agenda

(Furtado-m / S. Morales-s) The agenda was approved by unanimous consent.

### **4.** Approval of Minutes

a. 11/02/23 Governance Committee Meeting Minutes

(Ayala-m / S. Morales-s) The 11/02/23 Governance Committee Minutes were approved by unanimous consent.

### **5.** Public Speakers

Members of the public may address Governance Committee members on any item appearing on this posted agenda or matters impacting students.

None.

### 6. Reports

### a. Chair

Aryan, Chair, noted that this Committee meeting is the last one in the current semester. She also reminded members about the Board spot opening for the College of Arts for the next semester, encouraging those present to spread awareness of it.

### b. Director, Student Government

Rebecca Hesgard, Director of Student Government, wished members best luck in the upcoming exams. She also reminded members of the scholarship review process, encouraging them to complete the reviews as soon as possible. For any questions, she suggested reaching out to S. Collins and E. Perret-Martinez.

### 7. Unfinished Business

a. None

#### 8. New Business

a. Action: Resolution to Appoint the Director for the College of Education The Committee will interview Brian Walkley to serve as the Director for the College of Education effective immediately through May 31, 2024.

GOV 006 23/24 (S. Morales-m / Ayala-s) A motion was made and seconded to approve the Resolution to Appoint the Director for the College of Education.

Aryan yielded the floor to Brian Walkley. He introduced himself and shared summary of his experience regarding to the considered role.

- \* In his fifth year at CSUF, Walkley holds a bachelor's degree in arts, earned in May 2023, and is currently pursuing an MS in Higher Education.
- \* Valuing his network at CSUF, including peers, staff, and faculty, Walkley chose to continue his studies here to actively engage in student life.
- \* With experience at CSUF from 2020 to the present in various roles, including CSUF Outreach, Recruitment, Titan Orientation Programs, CSUF Housing and Residential Engagement, and CSUF Diversity, Inclusion, and Equity Programs, Walkley is well-acquainted with the local community and aims for ongoing skill development.
- \* Aspiring to be the Director for the College of Education, Walkley commits to advancing diversity, inclusion, and social justice awareness on campus. He plans to connect students with faculty and staff to ensure their voices are heard, and they have access to necessary resources and support.

Aryan opened the floor to questions.

Ramirez-Rivera inquired about specific improvements Walkley could suggest within his college. Walkley expressed his intent to raise awareness of the College of Education's resources among students. Rubio supported that asking about Walkley's collaborations within his department. Walkley replied that he will focus on publicizing resources and his College's program information.

Furtado sought Walkley's vision for collaborating with other graduate student Committee members and enhancing the overall experience for graduate students on campus. Walkley proposed making resources more accessible for working and remote graduate students.

Ayala asked about Walkley's involvement in student organizations in a leadership role. Walkley acknowledged not being part of any student club but highlighted leadership roles as an RA and Titan Orientation program administrator.

Zavalkov inquired about external roles that might conflict with the new position's schedule. Walkley confirmed having no external work commitments.

Furtado questioned Walkley about DEI initiatives he could bring to the table. Walkley cited HRDI's "Amplified" initiative (DEI podcast series) and emphasized a broader focus on spreading awareness of DEI.

Aryan asked for clarification on Walkley's availability for Tuesday and Thursday Board and Committee meetings. Walkley affirmed his availability, noting that his current supervisor is aware of this commitment.

Aryan opened the floor to points of discussion.

Zavalkov acknowledged Walkley as an excellent candidate and wondered why he hadn't applied earlier.

Rubio observed that the candidate seemed a little worried.

Aryan informed members that Walkley had been in touch with her for about two months, commending his efforts to adjust his schedule for Board meetings. She described him as dedicated and involved in student life.

Rubio informed members that he had worked with Walkley on campus, confirming his dedication and constant engagement.

Zavalkov sought clarification on combining the considered position with Walkley's current role as a graduate assistant. Furtado assured there was no issue with that.

GOV 006 23/24 Roll Call Vote: 4-0-1. The motion to appoint Brian Walkley to serve as the Director for the College of Education effective immediately through May 31, 2024 was adopted.

### 9. Announcements/Member's Privilege

Ramirez-Rivera invited members to participate in the Las Posadas event held by Mesa Cooperativa on November 29 from 4 pm to 7 pm. The event will take place in front of the HSS building.

Ayala announced the same-day sports event from 4 pm to 8 pm.

Zavalkov drew the members' attention that it is necessary to enter the scholarship review portal using ASI credentials, not CSUF credentials in order to avoid technical issues.

Furtado welcomed Walkley and congratulated him on his new appointment. He also announced the CFA on December 4 from 6 pm to 7 pm.

Aryan wished members happy fall break and announced the virtual one-on-one meetings until the end of the current semester.

Hesgard encouraged members to update their calendars after knowing the class schedule for the next semester.

10.	Adjournment				
	Aryan, Chair, adjourned the meeting at 3:03 pm.				
	Aida Aryan, Chair				
	Erika Perret-Martinez, Recording Secretary				

Governance Committee meeting minutes for 11/16/2023 reviewed and approved by the ASI Board of Directors, 1/23/2024.

Gavin Ong (Jal 30, 2024 13:28 PST)

Gavin Ong, Board Secretary

Crika Perret-Martinez

Erika Perret-Martinez, Recording Secretary

### Roll Call 2023-2024

### 11/16/2023 GOVERNANCE Committee Roll Call

11/10/2023 GOVERN/AVEE COMMITTEE NOW COM						
Attendance	Board Member					
			Present	Absent		
CHAIR/VICE CHAIR/ HHD	ARYAN	AIDA	1			
ECS	AYALA	JONATHAN	1			
NSM	FURTADO	NIC	1			
CBE	MORALES	SUZETTE	1			
HHD	RAMIREZ-RIVERA	ANDREA	1			
			Present	Absent		
			5	0		

Attendance	Liaisons			
			Present	Absent
DIR STU GOVT	HESGARD	REBECCA	1	
CHAIR DESIGNEE	RUBIO	BRIAN	1	
ASI PRESIDENT DESIGNEE	ZAVALKOV	MARK	1	
			Present	Absent
			3	0

<sup>\*</sup>Recording Secretary: Erika Perret-Martinez

### QUORUM 4

Roll Call Votes			005. Res Appoint Director EDU		
ECS	AYALA	JONATHAN	1		
NSM	FURTADO	NIC	1		
CBE	MORALES	SUZETTE	1		
HHD	RAMIREZ-RIVERA	ANDREA			1
CHAIR/VICE CHAIR/HHD	ARYAN	AIDA	1		
			Yes	No	Abstain
			4	0	1

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Final Audit Report 2024-01-30

Created: 2024-01-29

By: Susan Collins (sucollins@fullerton.edu)

Status: Signed

Transaction ID: CBJCHBCAABAAyu2PidaEpR88KFD7PCfuw9e9KX17Wlau

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Signer asboardsecretary@fullerton.edu entered name at signing as Gavin Ong

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Agreement completed.
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### ASI Board of Directors Vacancy Application 2023-24



#0

This application is for vacant seats on the Associated Students, CSUF, Incorporated Board of Directors.

### Available Seat(s):

- 2 Director seat(s) Representing the College of Education

(Term for 2023-2024 School Year --- from June 1, 2023 through May 31, 2024)

PLEASE NOTE: Interviews are schedule during a meeting of the ASI Governance Committee, which meets on Thursdays at 2:30pm. Applicants will be contacted after submitting the application and having eligibility verified to confirm an interview.

### Eligibility:

- 1. Applicant must meet the eligibility and qualification requirements as stated in the bylaws:
- -The following students are eligible for appointment
- a. students declared in the academic college in which the vacancy exists
- b. undeclared students
- c. students with multiple majors as long as one of the majors is in the academic college where the vacancy exists
- d. students with multiple minors as long as one of the minors is in the academic college where the vacancy exists
- -Undergraduate student officers must earn six (6) semester units of credit per term while holding office. Graduate student officers must earn three (3) semester units of credit per term while holding office.
- -Undergraduate student officers are allowed to earn a maximum of 150 semester units or 125 percent of the units required for a specific baccalaureate degree objective, whichever is greater. Graduate student officers are allowed to earn a maximum of 50 semester units. Students holding over that number of units will no longer be eligible for office.
- -Undergraduate student candidates must maintain at least six (6) semester units per term while running for office. Graduate student candidates must maintain at least three (3) semester units per term while running for office.
- -Undergraduate student candidates for office must have been enrolled at CSU Fullerton for one semester preceding the election earning a total of at least six (6) semester units during that semester. New graduate students who received a bachelor's degree or credential within the past three (3) years from CSUF must have earned a total of twelve (12) units during his or her last year as an undergraduate to be eligible. Graduate student candidates for office must have earned at least six (6) semester units per term of continuous attendance as a new graduate student to be eligible.
- -All student candidates for, or current student officers serving in, an elected or appointed position within ASI must be in good standing, must not be on probation, must have earned a CSU Fullerton semester grade point average of 2.0 and a CSU Fullerton cumulative grade point average of 2.5 for all classes at CSU Fullerton during the semester prior to their candidacy, and must maintain these standards.
- 2. Must be able to attend weekly Board of Directors meetings during semesters (Tuesdays 1:15pm-3:45pm)

- 3. May be required to attend weekly ASI Committee meetings (Thursdays 1:15pm-3:45pm)
- 4. May be required to attend other group, council, and/or commission meetings, as assigned (TBD for 2023-2024 school year)
- 5. Must be able to attend college Inter-Club Council meetings (TBD for 2023-2024 school year)

General Responsibilities:

- 1. Act as a liaison between ASI and college constituents
- 2. Communicate regularly with clubs, organizations, and the Inter-Club Council within your college
- 3. Meet regularly with college Assistant Dean for Student Affairs
- 4. Make appropriate decisions on issues affecting CSUF students and the corporation of Associated Students

Successful applicant will be awarded a Student Leadership Scholarship.

CREATED IP ADDRESS



PUBLIC



\* CERTIFICATION OF ACADEMIC PROGRESS REQUIRED FOR APPLICATIONS Applicants for office in the Associated Students, CSUF, Inc. must meet academic and university requirements to be to hold office. The form below is intended to present the majority of these requirements and to expedite the procedure whereby your application and continuing eligibility can be verified. For a complete statement of qualifications, please see Article X of the ASI Bylaws. REQUIREMENTS OF APPLICANT: All applicants must have been enrolled at CSUF for at least one semester, must be in good standing with the university, must not be on probation, and must have earned a CSUF semester grade point average of 2.0 in the past semester and have a CSUF cumulative grade point average of 2.5 for all classes at CSUF. In addition, all Board of Directors candidates must be enrolled in the college for which they are running or meet any special qualifications, as stated in the ASI Bylaws. ACADEMIC REQUIREMENTS WHILE HOLDING OFFICE: Undergraduate Student: Minimum GPA per semester required: 2.0 Minimum CSUF cumulative GPA required: 2.5 Current units enrolled in: 6 or more Graduate Student: Minimum GPA per semester required: 2.0 Minimum CSUF cumulative GPA required: 2.5 Current units enrolled in: 3 or more (The maximum units allowed while in office are 150 semester units, or 125 percent of the units required for a specific baccalaureate degree objective, whichever is greater. Graduate student officers are allowed to earn a maximum of 50 semester units.) I certify that I am an eligible applicant based on the academic requirements listed above and that I will complete the required 6 units of credit for undergraduate student applicants or the required 3 units of credit for graduate student applicants while running for office. I also certify that I fully understand the academic progress regulations and that I will be disqualified from office upon failing to meet these requirements.

I hereby acknowledge that I have read, understand, and agree to the preceding statements.

\* POSITION RESPONSIBILITIES AND COMMITMENT Applicants must understand and agree to uphold the following responsibilities and commitments: CERTIFICATION OF AGREEMENT: I agree, if appointed to serve as a Board of Directors Member, to be available during the Fall and Spring semesters on Tuesdays and Thursdays between 1:00 PM and 4:00 PM in order to attend ASI Board of Directors meetings and committee meetings. I agree, if elected, to be available for mandatory Training/Planning/Retreat programs tentatively scheduled for: - April 14, 10am-12pm, Position Orientation - May 31, Installation Ceremony - June 1, 8am-5pm, First Board Meeting and Onboarding -June 1, 9am-3pm, Leadership Training Session (President, Vice President, BOD Chair, BOD Treasurer, BOD Secretary, BOD Vice Chair) - June 5 and 6, Student Government Retreat, Overnight Offsite - June 7 and 8, 8am-5pm each day, Student Government Training - June 9, 8am-5pm, Leadership Onboarding (President, Vice President, Chief Officers) BOD Chair, BOD Treasurer, BOD Secretary, BOD Vice Chair) Summer Training Workshops (TBD for virtual modality) Friday June 16 - 9am-noon Friday June 30 -9am-noon Friday July 14 - 9am-noon Friday July 28 - 9am-noon - August 8, 9 and 11, 9am-5pm each day, August Student Government Training - August 18, 8am-1pm, Student Resource Day - January 10 and 11, 9am-4pm each day, January Student Government Training \*dates may adjust with advance notice as program and academic calendar is finalized I agree, if elected to serve as a member of the ASI Board of Directors, to incorporate the following responsibilities into my role, per ASI Policy Concerning Board of Directors Operations: 1. Board members are required to attend (prepared and on time) for the entire duration of all meetings of the Board of Directors which take place every Tuesday from 1:15 - 3:45 P.M. 2. Board members are required to sit on an Associated Students, Inc. standing committee and be a liaison to at least one of the following: the Association for Inter Cultural Awareness (AICA), Community Service Inter-club Council (CSICC), Sports Club Inter-club Council (SCICC), Mesa Cooperativa, the Black Student Union (BSU), the Resident Student Association (RSA), the Inter Fraternity Council (IFC), the National Pan-Hellenic Council (NPHC), PanHellenic Council (PHC), and the Multicultural Greek Council (MGC). 3. Directors of the Board are required to attend their college's Inter-club council meetings. If scheduling conflicts arise, the director(s) shall have regular contact meetings with their Inter-club council chair, Inter-club council members, and their assistant dean. 4. Directors of the Board shall establish 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. 5. When time permits, the Board Chair may schedule ASI promotional events for the Board to carry out after the adjournment of Board Meetings. 6. Directors of the Board are required to 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. Two 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. 7. No member of the ASI Board of Directors shall serve as an officer or director of an ASI program, funding council, or board. 8. No member of the ASI Board of Directors shall be employed by the Associated Students Inc. ANY INFRACTION OF THESE ABOVE AGREEMENTS MAY RESULT IN MY IMMEDIATE REMOVAL FROM OFFICE/POSITION

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Brian Walkley

### \* Address



* Primary Phone Number
* Secondary Phone Number
* Student Email Address (@csu.fullerton.edu)
* Applicant CWID
* CSUF Major(s) (and Minor(s), if applicable)
MS in Higher Education
* Which Doord of Divertors position are you applying for 2. (Dran down)
* Which Board of Directors position are you applying for?: (Drop down)
College of Education
* Semesters Completed at CSUF
8 (undergraduate)
* Units Completed at CSUF:
120 (bachelor's degree)
* Units In Progress at CSUF (this semester)
6
* CSUF Class Level
5th Year (graduate student)
* Expected CSUF Graduation Date (MM/YY)
05/25
* What do you believe is the role of ASI on our campus and how does that role relate to this position?

As one of the most front-facing departments on campus, ASI performs many different duties and responsibilities. Among these include decision-making in oversight of the student body of 40,000+, collaboration to create plans and policies for the betterment of our campus climate and community, and the provision of opportunities across its various departments, from programming to student government, for students on campus to further develop and gain more work experience. Above all, I would best describe ASI's guiding philosophy as "for students by students." As a primarily student-driven department, ASI is tasked with both connecting and supporting one of the largest student bodies in the entire CSU system, with the Board of Directors playing an integral part in this. As liaisons between CSUF's student government and each of the eight academic colleges, students who serve on the Board of Directors become voices of advocacy for their peers within their college, and simultaneously represent the larger CSUF community.

\* Tell us about any relevant past involvement or work experience that you have and how it will help you as a Director for your college.

Over my four and a half years at CSUF, the several on-campus positions I have held have not only rewarded me with a significant personal and professional network, but a tremendous understanding of the CSUF community from both a student and staff perspective. Much of my work has been grounded in community engagement, interaction, and outreach. For example, having previously served as a campus Orientation Leader and currently serving as a Resident Advisor for my second year, I am among the first faces many current students and their families have seen upon coming to CSUF. The first impressions I make on these students set the tone for their educational journey, many of whom have subsequently expressed gratitude to me for "setting them up" for their time here due to my dedication to getting to know them holistically as people rather than simply as students. Each of my various roles have been marked with adaptability and flexibility, especially with the unpredictability of on-duty nights as a Resident Advisor, which has translated into my daily life as well. Lastly, having been an Orientation Leader for three years, giving tours of campus, creating community, and fostering a welcoming experience for new students to the university, I have tremendous pride in not only studying, but living and working at CSUF over the past four and a half years, and I will carry this fervor with me each day as I serve students and the CSUF community on the Board.

\* Why are you applying to the ASI Board of Directors? What do you hope to accomplish and/or get out of the experience?

When I first moved to Fullerton from San Diego in August 2019, I had never envisioned myself becoming as involved on campus as I have grown to become. Even with my growing involvement in recent years, ASI was an on-campus sector I hardly pictured myself in. Having had this position recommended to me by many trusted colleagues, including several ASI and Board of Directors alumni, and simultaneously seeking to expand my skill set as I prepare for my career in student affairs, the opportunity to be involved in ASI has quickly become a challenge I am eager to take on. Much of the reason why I decided to stay at CSUF for graduate school ultimately relied on the connections I had built to the CSUF community, and I wanted to maintain my on-campus involvement even with the increasing workload of my master's program. Being able to serve the College of Education and the larger CSUF community within this role, and continuing to have that on-campus impact I have sought to maintain throughout my master's program, makes the Board of Directors an attractive and ideal opportunity for me to pursue.

\* Please state any other information that you believe should be considered in this application.

If elected, I would not take my opportunity to sit on the Board of Directors lightly. I have always carried every responsibility and role in my life with the utmost passion and pride, and I would hold this mindset with me as I serve both the College of Education and the greater CSUF community.

\* Resume. Please upload your resume in PDF format.

\* Associated Students, CSUF, Inc. California State University, Fullerton Voluntary Authorization for Educational Record Disclosure A. University Policy University policy prohibits the release of personally identifiable information from the educational records of students without their prior written authorization. Exceptions to this policy include: a) release of such information to a specified list of officials with legitimate educational interest in the record, b) the release of such information in response to a court order, health or safety emergency, or approved research project, or c) the release of public directory information which has not been previously restricted by the student. B. Associated Students, CSUF, Inc. Authorization I authorize Associated Students, CSUF, Inc. to access my academic transcript/record to verify my eligibility for its programs and/or positions. I understand that the information accessed may include, but not be limited to, semester and/or overall/cumulative/CSUF grade point averages, unit totals, number of semesters completed, and/or conduct/disciplinary records. I understand the purpose of this disclosure is to ensure that I meet the minimum requirements established by the university and the ASI. I understand that this authorization will remain in effect as long as I remain involved with a position or program of the ASI and/or do not submit a revocation of this authorization to ASI Leader and Program Development.

I hereby acknowledge that I have read, understand, and agree to the preceding statement.

\* Digital Signature of Authorization and Certification of Application Enter Your Name

Brian Walkley

* Enter	your	<b>CWID</b>
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\* Date

### Brian Walkley (He/Him/His)

### **EDUCATION**

California State University, Fullerton (CSUF)

Master of Science, Higher Education

Bachelor of Arts, English/Cinema & Television Arts (Double Major)

Fullerton, CA
Expected May 2025
May 2023

### PROFESSIONAL EXPERIENCE

**CSUF** - Diversity, Inclusion, and Equity Programs

Graduate Assistant

Fullerton, CA

July 2023 -

### Present

- Co-lead planning of Amplified, CSUF's first common listen program highlighting issues of social justice
- Co-facilitate in-person and virtual staff, faculty, and student staff training sessions on topics related to social justice and diversity, equity, and inclusion
- Aggregate assessment, debrief, and marketing data from all in-person and virtual faculty, staff, and student staff programs via Microsoft Excel and Qualtrics

### **CSUF** - Housing and Residential Engagement

Fullerton, CA

Resident Advisor

August 2022 - Present

- Supervise a co-ed community of 45-54 first-year students in an on-campus residence hall
- Organize, promote, and plan monthly Floor Meetings to inform residents of community events and policies
- Foster engagement by hosting weekly programs, planning, promoting, and facilitating a large scale Community Builder program once each semester, and connecting students to on-campus and community events and programs
- Facilitate a safe and welcoming community for 2,200+ residents by serving as a first-responder to crisis situations (e.g. medical transports, natural disasters, etc.) in an overnight duty rotation
- Report private student matters concerning mental health and harassment under mandated Title IX protocols
- Served as one of two student representatives on an appointed five-person hiring committee for Housing and Residential Engagement's first Assistant Director of Social Justice Initiatives

### CSUF - Housing and Residential Engagement

Fullerton, CA

Office Assistant

January 2022 - May 2023

- Streamlined day-to-day assistance of an on-campus community of 2,200 students across two offices by managing phone inquiries, tracking equipment rentals, responding to resident lock-outs, and sorting resident mail
- Addressed daily resident issues such as account-related inquiries and crisis situations with concern to resident confidentiality measures under FERPA (Family Educational Rights and Privacy Act)
- Demonstrated proficiency in community knowledge by providing accurate information to visitors and facilitating tours for families of prospective residents

### CSUF - Outreach, Recruitment, and Titan Orientation Programs

Fullerton, CA

Orientation Leader

January - August 2020 | March - August 2021 | March -

### July 2022

- Conducted campus tours and summer orientation sessions four times weekly for thousands of incoming freshmen, transfer, and international CSUF students and families
- Led small-group icebreakers for groups of 8-10 students per session to facilitate interactions and engagement
- Advised students through online class registration processes to ensure satisfaction of graduation requirements
- Organized various virtual engagement activities amid the COVID-19 pandemic, including advisement sessions via Zoom to connect students with departmental advisors

### ADDITIONAL EXPERIENCE

**CSUF Department of Graduate Studies** - Graduate Equity Fellowship **Boy Scouts of America** - Eagle Scout Award

June 2023 August 2019



# APPOINTMENT OF THE DIRECTOR FOR THE COLLEGE OF EDUCATION Sponsors: Aida Aryan

**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 ASI Board of Directors, sets policy for the organization, approves all funding allocations to programs and services, and advocates on behalf of student interests on committees and boards; and

**WHEREAS**, ASI's mission is to provide students and campus community members with important social, cultural, and recreational opportunities as well as a wide range of programs and services; and

**WHEREAS**, per policy, in the event of a vacancy on the Board of Directors, the Governance Committee shall recommend a Director for the appointment to a majority vote approval by the Board; and

**WHEREAS**, the Governance Committee has recommended Brian Walkley as the Director for the College of Education; therefore let it be

**RESOLVED**, ASI approves the appointment of Brian Walkley as the Director for the College of Education, effective immediately through May 31, 2024; and let it be finally

**RESOLVED**, that this Resolution be distributed to applicable ASI departments and staff.

Adopted by the Board of Directors of the Associated Students Inc., California State University, Fullerton on the fifth day of December in the year two thousand and twenty-three.

Ashely Zazueta Chair, Board of Directors

Gavin Ong Secretary, Board of Directors