



# Governance Committee Meeting Minutes

Associated Students Inc., California State University, Fullerton

3/5/2026 2:30 PMPST

@ ASI Boardroom, Titan Student Union

## Meeting Details

Meeting Called By: Mahak Ahmad

Meeting Type: Regular

Meeting Attendees: Members, Staff, Public

CSU, Fullerton students, and members of the public may submit comments regarding any item posted on this agenda, or matters of importance to the student body through the [Public Comment Form](#). Comments will be reviewed by the Board Leadership, and submissions received prior to the meeting that are applicable to the governing body will be read during the meeting.

### 1. Call to Order (Ahmad)

Chair Ahmad called the meeting to order at 2:32 p.m.

### 2. Roll Call

Members Present: Ahmad, Camarillo, Romero, Valdez

Members Absent: Quock (E)

Liaisons Present: Hesgard, Mendoza, Syed

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 end 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.

#### **Motion:**

A motion was made and seconded to excuse Member Quock due to university business.

**The absences were excused by unanimous consent.**

Motion moved by Luisa Camarillo and motion seconded by Edwin Valdez.

### 3. Approval of the Agenda

[Item 3 - gov 2026 03 05 age.pdf](#)

#### **Motion:**

**The agenda was approved by unanimous consent.**

Motion moved by Luisa Camarillo and motion seconded by Edwin Valdez.

4. Approval of Minutes

A. 02/19/2026 Governance Committee Meeting Minutes

**Motion:**

**The 02/19/2026 Governance Committee Meeting Minutes were approved by unanimous consent.**

Motion moved by Luca Romero and motion seconded by Luisa Camarillo.

5. Public Speakers

*Members of the public may address Governance Committee members on any item appearing on this posted agenda.*

There were no public speakers.

6. Reports

A. Chair (Ahmad)

Ahmad opened the meeting by welcoming members and expressing appreciation for their continued hard work and participation. She reminded the Committee that three meetings remained for the semester. She also announced that the Board had recently welcomed Keoni Guerrero as the second Engineering and Computer Science representative on the ASI Board of Directors and encouraged members to support him as he began his role.

B. Director of Student Government (Hesgard)

Chair Ahmad yielded to Rebecca Hesgard, ASI Director of Student Government. Hesgard shared several upcoming ASI updates and events. She announced that the annual Spring Carnival would take place the following day and noted that information about the Spring Concert would be released soon. She also highlighted that ASI elections would occur the following week, with voting open from March 10 at 8 a.m. to March 11 at 8 p.m., and mentioned promotional events planned on Tuffy Lawn and at the Becker Amphitheater to encourage student participation. She also shared that information would soon be distributed about a new regalia package benefit for student leaders and student employees ahead of Grad Fest. Additionally, she announced a Pop-Up Pantry scheduled for March 24 and encouraged participation in two campus surveys, including a Basic Needs Survey sent to a select group of students and the National College Health Assessment Survey sent to all students, emphasizing the importance of student responses to help improve campus services and wellness initiatives.

7. Time Certain

*None*

8. Unfinished Business

*None*

9. New Business

A. Discussion: Resolution to Approve Policy Concerning Conflict of Interest and Ethics (Ahmad)

*The Committee will discuss ASI Policy Concerning Conflict of Interest and Ethics.*

Chair Ahmad yielded to Andrea Okoh, ASI Assistant Director of Corporate Affairs.

Okoh provided an update on upcoming policy reviews, noting that several policies would be brought to the Governance Committee this semester due to internal controls audit updates and organizational changes. She explained that policies such as Board of Directors Operations, Executive Officer Operations, Executive Senate, Performance Management, and Corporate Management would be reviewed in the coming weeks. She also introduced the updated Conflict of Interest and Ethics Policy, explaining that the change primarily consolidated similar language from multiple existing policies into a single, standalone policy for clarity and compliance. She stated that the policy establishes ethical standards for the Board of Directors, Executive Officers, and staff, outlines expectations for avoiding conflicts of interest and maintaining fair dealing, and ensures compliance with nonprofit regulations, CSU requirements, and internal audits. She added that Board members, executive officers, and employees are required to sign conflict of interest acknowledgments, with records maintained by the appropriate departments.

Chair Ahmad opened the floor to questions.

- Camarillo asked how the Conflict of Interest policy would apply to part-time staff, noting that the certification requirement appeared to apply only to full-time employees.

Okoh explained that conflict of interest requirements are tied to financial decision-making authority. She stated that part-time and student employees typically do not have the authority to make organizational financial decisions, so they are not required to sign the certification. However, they are still provided with the policy when they are hired so they are aware of the standards.

Chair Ahmad opened the floor to discussion.


There were no points of discussion.

## 10. Announcements & Member's Privilege

None

## 11. Adjournment (Ahmad)

Chair Ahmad adjourned the meeting at 2:49 pm.



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2026-03-19 22:54 UTC

Governance Committee Chair



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Erika Perret-Martinez  
2026-03-24 18:46 UTC

Recording Secretary

# Roll Call 2025-2026

03/05/2026 Governance Committee Roll Call

| Attendance |           |       | Board Members |        |
|------------|-----------|-------|---------------|--------|
|            |           |       | Present       | Absent |
| CHAIR/EDU  | AHMAD     | MAHAK | 1             |        |
| HHD        | CAMARILLO | LUISA | 1             |        |
| CBE        | QUOCK     | SHAY  |               | 1      |
| COMM       | ROMERO    | LUCA  | 1             |        |
| HSS        | VALDEZ    | EDWIN | 1             |        |
|            |           |       | Present       | Absent |
|            |           |       | 4             | 1      |

Excused

| Attendance    | Liaisons |          |         |        |
|---------------|----------|----------|---------|--------|
|               |          |          | Present | Absent |
| COR. STU GOV. | HESGARD  | REBECCA  | 1       |        |
| ASI PRES. *   | SYED     | HANEEFAH | 1       |        |
| ASI CHAIR *   | MORALES  | JOE      |         | 1      |
|               |          |          | Present | Absent |
|               |          |          | 2       | 1      |

\*Recording Secretary: Erika Perret-Martinez

Pres Designee: Juan Salguero

Chair Designee: Cesar Mendoza

|               |          |
|---------------|----------|
| <b>QUORUM</b> | <b>4</b> |
| Majority      | 3        |



# **Policy Concerning Conflict of Interest and Ethics**

# Policy Review Schedule Update:

| <b>SPRING 2026:</b>                               | <b>Approved</b> | <b>Last Rev</b> | <b>Next Rev</b> | <b>Department</b> | <b>Committee Assign</b> |
|---|-----------------|-----------------|-----------------|-------------------|-------------------------|
| ASI Elections                                     | 02/12/19        | 12/03/24        | F 2025          | SG                | Governance              |
| ASI Conflict of Interest                          | <b>NEW</b>      |                 | SP 2026         | CA                | Governance              |
| ASI Information Technology                        | <b>NEW</b>      |                 | SP 2026         | IT                | Governance              |
| Board of Directors Operations                     | 09/05/17        | 06/01/24        | SP 2026         | SG - CA           | Governance              |
| Executive Officers Operations                     | 03/19/19        | 05/02/23        | SP 2026         | SG                | Governance              |
| ASI Programming                                   | 02/11/20        | 05/03/22        | SP 2026         | SPE               | Governance              |
| Funding Provided to Students & Student Organizati | 11/17/20        | 05/02/23        | SP 2026         | SG                | Finance                 |
| Executive Senate???                               |                 |                 |                 | SG                | Governance              |
| Performance Management                            | 10/17/17        | 12/03/19        | SP 2026         | HR                | Governance              |
| Corporate Procurement??                           |                 |                 | SP 2026         | FS                | Finance                 |
| Asset Management                                  | 05/08/18        | 04/20/21        | SP 2026         | FS                | Finance                 |
| Corporate Management                              | 09/12/17        |                 | SP 2026         | CA                | Governance              |

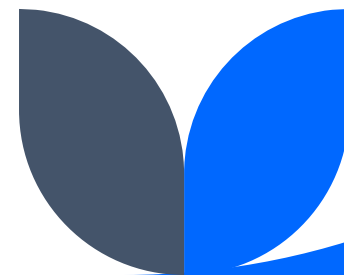


# Purpose

The ASI Policy Concerning Conflict of Interest and Ethics ensures that Associated Students Inc., CSUF (ASI) operates with integrity as a 501c(3) by ensuring that student leaders and staff maintain the highest ethical standards.

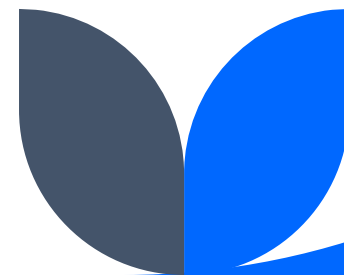
## ***Main Points:***

***Unified policy, Standards for the Board of Directors, Executive Officers, and ASI Staff***



# Policy Overview

- Standards
  - Board of Directors, Executive Officers, and Employees
- Non-Conflict of Interest and Ethics
- Laws and Regulations
- Fair Dealing
- Compliance
- Documentation



# Proposed Policy Details

1. This policy takes language from the Board Operations, Executive Officer Operations, and Employee Conduct policy to create one uniform policy for the organization.
2. Compliance with California Educational Code, California Code of Regulations, Internal Controls Audit, CSU Auxiliary Organization policy, and IRS 501c(3) guidelines.
3. No change to the current language.



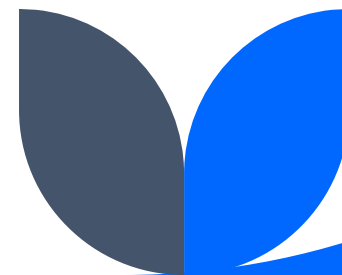
# Proposed Policy Details

## Non-Conflict of Interest Statement

- Signed by Board of Director members and Executive Officers at the start of their term.
- Signed by FT employees at hire and then annually during tenure.

## Ethics

- Ethical Conduct guidelines
- Compliance with Laws and Regulations that govern ASI operations.
- Avoiding Conflict of Interest
- Fair Dealing



# Proposed Policy Details

## Compliance and Documentation

- Outlines the compliance guidelines that ASI follows as an organization.
- Record Retention information



# Questions

# POLICY CONCERNING CONFLICT OF INTEREST AND ETHICS

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## PURPOSE

This policy is established to ensure that the Associated Students Inc. (ASI) operates with absolute integrity as a 501(c)(3) nonprofit public benefit corporation and an auxiliary of the California State University (CSU) system. It integrates the mandates of the Gloria Romero Open Meetings Act, the California Education and Corporations Codes, the Nonprofit Integrity Act of 2004, and CSU Executive Order 1059 to ensure that student leaders and staff maintain the highest ethical standards.

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## WHO SHOULD KNOW THIS POLICY

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- |   |  |
|---|--|
| <input checked="" type="checkbox"/> Budget Area Administrators  | <input checked="" 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 Officials | <input type="checkbox"/> Students              |

# DEFINITIONS

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

| Terms                           | Definitions  |
|---------------------------------|--|
| <b>Conflict of Interest</b>     | Participating in or making decisions where a person's private or economic interests could reasonably be affected in a material way or impacted differently than other persons with the same association to the organization.                               |
| <b>Director</b>                 | As defined in Corporations Code Section 5047, "director" means a person who is a member of the governing board of the corporation. It does not include persons who possess the title of director but do not have the right to vote on the governing board. |
| <b>Employee</b>                 | A person hired by ASI for a wage of fixed payment in exchange for personnel services who does not provide the services as part of an independent business.   |
| <b>Executive Officer</b>        | The President, Vice President, Secretary, or Treasurer of the corporation, or other individuals serving in like capacities who assist in establishing corporate policy.  |
| <b>Financial Interests</b>      | A direct or indirect material financial gain resulting from a contract or transaction.   |
| <b>Member</b>                   | Collectively refers to all officers, directors, employees, and volunteers of ASI in the performance of their duties or when perceived as representing ASI.   |
| <b>Nonpublic Information</b>    | Any information received by reason of membership or employment is not a matter of public record.   |
| <b>Self-Dealing Transaction</b> | A transaction to which the ASI is a party and in which one or more of its directors has a material financial interest.   |
| <b>Statement of Compliance</b>  | An annual signed affirmation that a member has read the policy, understands the legal provisions of the Education Code, and has disclosed all potential conflicts.   |

# STANDARDS

## 1. STANDARD FOR THE BOARD OF DIRECTORS, EXECUTIVE OFFICERS, AND EMPLOYEES

The Board of Directors is the primary governing body of ASI and holds ultimate fiduciary responsibility for the organization. Executive Officers are responsible for implementing Board policy and managing day-to-day operations. They are subject to specific role-based restrictions and public disclosure mandates. ASI expects all employees to adhere to professional conduct guidelines that protect the safety, security, and interests of the organization and the university community.

### *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 and Executive Officers 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, 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 by the ASI Corporate Affairs department.

All Full-Time ASI Employees are required to submit a certification of non-conflict as outlined below:

This policy applies to all officers, directors, employees and volunteers of the ASI (collectively referred to herein as "members" or "member") who engage in any procurement activity involving funds of the Associated Students, CSUF, Inc. 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, of more than token value, from vendors, suppliers, and customers.

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

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

This Non-Conflict of Interest Statement shall be submitted at the time of employment and then again annually at the beginning of every fiscal year. Statements shall be retained by the ASI Human Resources department.

*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.

**Conflict of Interest**

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

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

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

**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.

**2. COMPLIANCE AND DOCUMENTATION**

*a. Annual Certifications*

All Board members and Executive Officers must submit the following signed statement upon assuming official duties and annually thereafter by July 1:

"I have read California Education Code Sections 5230, 5233, 89906, 89907, 89908 and 89909, and I am not involved financially, through employment or family connections, with any business, firm, vendor, and/or service bureau doing business with this corporation. Should I find in some future contractual matter before the Board of 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."

All ASI Employees will receive a copy of this policy and indicate with his/her signature that he/she has read and understood the policy on an annual basis. The signed statement will be kept on file in the ASI Human Resources Office.

*b. Record Retention*

All signed Statement of Compliance forms, conflict-of-interest agreements, and ethics disclosures shall be retained in the ASI Student Government Office (for Board Members and Executive Officers) and ASI Human Resources (for ASI Employees) for a minimum of seven (7) years.

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**DATE APPROVED:**

**DATE REVISED:**