

# POLICY CONCERNING BOARD OF DIRECTORS OPERATIONS

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## 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**

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| <ul style="list-style-type: none"> <li><input type="checkbox"/> Budget Area Administrators</li> <li><input checked="" type="checkbox"/> Management Personnel</li> <li><input checked="" type="checkbox"/> Supervisors</li> <li><input checked="" type="checkbox"/> Elected/Appointed Officers</li> </ul> | <ul style="list-style-type: none"> <li><input type="checkbox"/> Volunteers</li> <li><input type="checkbox"/> Grant Recipients</li> <li><input checked="" type="checkbox"/> Staff</li> <li><input checked="" type="checkbox"/> Students</li> </ul> |
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## **DEFINITIONS**

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

<b>Terms</b>	<b>Definitions</b>
<b>Fraud</b>	The intentional use of deceit, a trick or some dishonest means to deprive another of their money, property or legal right
<b>Defalcation</b>	The withholding or misappropriating funds held for another or failing to make a proper accounting
<b>Corruption</b>	The offering, giving, soliciting, or accepting of an inducement or reward that may improperly influence the action of a person or entity.
<b>Misappropriation</b>	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.
<b>Forgery</b>	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

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## 1. BOARD CONDUCT

All members of the Board of Directors are required to adhere to the standards of conduct outlined in the ASI Policy Concerning Conflict of Interest and Ethics. This comprehensive policy incorporates previous board-specific mandates, including the mandatory Certification of Non-Conflict of Interest (as required by California Education Code), strict adherence to anti-discrimination and confidentiality protocols, and the commitment to fair dealing and professional respect in all ASI-related interactions. Detailed procedures regarding recusal, gift limitations, and public disclosures are maintained within that policy to ensure organizational integrity and legal compliance.

### *a. 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 ASI Associate Vice President and Executive Director. The ASI Associate Vice President and Executive Director will inform the ASI Board of Directors and the CSUF Director of Audit Services and Coordination 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 ASI Associate Vice President and 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 ASI Associate Vice President and 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 ASI Associate Vice President and Executive Director (or CSU Fullerton Risk Manager, in the case of suspected fraudulent activity by the ASI Associate Vice President and 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 ASI Associate Vice President and Executive Director will file their report with the CSU Fullerton Director of Audit Services and Coordination 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 Associate Vice President and Executive Director, and the CSU Fullerton Director of Audit Services and Coordination.

### **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.

#### ***b. 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 ASI Associate Vice President and Executive Director upon receipt. The ASI Associate Vice President and 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 ASI Associate Vice President and Executive Director who has the responsibility to investigate all reported violations of policies.

### **Handling of Reported Violations**

The ASI Associate Vice President and 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 ASI Associate Vice President and Executive Director will notify the Chair of the Audit Committee, Chair of the Board of Directors, and the CSU Fullerton Director of Audit Services and Coordination in writing within twelve hours of receipt and work with the ASI Audit Committee until such matter is resolved. All concerns involving the ASI Associate Vice President and Executive Director shall be directly reported to the CSU 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.

#### ***c. 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. TERM OF OFFICE**

Directors shall serve a one-year term, following the general election, which shall commence June 1 and end the following May 31. Directors elected to fill a vacancy shall serve the remainder of the original term.

### **Resignation of a Director**

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

## **3. 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 Cal State 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.
- Meet with their respective college Deans a minimum of two times per semester.
- Meet with the ASI Associate Vice President and Executive Director and ASI Associate Executive Director at least once per semester
- Submit goals to the ASI Board of Directors Chair and the ASI Associate Vice President and 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

- Attend (prepared and on time) for the entire duration of all meetings of the Board of Directors which take place Tuesdays from 1:15 – approximately 3:45 P.M.
  - Board members are allowed two excused absences per semester.
- Serve on an ASI standing committee and be a liaison to at least one Executive Senate Council
  
- 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.
- Establish and maintain weekly office hours, at least one hour a week and by appointment.
  - These hours shall be posted on the ASI website and in a designated location within their respective colleges as determined by their Dean .
- Report to the Board on issues and concerns from their college.
  - Two college reports will be scheduled during regular Board of Directors meetings beginning the second week of the fall semester. The reports will be given in alphabetical order, with respect to the college's names. Reports will alternate and will be adjusted to reduce redundant reports from the ICC or College Dean presentations.
- Responsible for grading ASI scholarship applications during both fall and spring semesters.
- Attending mandatory leadership training dates and meetings throughout the duration of their term.
- Human Resources Oversight including:
  - ASI Associate Vice President and Executive Director hiring, performance management, and compensation
  - Chief Financial Officer compensation
  - ASI employee compensation review (annual compensation review)
  - ASI employee cost of living adjustments

**Each Board member shall not:**

- Serve as another elected or appointed position within ASI or as leadership (Chair or Financial Officer) on a funding or funded council.
- Be employed by 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 Inclusion and Diversity Officer.
- The Board may remove presidential appointments by a two-thirds vote.
- The Board may override with a two-thirds vote any decision of the ASI President to remove/or replace any presidential appointment.

**c. Attendance**

Attendance is 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):
  - Absence due to scheduled classes are not excused.
  - For an 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.
- 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 on the agenda.
- A member may only be counted as absent from a standing committee meeting if that member properly notified the Chair.

**d. Contracts**

The Board of Directors delegates to the ASI Associate Vice President and Executive Director (ED) the authority to execute legal contracts on behalf of the Board, provided the individual contract value does not exceed \$500,000. The ED is authorized to further delegate signature authority to specific management personnel in accordance with the ASI Policy Concerning Corporate Procurement.

## **4. COMPOSITION AND DUTIES OF COMMITTEES**

All items brought before the Board should be referred to the proper 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 committee must report each proposal or resolution, with the exception of the budget, back to the Board at the next regularly scheduled meeting, or as timely as possible. The Chair of the committee is responsible for presiding over the meetings and reporting the committee's recommendations to the Board.

**a. General Composition of Committees**

All ASI Committees must be composed of at least a majority of students. The Chairs of ASI Committees must be students. The Chair and standing liaison members will not be counted when determining if a committee is composed of at least a majority of students.

**b. Director Membership on Committees**

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

- Audit Committee
- Finance Committee
- Governance Committee
- Facilities Committee
- Personnel Committee
- Programs Assessment Committee

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

**c. 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 and one (1) member of the ASI Finance Committee. The previously stated members must be students, may not be ASI Executives, 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 Board of Directors with a majority vote.

The Audit Committee shall meet at least two times annually.

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, the Audit Committee may negotiate the compensation of the independent auditor.
- To confer with the auditor to determine on behalf of the Board of Directors that the financial affairs of ASI are in order.
- To review and determine whether or not to accept the audit.
- To ensure that any non-audit services performed by the auditing firm conform to standards of auditor independence.
- To approve the performance of 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 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. Finance Committee***

The Finance Committee shall be composed of a minimum of four directors and the Board of Directors Treasurer. The Finance Committee makes recommendations on financial matters and all policies concerning organizational finances. Finance Committee holds hearings on and refers its budget

recommendations to the Board. The Board acts on the Finance Committee's recommendations and sends the budget to the University President for approval. The Finance Committee makes recommendations on investment policy and objectives, reviews the Children's Center Investment Account status, accountability, and requests for withdrawals; and reviews and makes recommendations regarding corporate tax filings. The Treasurer will chair the Finance Committee.

The Finance Committee will meet bi-weekly on Thursdays between 1:15 PM and 3:45 PM during the academic year.

**e. Governance Committee**

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

The Governance Committee will meet bi-weekly 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 uphold board conduct standards or perform prescribed duties in effect when the term began, may be formally referred to the Governance Committee by a student, university official, Director, Officer, or the ASI Associate Vice President and Executive Director to conduct a review. Recommendations on vacancy declarations shall be sent to the Board for approval. Declaration of vacancy of a Board member or Officer shall create a vacancy to be filled in accordance with ASI policy.

Failure to maintain eligibility (academic or otherwise) or attendance requirements result in immediate and automatic declaration of vacancy. Directors may appeal only immediate declarations for attendance (not for eligibility), and must do so by the next regularly scheduled Board of Directors meeting immediately following the declaration. Appeals and requests for reinstatement must be submitted in writing. Reinstatement requires a three-fourths vote of the Board of Directors and results in reinstatement. Declarations of vacancy resulting from ineligibility based on CSU established requirements (academic and otherwise) are not appealable.

Requests for reinstatement may only be submitted after eligibility has been reestablished by the Office of the Vice President for Student Affairs. Changes, corrections, or other modifications to grades or academic records must follow standard university process and do not reestablish eligibility. Eligibility can only be reestablished at the completion of the standard university process and after a recheck and certification of eligibility by the Office of the Vice President for Student Affairs. Requests for reinstatement may only be submitted if the position has remained vacant.

**Filling Vacancies**

In the event of a vacant student position on the Board of Directors exists between the election and the end of the second week of classes of the next fall semester the first runner-up shall be offered the position. If they accept, the appointment shall be approved by the Board of Directors. If they do not accept, the position will be offered to the subsequent runner-up.

If there is not an available candidate, the Governance Committee shall recommend a Director for appointment 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 ASI Policy.

*f. Facilities Committee*

The Facilities Committee shall be composed of no more than four directors and the Board of Directors Secretary. The Facilities Committee makes recommendations concerning ASI facility operations, renovations, and improvements, including the Titan Student Union, Student Recreation Center, and Children's Center. The Facilities Committee makes recommendations concerning building operating hours, capital requests, and facility operating policy. The Secretary will chair the Facilities Committee.

The Facilities Committee will meet monthly during the academic year.

*g. Personnel Committee*

The purpose of the Personnel Committee is to provide HR oversight for the organization regarding: (1) the recruitment, compensation, and performance management of the ASI Associate Vice President and Executive Director; (2) the compensation of the Chief Financial Officer (CFO); (3) the annual classification and compensation report or annual ASI compensation review; (4) the annual cost of living adjustment for ASI employees.

The Personnel Committee shall be composed of the ASI President, ASI Vice President, and Board of Directors Chair. The ASI Associate Vice President and Executive Director and HR Director will serve as non-voting advisors to the committee. The Board of Directors Chair shall chair the Personnel Committee.

The Personnel Committee shall meet as needed, at least once during each semester of the academic year.

*h. Programs Assessment Committee*

The Programs Assessment Committee shall be composed of four directors and the Board of Directors Secretary. The Programs Assessment Committee reviews and assesses ASI programs and services and provides feedback and recommendations on program improvements. The Programs Assessment Committee makes recommendations on new program offerings. The Secretary will chair the Programs Assessment Committee.

The Programs Assessment Committee will meet monthly during the academic year.

## **5. BOARD LEADERSHIP**

*a. Chair*

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 committee 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:
  - Funded councils ; or

- Funding councils
- Appoints the required number of Directors on any ASI ad hoc committee
- Schedules 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 OfficersDirects 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
- Chair or designee will serve as representative of the Board of Directors on 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 Student Government, 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 ASI Associate Vice 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***

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 Governance Committee
- Assists the Chair of the Board of Directors
- Has the responsibility for setting guidelines for Director's College Reports
- Disseminates information about the Directors weekly activities within the committees, commissions, and/or councils that they may sit on
- Assists the Chair of the Board of Directors with enforcing ASI Bylaws and Policies
- Assists the Chair of the Board of Directors in developing a curriculum to be discussed at Board of Directors retreats, additional board development training, and other internal issues related to the Board
- Maintains regular communication with the Board of Directors Chair and the Executive Officers

#### **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 their position as Director.

In the event the Vice Chair should resign, a written notice of their resignation must be submitted to the Chair of the Board of Directors and ASI Associate Vice President and 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. 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 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 ASI Associate Vice President and Executive Director and appropriate ASI staff and maintain regular communication with the student leaders who oversee a budget within ASI
- In consultation with the ASI Associate Vice President and Executive Director and CFO, oversees the evaluation and compliance for ASI and Children's Center investment accounts.
- 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
- Maintains regular communication with the Board of Directors Chair, Executive Officers, and funded and funding councils

### **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 of the Board of Directors and ASI Associate Vice President and Executive Director.

### **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.

### ***d. 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 Facilities Committee and the Programs Assessment Committee
- Certifies all records of the Board of Directors when requested and executes documents on behalf of the Board as required for legal documents
- 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
- Maintains regular communication with the Board of Directors Chair and Executive Officers

### **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 of the Board of Directors and ASI Associate Vice President and Executive Director.

### **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.

#### **e. Interim Presiding Officer**

In the event of a simultaneous vacancy of both the President-elect and the Vice President-elect prior to the first meeting of the term, the incoming Board member with the highest percentage of votes in their election to the Board would assume the responsibility of presiding over the beginning of the Board of Directors meeting until a Chair or Vice Chair has been elected.

The elected Chair of the Board of Directors shall automatically assume the office of President on an interim basis and the Vice Chair shall automatically assume the office of Chair on an interim basis until the special election for President and Vice President can be held at the beginning of fall semester. After the election and installation of the President and Vice President, the Board Chair and Vice Chair shall revert to their original board leadership positions.

## **6. 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 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 must 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.

## **7. PUBLIC SPEAKING TIME**

The Public Speaking Time is hereby established as a forum, which enables the Board of Directors and the 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 up to 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. 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 will be held bi-weekly on Tuesdays from 1:15 PM to approximately 3:45 PM. For each semester, the Board will approve the schedule of dates and locations for regular meetings (pursuant to Education Code Section 89305.5). The Board of Directors will hold meetings during the summer, as called by the Chair.

### *a. Consent Calendar*

The consent calendar is an administrative tool for the Board of Directors 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 general consent without debate. Removed items will be considered during new business. Items for consideration on the consent calendar must be provided in advance of the meeting. The Chair determines whether an item belongs on the consent agenda.

## **9. CLOSED SESSION**

The Board or Committees may hold a closed session from which the public is excluded only if it has provided sufficient notice of such session 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 session, the Board of Directors or Committee, shall disclose on its posted agenda and in an open, public, regular meeting the item(s) to be discussed in the closed session. No other items shall be considered in the closed session. Immediately after any closed session, the Board of Directors or Committee, shall reconvene into a public regular meeting prior to adjournment and make disclosure of what actions, if any, were taken in the closed session.

## **10. SPECIAL MEETINGS**

A special meeting may be called by providing written notice at least twenty-four (24) hours prior to the meeting, pursuant to Education Code section 89306.5. 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.

## **11. TELECONFERENCE MEETINGS**

The Board or Committees may use teleconferencing (virtual meetings) for any regular, special, or emergency meeting, pursuant to Education Code section 89301.5. Notice will be given in accordance with the requirements for the type of meeting and will include platform and access information for the meeting.

## **12. 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 89306.5;

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.

## **13. MEETING CONDUCT**

The Board and all of its committees will conduct meetings in a way that ensures the efficient disposal of business appearing on the agenda and the ability for all members, presenters, and members of the public to attend, view, hear, and participate in the meeting, as appropriate and in accordance with established law, regulation, and policy.

Members, presenters, and members of the public may not take action or exhibit behaviors that impede or obstruct the ability of others to attend, view, hear, or participate in the meeting. Members, presenters, and members of the public are also prohibited from possessing items in the meeting location that could impede or obstruct this ability or cause threat of harm, including, but not limited to:

- Displays, such as posters or signs, with dimensions larger than 18 inches by 24 inches
- Displays, such as posters or signs, affixed to poles, stands, handles, etc.
- Amplified sound, such as speakers, or other noise makers
- Props, confetti, streamers, or other decorations or adornments
- Weapons or items that could be used to inflict physical harm
- Other items already prohibited under law or university or ASI policy

In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of the meeting unfeasible, and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the Chair of the meeting may recess the meeting and order the meeting room cleared and/or the teleconference temporarily suspended. Once the room is cleared, the meeting can continue in session. Only matters appearing on the agenda may be considered in that session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend the session. Other individuals not responsible for willfully disturbing the orderly conduct of the meeting may be readmitted to the session upon approval of the Chair (pursuant to Education Code section 89307.1).

The disturbance and the individuals participating therein may be reported to the appropriate university department, which may include the Dean of Students/Student Conduct office. Individuals participating in the disturbance may be subject to the university conduct process.

#### **14. SPECIAL ASI PARKING PRIVILEGES**

The Associated Students Inc. authorizes certain leadership positions Faculty/Staff parking access 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 permit 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 Inclusion and Diversity Officer (1)
- ASI Elections Director (1)

Upon resignation or removal of any of the above mentioned officers their Faculty/Staff parking access shall be revoked within one week. Any student who is then appointed or elected to fill the vacant position shall receive the Faculty/Staff parking access.

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

CSU Fullerton parking permits must be purchased from the University at the regular cost by the above-mentioned leaders.

#### **15. 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 Secretary of the Board of Directors for review to assess the impact on existing policies and Bylaws. After said review by the Secretary, proposed changes will be reviewed by the ASI Associate Vice President and 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.

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**DATE APPROVED:**

**09/05/2017**

<b>DATE REVISED:</b>	<b>05/08/2018</b>
	<b>12/04/2018</b>
	<b>03/26/2019</b>
	<b>05/07/2019</b>
	<b>04/20/2021</b>
	<b>10/18/2022</b>
	<b>05/02/2023</b>
	<b>06/01/2024</b>
	<b>04/21/2026</b>