

**UNIVERSITY STUDENT UNION, INC.
CALIFORNIA STATE UNIVERSITY, NORTHRIDGE
BOARD OF DIRECTORS
SEPTEMBER 16, 2013
MINUTES**

I. Call to Order

The regular meeting of the USU BOD was called to order at 12:32 p.m. by Chair Collin Johnson.

II. Roll Call

<u>Present</u>	<u>Absent</u>	<u>Staff</u>	<u>Guests</u>
Shelley Ruelas-Bischoff	Gavan Rathje	Jimmy Francis	Kandee Bracero
Kandee Bracero		Joe Illuminate	Vera Castaneda
Tiffany Castellanos		Kaila Lavin	Joseline Cubas
Sharon Eichten		Carol Nardini	David Haygood
Jorge Guzman		Jonathan Navarro	Leanne Vincent
Debra Hammond		Kristen Pichler	
Collin Johnson		Jack Raab	
Jaclyn Kietzman			
Diana Madueno			
David O'Neill			
Nicole Riley			
Tonee Sherrill			
Demontae Thompson (<i>left at 1:20 p.m.</i>)			
Perlita Varela			
Ivor Weiner			
Christopher Woolett			

III. Approval of Agenda

M/S/P (N. Riley/D. Madueno) Motion to approve the agenda of September 16, 2013.

Motion passed 12-1-0.

IV. Approval of Minutes

M/S/P (P. Varela/N. Riley) Motion to approve the minutes dated August 26, 2013.

Motion passed 12-1-0.

V. Open Forum

None.

VI. Chair's Report

Chair Johnson read from his report and complimented Mr. Woolett for running a flawless A.S. meeting that was attended by the CSU Chancellor. Applications are due September 25 for the ACUI Region 15 conference. Board members interested in attending should notify the person who will write a letter of recommendation well in advance to give them enough time to respond. The committee chair training went well and Johnson felt the chairs would now be more comfortable in their rolls. He said that all student board members must attend a committee's meetings on a regular basis. Directors O'Neill and Riley will attend the Facilities and Commercial Services Committee meetings; Director Castellanos will attend the Personnel Committee meetings; Director Guzman will attend the Finance Committee meetings and Director Bracero will attend the Retirement Plan Committee meetings. He also said Sophia Lopez and Michelle Fernandez, students on campus, will attend the Food Service Committee meetings. With the appointment of Kandee Bracero at today's meeting, the board will be fully seated.

VII. Vice Chair's Report

Vice Chair Varela read from her report and said that she and Directors Thompson, O'Neill and Johnson attended the A.S. meeting with the Chancellor. The Chancellor opened the floor for questions and Varela noted that he was energetic and engaged. He shared a little about his job and thanked everyone for their work at CSUN. Varela

thanked those who attended the Committee Chair and Executive Secretary training last week and to contact her if they have any questions.

VIII. Executive Director's Report

Director Hammond said the SRC collaborated with USU Marketing and hosted Poolside Palooza. 75 Students registered for the water volleyball tournament. They received a wristband and a free hamburger. Approximately 125 people attended. The first and second floor of the Sol Center had new furniture installed along with "Print Anywhere" stations in the lobby of the first floor. A few of the USU conference rooms have received new names, including the USU Internal Conference Room which is now the Moorpark Conference Room.

Director Hammond introduced Kaila Lavin, Membership Coordinator, at the SRC. Ms. Lavin introduced herself and then reviewed the SRC Metrics for the 2012 and 2013 summer terms. She pointed out that the capture rate went up 17%, and continuing student memberships were up from 2012. The alumni memberships are up 15%. An average of 5,000 people visits the SRC on Tuesdays. Director Hammond said the SRC team should be commended for doing a phenomenal job.

The old computer lab on the second floor of the Sol Center is now a study lounge. Carol Nguyen, Marketing Graphic Artist, designed a mural for the room that features silhouettes of people reading books underneath a grand tree. The piece strives to provide a sense of peace and calm for student success and everyone should stop by and see it. The former computer training lab is now a meeting room named - USU Conference Room.

Shakuntala Smith resigned her position as Coordinator, Computer Labs effective September 20. She will be moving to Minnesota. Kevin Lizarraga, our Marketing Manager, has accepted a position with University Advancement as CSUN's Director of Marketing. Kevin's last day is September 25 and Hammond invited the board to a reception the USU is having for Kevin on Thursday at 3:30 p.m. in the Flintridge conference room.

Kingson Leung, Coordinator, Special Initiatives, has been appointed as the ACUI regional conference chair for 2015. This is a tremendous vote of confidence for Kingson and very exciting.

Director Kietzman said that she is expecting and hopes to be with the board through March of 2014.

IX. A.S. Report

Mr. Woolett reported that tomorrow there is a special election for the 45th District for this region. He thanked the USU for providing a polling booth for students on campus at the SSU. The Chancellor's visit included a town hall meeting which was informative. The CSSA (California State Student Association) will hold a meeting at CSU East Bay October 11-13. He invited the board members to join the A.S. group that attends the meetings. Applications are being accepted for the *N Crowd*. To join the group, you must have at least a 2.5 GPA and be a Junior, Senior, or Graduate level in fall 2013. If anyone is interested in learning about them, please contact Mr. Woolett. The *N Crowd* went to a Dodger's game over the weekend.

X. Action Items

A. 2012-2013 Audit Report

The motion came from the Audit Committee to accept the Fiscal Year-End 2012-2013 USU Financial Audit Report prepared by NSBN LLP.

Joe Illuminate, Associate Director, Finance and Business Services, said the student union's external auditors are NSBN LLP. This is the third year NSBN LLP has audited the financial statements of the union. NSBN has issued an unmodified opinion on the USU's financial statements. An unmodified opinion is the best opinion an audit firm can issue. He then introduced David Haygood, NSBN's Senior Manager.

David Haygood addressed the board and thanked Director Hammond, Joe Illuminate and Jonathan Navarro, Accounting Manager, for all their help and support during the audit process. He said the USU has a solid and organized accounting system with good internal controls and accounting policies in place. There were no accounting adjustments or any negative findings issued for the audit. NSBN issued an unmodified opinion which means the USU's financial statements present fairly, in all material respects, the financial position of the organization as of June 30, 2013. An unmodified opinion is the best opinion that a public accounting firm can issue. David said that this is the third year that NSBN has represented the USU and could be the last year. Note: "unmodified" was formerly called "unqualified."

David discussed the challenges in meeting the requirements of the Chancellor's Office that all audit firms demonstrate proficiency in GASB (government accounting standards) related to not-for-profit organizations. This proficiency is demonstrated by having experience in auditing clients who use GASB. Since NSBN does not have GASB clients, it must explain the circumstances and provide evidence each year to the Chancellor's Office that it has sufficient knowledge of GASB in order to continue as the USU's auditor for the two years remaining on the contract.

Motion passed 13-0-0.

XI. Committee Reports

- Facilities & Commercial Services Committee – Chair Diana Madueno said her committee is coming together; they are interviewing members this week.
- Finance Committee – Chair Demontae Thompson said the committee chair and executive secretary training was great. The committee’s first meeting is scheduled for September 20 at 2:15 p.m. in the Calabasas conference room. Matador Nights was a great success and he mentioned that there was an article in the Sundial regarding it.
- Personnel Committee – Chair Johnson said that Director Rathje, Chair of the Personnel Committee, was not at today’s meeting and no report would be given.
- Retirement Committee – BOD Vice Chair Varela is the Chair of the Retirement Committee. She read from her report and said that the committee attended a meeting with two potential retirement plan providers who pitched their services. The committee is now working on further research to help them make a decision on which firm to choose and hope to make a recommendation shortly.

X. Action Items (continued)

B. Board Appointment

M/S/P (P. Varela/T. Castellanos) Motion to approve the appointment of Kandee Bracero, a student board member, whose term will end in June 2015.

Vice Chair Varela said that she and Chair Johnson held many interviews. Kandee Bracero gave a strong interview and was very knowledgeable and well-informed about the USU and all of its resources.

Ms. Bracero introduced herself to the board and said her major is in Management. She wants to give back to her CSUN community and exercise her leadership and organizational skills.

Motion passed 13-0-0.

Director Bracero joined the board at the table.

Director Thompson left at 1:20 p.m.

XIII. Discussion Items

A. Bylaws Revisions

Director Hammond addressed the board while Joseline Cubas placed a telephone call to Jaffe Dickerson, Esq., who is an attorney for the USU. The process of reviewing the Bylaws began last year. A Bylaws Committee was formed to review them. There are two sets of Bylaws in the members’ folders today. One that is delineated so the board can see the changes made which were recommendations from Mr. Dickerson, the Bylaws Committee, and Sharon Kinard, Manager of Administration and Communication. The other is a clean copy with the changes made.

Mr. Dickerson introduced himself to the board. He said that a company’s bylaws must be in compliance with its Articles of Incorporation. The Articles define who a company is, and the bylaws are the roadmap of how it conducts its affairs on a day-to-day basis. Bylaws change as an organization changes. The Bylaws were last revised several years ago.

Mr. Dickerson said the name of the corporation was changed when the Articles of Incorporation were filed with the Secretary of State. The “Inc.” was dropped from the name of the USU. The official name is “University Student Union of California State University, Northridge.”

Mr. Dickerson continued to review and summarize his changes as follows:

1. A new section was added (Article 2) to state the principal office of the Corporation.
2. The purposes and limitations of the Corporation (Article 3) were expanded to provide maximum flexibility.
3. The membership and organization provisions were updated and clarified (Article 4), most importantly to state that any action which requires approval by a majority of the members shall only require approval of the Board of Directors (“BOD”).
4. The Officers section was updated and clarified (Article 5).
5. A section was added to specify the process for the selection of the Executive Director and his or her role and responsibilities (Article 9).
6. The meetings section was updated and clarified (Article 10).
7. The removal of board directors section was updated and clarified, most importantly to specify that only student, faculty/ staff and alumni directors can be removed (not the university President, Vice President or their designees, or the Executive Director).
8. An indemnification of directors and officers section was added (Article 12).
9. The numbering of sections was changed, and a table of contents was added.

Summary of Changes (as developed by the Bylaws Committee, Shahtaj Khan, Chair, and Kara Smith, Executive Secretary, spring 2013:

Revision 1: (Appointments)

Remove Paragraph 1 in its entirety from the former Section III.C.1.b.ii. This paragraph is redundant; course of action is already defined in Article 4, Section 4.04, Subsection 1c, Item (iii).

Revision 2: (Appointments)

Remove “but is not limited to” and “Personnel Chair” from the first sentence. Add sentence “The Personnel Chair will serve on the interview committee if one of the interviewers is unable to participate.” Remove “Chair” from second sentence. Remove third sentence and replace with “The Chair/designee serves as the Chair of the interview committee and makes the recommendation on behalf of the committee to the BOD. Final approval for all appointments is made by the BOD.”

Revision 3: (Officers)

Remove “of the USU BOD” and “from within its voting student membership.”

Revision 4: (Officers)

Add “by secret ballot.” Remove “first ... following the BOD orientation” and replace with “annual.” Add the following sentences “Two tellers shall be appointed by the Executive Director to count the ballots. The tellers shall inform the current Chair of the election results, who will then present them to the BOD.”

Revision 5: (Standing Committees)

Third paragraph remove “meeting” and replace with “reservations and event.”

Revision 6: (Standing Committees)

Add “/designee” after USU BOD Chair.

Revision 7: (Meetings)

Add “standing” prior to committees.

One revision from Sharon Kinard, Manager, Administration & Communications:

Section 4.04 1.d.i. (Selection of BOD Directors)

Qualifications for Office Holders. Removed “...and in the semester prior to taking office.” All student Directors must maintain a GPA of 2.0 each semester during their term of office which is stated in Article 4, Section 4.04, and Subsection 1.d.i. The semester grades prior to taking office are not relevant as long as the candidate has a cumulative GPA of 2.0.

Chair Johnson thanked Mr. Dickerson for taking the time to talk to the board regarding the Bylaws. Director Hammond said the Bylaws will be voted on by the board at its October meeting. There must be a majority two-thirds vote of approval for the changes to be made. She thanked Shahtaj Kahn and Kara Smith, the executive secretary of the Bylaws Committee for all of their hard work.

XIV. Announcements
None

XV. Adjournment
The meeting was adjourned by Chair Johnson at 1:45 p.m.

Respectfully submitted by,

Debra L. Hammond,
Executive Director