

**UNIVERSITY STUDENT UNION, INC.
CALIFORNIA STATE UNIVERSITY, NORTHRIDGE
BOARD OF DIRECTORS
August 29, 2011
MINUTES**

I. Call to Order

The regular meeting of the USU BOD was called to order at 12:31 p.m. by Chair Lizzie Awad.

II. Roll Call

<u>Present</u>	<u>Absent</u>	<u>Staff</u>	<u>Guests</u>
Elizabeth Awad		Robert Bice	Frances Caron
Clarissa Cervantes		Kristie Godfrey	Colin Donahue
Adrian Boluarte-Chong <i>(arrived at 12:34 p.m.)</i>		Jeremy Hamlett	Katie Grayot
Sharon Eichten		Aida Johnson	Kaitlin Martin
Debra Hammond		Sharon Kinard	Collin Robinson
Vahan Khodanian		Shannon Krajewski	Ella Ruzov
Marianne Link		Sarina Loeb	Shelley Ruelas
Sabrina Lockey		Carol Nardini	Hussain Saka
Raquel Padilla		Jonathan Navarro	
Kristina Payton		Kristen Pitchler	
Chenice Rand		Grant Rockfellow	
Zachary Roof		Jason Wang	
Ryan Roope			
Tonee Sherrill			
Sally Spencer <i>(arrived at 12:32 p.m.)</i>			
Demontae Thompson			
William Watkins			

III. Approval of Agenda

M/S/P (R. Roope/R. Padilla) Motion to approve the agenda of August 29, 2011.

Motion passed 13-0-0.

Director Spencer arrived at 12:32 p.m.

IV. Approval of Minutes

M/S/P (R. Padilla/R. Roope) Motion to approve the minutes dated July 18, 2011.

Motion passed 13-0-1.

V. Open Forum

- Director Watkins welcomed the students back to CSUN and mentioned that the unveiling of the Matador Statue ceremony will take place next week. He then introduced Shelley Ruelas, the new Associate Vice President for Student Life. He thanked Director Hammond for serving as the Interim Assistant Vice President. He then said that this would be his last meeting. He has served the board for 14 years and hopes to continue to be invited to all USU BOD activities and to also continue to receive the minutes from each meeting. Shelly Ruelas will be sitting on the board in his place.
- Shelley Ruelas then introduced herself to the board and said she is looking forward to it. She came from California State University, Bakersfield and also worked at Arizona State University.

Director Boluarte-Chong arrived at 12:34 p.m.

- Robert Bice, Operations Supervisor, introduced himself and gave a quick demonstration on how to turn the microphones on. If there are ever any technical difficulties with the microphones or any of the equipment his department should be contacted for assistance.

VI. Chair's Report

Director Awad read from her report and introduced Sharon Eichten, the new University Representative. Sharon is the Director for Budget Planning and Management, Administration and Finance. Samantha Liu will be mentoring the BOD committee chairs. Samantha introduced herself and said she looks forward to meeting with the student board members. She is an alumna of CSUN and graduated with a degree in Health Education. Matafest is this Wednesday, 11:30 – 1:30 p.m. and 5:00 – 9:00 p.m. in the Plaza del Sol. Awad thanked Director Watkins for his invaluable contributions to the USU and the board of directors. He will be greatly missed.

VII. Vice Chair's Report

Director Roof read from his report and said that he also met with Samantha Liu and looks forward to working with her. Roof said he took part in a Webinar on creating a governance committee. He said there were many similarities to the Strategic Planning Committee that is an action item today. He and Director Awad interviewed the two potential student Audit Committee members and was extremely impressed with them.

VIII. Executive Director's Report

Director Hammond referred to her report saying the hours at the Satellite Student Union (SSU) have changed. The USU is collaborating with the National Center on Deafness (NCOD) to install Public Access Videophones (PAV) in the SSU only. Dr. Kyriakos Pontikis and his Family and Consumer Sciences senior interior design class will be designing sustainable interior design concepts for the Wellness Center during the fall semester.

IX. A.S. Report

Vahan Khodanian sat in for Director Flavin as the A.S. designee. A.S. has purchased season tickets for the VPAC. The Bravo Award is given to exemplary A.S. employees or student leaders as determined by President Flavin and General Manager David Crandall. Two tickets will be given out prior to each a VPAC event. The A.S. Fair is tomorrow on the book store lawn. Big Show tickets are now on sale and the artists featured are B.O.B. and Dev and the Cataracs.

X. Committee Reports

- Facilities and Commercial Services Chair Director Lockey read from her report saying she has met with Jason Wang, the Executive Secretary. They have drafted several goals, including research to find a prayer room for students. The committee will also consider whether the Marketing Department should stay in the recently vacated Multi-Faith Center space. She has also been conducting interviews for potential committee members.
- Finance Committee Chair Director Cervantes said she has spoken to Joe Illuminate, the Executive Secretary, and is interviewing potential committee members.
- Personnel Committee Chair Director Payton said she has met with Debra Hammond, the Executive Secretary, to discuss goals and meeting dates.

XI. Action Items

A. Audit Committee – Board Approval of Student Members

M/S/P (Z. Roof/R. Roope) motion to approve Collin Robinson and Hussain Saka as student members of the Audit Committee.

Director Roof said that he and Director Awad interviewed both candidates and found them to be inquisitive and impressive. Hussain Saka works for the USU in the Business Services Department and is an accounting major. Collin Robinson is majoring in economics. Hussain introduced himself to the board and thanked them for the opportunity to be a part of the Audit Committee.

Motion passed 15-0-0.

K. DBMER Request – Plaza del Sol Performance Hall Chairs (Time Certain – 1:00 p.m.)

M/S/P (D. Hammond/A. Boluarte-Chong) Motion to approve the allocation of \$375,000 from the DBMER account for the replacement of the Performance Hall (PH) and USU Theatres chairs.

Director Hammond reported that funds would be allocated from our DBMER (Dormitory, Building, Maintenance, Equipment, Repair and Replacement Fund) which pays for all major renovations of existing fixtures and systems in the USU. The current balance available to spend is \$2,376,304.98. Please note that does not include the \$1 million transfer approved by the USU BOD during the annual budget process. Those funds are scheduled to be transferred in the spring semester.

The chairs in the PH are 17 years old while the chairs in the USU Theatre have not been replaced in over 20 years. The useful life of most chairs is 5-10 years with regular use. The PH is being renovated to bring

uniformity to all facilities that are being operated under the auspices of the Valley Performing Arts Center. Our operating agreement with the College of Arts, Media and Communication/CSUN stipulates that the USU would share in the responsibility of funding major renovations to the PH. As noted in the PowerPoint presentation, the USU is being asked to commit \$250,000 while the VPAC will be funding \$750,000. Since the chairs in the USU are extremely worn, it seems prudent to replace all theatre seating at the same time, with the same style of seating. The work for the project would be scheduled so that it does not impact the opening of the Student Recreation Center.

Colin Donahue, Associate Vice President, Facilities Development and Operations, addressed the board and began his PowerPoint presentation. Discussion included that the chairs would be a grey-champagne color and that it would be less expensive to order the USU theatre chairs at the same time. Classes are no longer held in the PH.

Motion passed 15-0-0.

B. Retirement Plan Committee Code

M/S/P (C. Cervantes/K. Payton) motion to approve the Retirement Plan Committee Code.

Discussion included concern that the paragraph stating that the GPA of USU BOD Committee Chairs is only 2.0. Concern was expressed and a board member felt the GPA was too low; the requirement should be at least a 2.5 GPA. Director Hammond said that it is a minimum requirement of the California State University organization. It is also in this board's Bylaws. Further discussion included that the focus should be on inclusion and that board members bring a host of talents and skills to the board.

Director Sherrill noted that the paragraph numbering was incorrect.

M/S (T. Sherrill/W. Watkins) amendment to change the incorrect numbering in Section VI, Paragraph entitled "Removal," from A to D.

M/S/P (S. Spencer/W. Watkins) amendment to the amendment to change the incorrect numbering on the third line from the bottom, of Section VI, Paragraph entitled "Removal" from A to D; Paragraph entitled "Quorum" from B to E; and Paragraph A.1.b. add the word "days" to the sentence which will read as follows:

"In extenuating circumstances, an extension not to exceed thirty (30) calendar "days" of this deadline ..."

Amendment to the amendment passed 15-0-0.

M/S/P (S. Spencer/C. Cervantes) amendment to change Section VI.D.2.a, the first sentence, to change the numbering and make Subsection B - Subsection C; also add a Paragraph b to Section VI. C. "USU BOD Chair."

Amendment passed 15-0-0.

Main motion, as amended, passed 15-0-0.

Director Hammond said that the mistakes were the staff's fault and we will do a better job of proofing in the future. She assured the board that they are in the process of learning and to not become discouraged. She noted that the measure of success will be how well the board operates using parliamentary procedure in the spring.

C. 401(a) Plan Resolution 11-12-01

M/S/P (A. Boluarte-Chong/D. Thompson) motion to approve Resolution 11-12-01 delegating administrative duties of the University Student Union, Inc., California State University, Northridge Employees' Pension Plan to the Retirement Plan Committee.

Director Hammond said that an amendment was necessary to the Resolution. The paragraph beginning with NOW, THEREFORE, the vice chair and one student board member needs to be added.

M/S/P (D. Hammond/W. Watkins) amendment to add the vice chair and one student board member to the fourth paragraph, as follows:

"NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby appoints the Executive Director; Human Resources Officer; Associate Director, Finance & Business Services; Vice-President of Student Affairs/Designee; the USU BOD Vice Chair and one USU BOD student representative to serve as members of the Retirement Plan Committee;"

Amendment passed 15-0-0.

Main motion, as amended, passed 15-0-0.

D. 403(b) Plan Resolution 11-12-02

M/S/P (S. Lockey/S. Eichten) motion to approve Resolution 11-12-02 delegating administrative duties of the University Student Union, Inc., California State University, Northridge 403(b) Plan to the Retirement Plan Committee.

Director Hammond said the same amendment (as the previous motion) would also be necessary for this resolution.

M/S/P (D. Hammond/R. Padilla) amendment to add the vice chair and one student board member to the fourth paragraph beginning with NOW, THEREFORE, as follows:

“NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby appoints the Executive Director; Human Resources Officer; Associate Director, Finance & Business Services; Vice-President of Student Affairs/Designee; the USU BOD Vice Chair and one USU BOD student representative to serve as members of the Retirement Plan Committee;”

Amendment passed 15-0-0.

Main motion, as amended, passed 15-0-0.

E. Retirement Plan Indemnity Resolution 11-12-03

M/S/P (C. Rand/W. Watkins) motion to approve Resolution 11-12-03 indemnifying employees and committee members of the University Student Union, Inc., California State University, Northridge, who may be delegated responsibilities for the USU CSUN Pension Plan and the USU CSUN 403(b) Plan.

Director Hammond said that this indemnification protects USU employees and committee members who are delegated responsibilities of USU retirement plans from all claims, losses, damages, expenses or liabilities arising from any action or failure to act with respect to the USU retirement plans.

Motion passed 15-0-0.

F. Retirement Plan Investment Policy Statement

M/S/P (R. Roope/A. Boluarte-Chong) motion to approve the Investment Policy Statement of the Retirement Plan Committee as presented.

M/S/P (D. Hammond/S. Spencer) amendment to motion to remove the word “proxy” in the last bulleted sentence. It will read as follows:

“Oversee the financial operations of the Plans, including processing of contributions, distributions, voting, etc.”

Director Hammond said that the California Corporation Code does not allow proxy voting.

Amendment passed 15-0-0.

Main motion, as amended, passed 15-0-0.

G. Bylaws

M/S/P (K. Payton/S. Lockey) motion to amend the USU BOD Bylaws as follows:

Revision 1: III.C.2.6 (Membership and Organization)

Remove Paragraph 6 in its entirety from Section III.C.2. This paragraph will be revised and added to Section IV.

Revision 2: IV.F (Officers)

Add new paragraph F to Section IV to read as follows: *“The USU Executive Director shall serve as Executive Secretary to the Board of Directors, and Secretary and Treasurer for the Corporation.”*

Revision 3: V. (Standing Committees – Audit Committee)

An additional sentence to be added to the second paragraph (Audit Committee) as follows: *“The committee shall present an update to the Board of Directors on the financial affairs of the USU on at least an annual basis.”*

Revision 4: VIII. (Delegation of Authority)

In the second paragraph, last sentence, the word “employed” to be changed to “supervised”. The sentence will read as follows: *“All USU personnel will be supervised by the Executive Director according to policies approved by the USU BOD.”*

Revision 5: IX (Meetings)

Add new paragraph **I** to Section IX to read as follows: *“Meetings Via Electronic Communications. Any meeting may be held by conference telephone, through the Internet or by means of any other electronic communications equipment, as long as all Directors participating in the meeting can communicate with one another and any members of the public in attendance can communicate with all of the Directors. All such Directors shall be deemed to be present in person at such meetings.”*

Director Roof said that he met with Directors Awad and Hammond earlier in the week and decided on the following changes.

M/S/P (Z. Roof/R. Roope) amendment to change Revision 5: IX (Meetings), by removing the first four words: *“Meetings Via Electronic Communications,”* and add a sentence to the end of the paragraph: *“Participation must be approved in advance by the USU Executive Director.”* The paragraph would read as follows:

Any meeting may be held by conference telephone, through the Internet or by means of any other electronic communications equipment, as long as all Directors participating in the meeting can communicate with one another and any members of the public in attendance can communicate with all of the Directors. All such Directors shall be deemed to be present in person at such meetings. Participation must be approved in advance by the USU Executive Director.”

Comments included that this change to the Bylaws is trying to accommodate emergency situations. Other alternatives were discussed, for example, seven days advance notice of the need by a board member to use an electronic device. If this change is abused it can be revisited at a future date.

Amendment passed 15-0-0.

M/ (R. Roope) to amend the Bylaws to change the grade point average from 2.0 to 2.5.

The motion did not receive a second and so the motion dies for a lack of a second.

Main motion, as amended, passed 14-1-0.

H. USU BOD Goals

M/S/P (Z. Roof/K. Payton) motion to approve the USU BOD Goals for the 2011-12 fiscal year.

Motion passed 15-0-0.

I. Strategic Planning Committee (Ad Hoc Committee)

M/S/P (R. Roope/D. Thompson) motion to approve the Ad Hoc Strategic Planning Committee for 2011-2012. The Committee will be expected to produce a report with specific recommendations for the organization prior to the end of the fiscal year.

M/S/F (Z. Roof/T. Sherrill) amendment to change Membership to read as follows:

“1.) 1 USU staff member, as appointed by the Executive Director.”

Discussion included the benefit of leaving this paragraph as is so that it would be open to include University staff and faculty members, not just USU staff members. It was said that many of the USU projects include University staff and faculty members, including the SRC and Wellness Center projects currently underway. Both projects include members of the CSUN community, including non-USU employed students, faculty and staff members.

Director Roope called the question.

Amendment failed 1-13-1.

Motion passed 15-0-0.

J. Student Recreation Center – Classification and Pay Plan

M/S/P (K. Payton/C. Cervantes) motion to approve the Student Recreation Center Student (SRC) Assistant Classification and Wage Range Schedule.

Kristen Pichler, Human Resources Officer, addressed the board and said that a student assistant classification and wage range schedule for the SRC is being proposed for the purpose of appropriately classifying and compensating student employment positions to include the new A.S. students who recently joined the USU to work for the SRC. This wage range schedule is different from the USU student employee schedule because some of the A.S. students were making more money in their classifications and we needed to be fair.

M/S/P (T. Sherrill/R. Roope) amendment to combine Classification G with Classification E.

Amendment passed 15-0-0.

Main motion, as amended, passed 15-0-0.

XII. Announcements

- Director Awad said she took part in a Webinar called Culture of Inquiry related to the effective operation of non-profit boards. She welcomed Shelley Ruelas to the board.
- Director Hammond introduced Sarina Loeb to the board. Sarina was hired on a temporary basis as a Special Assistant for Diversity Initiatives. She will be conducting research on the Veterans Resource Center and the LGBT Resource Center. She did her undergraduate work at Sonoma State and is completing her graduate work at CSUN with her masters in college counseling.
- Shannon Krajewski, Associate Director, Marketing and Programs, passed out flyers to the board along with an instruction sheet on how to answer questions from CSUN students regarding the funding for the SRC.
- Aida Johnson, SRC Director, said that the names of the board members are now listed at the Fitness Centre and encouraged them to take advantage of the free membership. The SRC Web site is live - <http://src.csun.edu/>.
- Director Eichten said she is excited to be a part of the board and looks forward to the fall semester.
- Director Thompson said he will be performing at Expressions and will re-audition for the Poetry Slam Team on September 21. Please come out and support him.

XIII. Adjournment

The meeting was adjourned by Chair Awad at 2:33 p.m.

Respectfully submitted by,

Debra L. Hammond,
Executive Director