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**Board of Director's Special Meeting Minutes of June 4, 2014**

I. CALL TO ORDER: VP of Finance/Acting EVP **Alhathal** calls meeting to order at **12:08 PM**.

II. ROLL CALL

Members Present

Katrina Mayol  
Thamer Fahad Alhathal  
Marie Alexandra R. Ibarra  
Gaozong Yang  
Edward Andreini  
Kathy Cutting  
Jordan S. Leopold  
Raymund Cruz  
Randy Saffold  
Darrell Bailey  
Marguerite Hinrichs  
Mitch Watnik

Absent Members

Stephanie Luna  
Chris Gallagher  
Ellen Griffith  
Stan Hebert  
Kenrick Ali  
D. McKinney

Guests

David Lopez  
Hendrix Erhahon  
Hamdi Ghanim  
Silvia Solorio  
Leilani Camarillo  
Sharan Kandasamy  
Keeret Uppal

III. ACTION ITEM - **Approval of the Agenda**

**Motion: (Mayol) to approve the agenda.**  
**Motion Carries.**

IV. ACTION ITEM - **Approval of the Minutes of May 28, 2014**

**Motion: (Ibarra) to approve the Minutes of May 28, 2014**  
**Motion Carries.**

V. PUBLIC COMMENT – **Public Comment is intended as a time for any member of the public to address the board on any issues affecting ASI and/or the California State University, East Bay.**

No Public Comment.

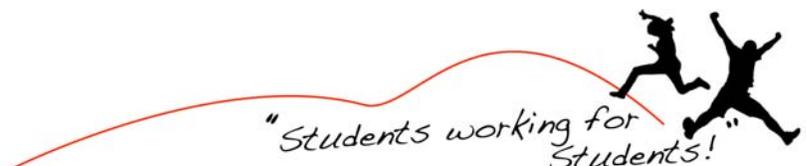
VI. ACTION ITEM – **Oath of Office of Incoming Board Officers**

**Motion: (Ibarra) to table the oath of office of the incoming board officers.**

**ED Saffold** states that the reasoning of why they're tabling this is because President Morishita hasn't officially ratified the results yet. They'll have to swear in the incoming board members at the next meeting.

**Motion Carries.**

**04:11**



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## VII. DISCUSSION ITEM – **Overview of the Elections Results**

President **Mayol** addresses the following:

- Displayed on the screen is the official letter from the chair of the Elections Committee, Riddhi Sood.
  - She stated that the amount of votes this year, combined with the first round of voting and the runoff election, was 1,653. ED **Saffold** states that this number is quite a bit more than last year, last year they had about 1200 votes. They had 1,116 votes cast last year during the normal elections and they had 1,100 cast this year during the normal elections. This was in comparison of 5 voting days versus only 3 voting days. In the secondary runoff election last year they had about 79 people vote and in the secondary runoff election this year they had 563 people vote. Also, they had more contested seats in this year's election compared to last year's so that plays a factor as well.
- She liked how the Elections Committee this year had a lot of booth's setup for voting and got students to volunteer to run the booths in comparison to last year where they had the candidates put the booths out themselves.
- Overall she thought the elections went pretty well considering the very short period of time that they seem to always have for the elections.
- ED **Saffold** clarifies that last year the Elections Committee didn't have candidates put out their own booths, the candidates decided to put out their own booths.
- Director, Legislative Affairs **Leopold** congratulates all that were elected to their respected position.

**07:40**

## VIII. DISCUSSION ITEM – **Board welcome packet overview**

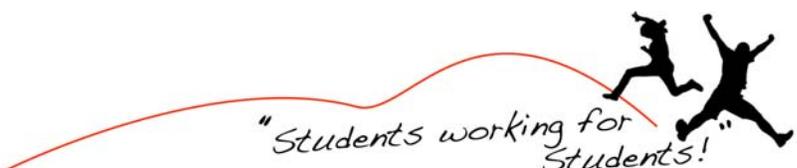
ED **Saffold** addresses the following:

- Thanks the incoming Board for attending the meeting and welcomes them to ASI.
- The packet is larger than last year's and it contains a lot of reading materials to allow them to really understand this organization.
- He will be going over some of the materials now and beginning July 11<sup>th</sup> from 10-3pm Ex Comm will be trained with the lawyers. The Board retreat will be scheduled for the first or second week of September.
- The packet includes: a welcome letter, table of contents, copy of ASI mission, overview of staff roles, ASI and University organizational structure and how ASI relates to the University, the Board code of conduct, standard of conduct, and 3 appendices – they include documents that the incoming Board needs to detach, sign, and give back to Snah. Introduces Snah as the go to person for anything day-to-day administrative Board related.
- He would like the incoming Board members to take this packet home with them to read but he doesn't expect them to read it before finals; their roles begin July 1<sup>st</sup>.
- Some of the positions are 12-month appointed positions some are 10-month appointed positions.



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- Each one of them will have to fill out a Vendor Data Record (VDR) form or they will be unable to get their stipend.
- They have a sample travel and waiver form in the packet.
- ASI Bylaws – this Board was in the process of changing the Bylaws but didn't finish it in enough time to be put in this election to ratify the proposed changes so this will be work that they will continue.
- They have a sample bio page in the packet; each one of them will be required to do an up to 300 page bio. They need these bios soon.
- The packet also includes the day to day duties, the organization overview, and a list of things to do while conducting a meeting, getting to know you questionnaire, Robert Rules of Order, letters of understanding and acknowledgement, and speaking engagement expectations since they may be asked to speak at various events on campus.
- Reads the ASI purpose, vision, and mission.
- Discusses staff roles. They have 5 FTE the Board only manages him – the Executive Director. The job of the staff is to find out what the students want to do and execute it. With the transition that is happening (ASI no longer running the RAW and Unions), they can now focus more on student programming. If they have a concern or question about how to do something, they can go to any of the staff to ask them. If they have a critique of a program or service or if they need to see something different happen or change, he asks that they go to the Executive Director (himself) regarding that. The Board cannot make minority decisions; they have to all agree for action to take place. Discusses a conflict of interest with being a member of a club and a Board member and running an ASI initiative with club funding money. They can get an initiative that they're interested in funded by going to the Programming Council and seeing if they'll support the initiative. The Board helps direct him and he does the will of the Board. He only stops them if what they're proposing is illegal, immoral, or goes against their bylaws or vision. They are not allowed to give directives to anyone on the staff.
- They have an operating agreement with the campus and the operating agreement limits them on the kinds of things they can do. Anything outside of this agreement that they want to do, they have to ask the University to do.
- Discusses the organizational structure – the students of CSUEB are the ones that they all report to, they are their bosses. It is their job to go to the students and find out what their needs are. They set the mission and vision each year but it's not a good idea to set the mission and vision over and over completely in the opposite direction of the previous Board. ED **Saffold** further states that if every Board continues to reinvent the wheel then they wouldn't get much accomplished. He encourages them to talk to the previous Board members and see what they were trying to accomplish and to actually try to get there. They need to view and update their calendars and read their emails. They also need to respond back when getting text and emails.
- Discusses the Board Code of Conduct – it was ratified this year.

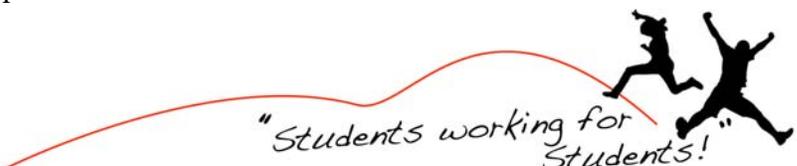


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- Discusses the Standards of Conduct –outlines everything they’re expected to do legally. They need to understand that when they step into this role they are now public officials.
- Appendix A includes the Articles of Incorporation – These were recently restated with a new clause that was added on if ASI ever resolves but they’re still waiting for their copy to come back from the state department. The articles give an overview on how they exist, their original mission, and how they change the articles of incorporation. The two documents that they must read are the Articles of Incorporation and the Bylaws, they are their governing documents. If they are doing anything outside of these documents then they have a legal problem.
  - The Conflict of Interest Policy – this is a mandated policy that they have to adopt as per the Chancellor’s Office. They have to make a statement that they are going to comply with the conflict of interest policy, and they need to sign this document before July 1<sup>st</sup> and get it back to Sneh.
  - Everyone needs to fill out a Vendor Data Record because this is an auxiliary and he needs the documentation for audit purposes.
  - The incoming Board will be given these documents electronically on a jump drive at the retreat so they’ll also be able to fill them out then.
  - Before they’re allowed to travel as a Board member, they have to have permission from the Executive Director and the Board President. Generally the travel is already approved in the budget but they need to fill out the travel form before every trip they take. This was an audit finding today. Before they travel, they also need a liability waiver stating each trip they’re taking and they sign for each trip – it’s like a trip slip. The most important thing after a trip is reconciliation and they have 7 days, one business week, to get all of the receipts to them. ED **Saffold** further states that they should not eat anywhere that cannot produce an itemized receipt. **Sneh Sharma** clarifies that receipts need to be submitted immediately after the trip.
- Appendix B – the Bylaws. President **Mayol** strongly recommends that all of them read through the entire Bylaws so they know the rules that they need to follow.
  - ED **Saffold** states that the senator’s role descriptions are not in these Bylaws; they’re actually in the revision of the Bylaws that they were trying to get passed this spring but they didn’t get it done in time enough. ED **Saffold** states that he will be working with the internal people to get these corrected in the Bylaws.
- Appendix C – They have a sample biography for them. ED **Saffold** further states that they will need these bios soon for the website that they’re working on this summer and he also discusses taking photos and using them with the bios. June 20<sup>th</sup> is the deadline for the bios and photos.
  - ASI 101 – If the University administration isn’t in agreement with how ASI is executing their duties in the operating agreement, all they have to do is turn off ASI’s funding or reduce ASI’s funding. This is why they make it appoint to align their mission with the mission of the University to make sure that they stay in good standards with the campus. Board focus – ED **Saffold** mentions that this Board did a



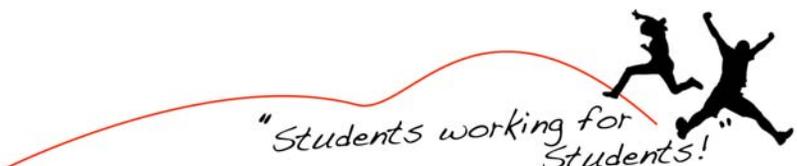
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great job this year of engaging students and advocating for them, and taking their voice back to campus-wide administration. Some Boards have been enamored on the entertainment aspect of being a part of the Board and running programs but their number one goal is to advocate for students in the things that they need that are going to help them academically get through this institution. ED **Saffold** further states that for them to understand the issues they have to get out and understand the issues and get involved, and getting that message to the correct administrators. It is important that they find the voice and get it to the people that can affect change. They also need to get other students motivated on issues.

- Day to Day Duties will help them understand what they're supposed to be doing.
- Robert's Rule of Order will tell them how to run and participate in meetings. The new incoming Board members will be receiving a copy. They don't always run the meetings perfectly, but the Robert Rules of Order is a way for them to run meetings effectively and efficiently. They cannot make any major decisions if they don't have quorum.
- They need to read the minutes before the meeting to ensure that everything is correct, and he doesn't want them to wait for the meeting to say that something is wrong; he would like them to send an email to Sneh in advance. If they don't want to read the entire minutes, they should at least read the parts that are attributed to them to make sure that they are accurate. They need to make sure that all of the requested documents that need to be filled out are completed and done on time. ED **Saffold** further explains what an audit is – every 3 years they get audited by the Chancellor's office which means that they come and check everything that ASI has done financially and sometimes they'll have a specific emphasis on not only the finances but also compliances of a specific policy or a set of policies. This years audit was on compliance documentation and they did okay but they did have 6 minor and 1 major audit finding on compliance documentation. They also have an external audit annually where they hire an outside firm to come in and they look at all of their money and finances. These firms look to see whether or not anyone on staff is embezzling money and if they're getting their paperwork done on time, and if people are being paid properly. ED **Saffold** further states that the firm that they use for their annual audits is a firm that they partner with the University to bring in; all of the auxiliaries on campus are audited by the same firm to make the process easier for the University. It is a different company every 3 to 4 years to make sure that they're getting different opinions.
- Their compensation is remuneration not compensation because they are not staff and they do not have work hours or weeks. They do not have fixed schedules to receive their stipends; there are no criteria for them receiving their stipend other than what they self-agree on with each other.
- During the Board meetings they should be prepared to give a report on what they've accomplished.



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- ED **Saffold** discusses tasks that they should do while conducting meetings.
- The Board and guests discuss when committees meet and when the Board has meetings.
- Policies aren't ratified until they have proof that they're ratified and this is why they need to have Board meetings sometimes, just to approve the minutes.
- Getting to Know You Questionnaire – allows them to get to know them, their tastes, shirt sizes, and other information they might need.
- They all will be asked to sign the Letter of Understanding, it's kind of an agreement between them and the rest of the Board members that they understand, in addition to the code of conduct, their role and are committing to that role.
- They will all receive a copy of a DVD that takes them through the Robert's Rules of Order and will take them through a meeting scenario. He encourages them to practice over the summer. They also have a cheat sheet of the typical motions in a meeting.
- Finally, they have their speaking engagement expectations and samples document. It gives them samples of what they can say during their speech.
- This packet isn't a complete welcome packet because it is missing things like the operating agreement with the campus and the full copy of the Gloria Romero Act. Any materials that they feel like they may need, they will get during training. They will all have mandatory sexual harassment training.
- The Board and guests discuss when the necessary paperwork should be turned in.
- ED **Saffold** further states that they rarely print things out in mass quantities so their reports will be due in advanced to be projected during the meeting.
- President **Mayol** addresses the incoming Board by stating that this week is just a brief overview but she hopes that they all can come next week, even though it's finals week, because next week they'll be given the opportunity to interact and talk with the people that they're replacing. This will allow them to figure out what was done this year that they can hopefully continue on to next year. ED **Saffold** further mentions that they'll also be taking their oath of office next week.

VP of Finance/Acting EVP **Alhathal** reiterates when they will need to be free for Board meetings (Wednesday's 12-2pm) and states that they should only be taking classes during this time if they're graduating. He also states that everyone needs to make sure that they have the first and second week of September free and for Ex Comm; the second week of July should be made free.

**1:08:45**

IX. DISCUSSION ITEM – **Signing of Conflict of Interest Form**

**Motion: (Leopold) to table the signing of conflict of interest form until next week.**

**Motion Carries.**

**1:10:12**



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## X. ROUND TABLE REMARKS

**Mayol:** Thanks the Board this year and it has been really great. It has been really hard with everyone leaving and going but she has learned so much and values the support and friendships that they've made this year and the hard work that everyone put in. Personally she became more confident and more willing to voice her opinion in certain things and she attributes that to all of them. She would like for the Board to list on a document, the goals that they had this year and why they couldn't complete these goals, how they got them done, or how they could improve, and this would be for the new incoming Board. She passes the document around and would like for them to email their responses to Sneh. The Board discusses that this document was emailed to them and ideally, they should have it completed by the next Board meeting next week.

**Yang:** Reports that the Academic Senate. She presented the course evaluation resolution to the Academic Senate yesterday and two of their points are already being considered or worked on – student representation on the evaluation of teaching subcommittee and that the course evaluation questions be aimed toward evaluating the quality of the instructor centered on teaching effectiveness and helping to inform improvements in teaching. Thanks the Board and wishes that they could have hung out a little more but states this isn't the end.

**Saffold:** Thanks the Board and states that they were the best at advocacy for students and they can actually see their footprints in current policy changes that are happening right now and he believes that this is the mark of any successful Board. He can look on campus and see that sustainability has had a positive impact, international student policies changing, evaluation and course work are going to be changing, some of the models within student affairs are changing, and club funding finance changes have enabled clubs to do more things this year. Her further states that there were a lot of things that they pulled off this year that were really cool and he will miss them and the work effort that they put in and he hopes that, since many of them will be coming back, they will put that same level of energy and success and accomplishment next year so next year he can say "you guys were the best Board ever".

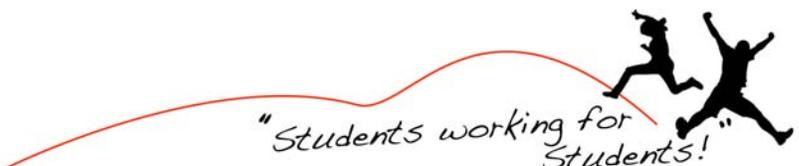
**Watnik:** It has been a pleasure working with them and congratulates them on all of their accomplishments. His successor is Michael Hedrick from the Biology department. He was the chair of Biology a few years ago and he won the Phillips Outstanding Professor award in 2008. He will probably be taking this role of advising the Board next year but that's up to him and his executive committee. He again congratulates them on a successful year.

**Saffold:** Mitch, for 2 years, has been one of the most honest and forthright advisors that they've had for ASI. He compliments Mitch on always bringing ASI news it needed to know in a timely fashion.

**Cutting:** It's been great and they've shown her how awesome young adults are and she appreciates them making her feel welcomed and she is looking forward to seeing what they accomplish.

**Andreini:** He did come in later but he can see the passion that they all have and they've all helped him learn a lot about himself and grow, and appreciates everything this Board has done.

**Leopold:** This school year has been the best school year that he has ever had and it has to do with



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being a part of this Board and the chemistry that they have and the work they've put in. He's grown a lot.

Ibarra: Thanks Gaozong for what she attributed this year and what she has done for the college of science.

**Alhathal:** He came to the University in 2011 as this happy guy but after the first year he wasn't, he was really depressed. He didn't like anything about the school and wanted to transfer. He came from UC Berkeley where the people were more welcoming and friendly so he discussed this with his father and his father questioned him that if he didn't like it, then why not make a change? So he talked to one of his friends about it and was introduced to Jerry Chang and further introduced to Erik Pinlac. Then he became a part of Erik's finance committee. He further discusses how he progressed until where he is now and states that this year wasn't the best for him with his family, his health, and his life he has had many bad things happen but he is here smiling and this Board is his family. He thanks every single one of them.

XI. ADJOURNMENT

Meeting adjourned at **1:35PM.**

Minutes Reviewed by: ASI VP of Finance

**Name: ThamerFahadAlhathal**

Minutes Approved on:

**6-11-14**

**Date:**

