ASI
POWERED BY STUDENTS

ASI Executive Committee Minutes 18-03
ASI Conference Room USU 3700 Tuesday, October 10th at 1:00pm
Posted: Friday, October 6th at 12:00 pm

ASI Executive Committee 2017/2018

Louis Adamsel
President & CEO

Rex Andrade
Executive Vice President

Yomira Zamora
VP of Student & University Affairs
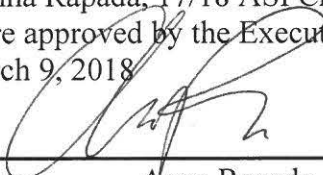
Anna Rapada
Chair and Chief of Staff

Advisors

Annie Macias
Associate Executive Director

Ashley Fennell
Asst. Director, Government Affairs & Initiatives

ITEM	SUBJECT	PRESENTER
01	**Call to Order** **The meeting was called to order at 1:03pm**	Anna Rapada Chair & Chief of Staff
02	**Roll Call** Present: Louis, Yomira, Anna, Annie, Ashley Absent: Rex	Anna Rapada Chair & Chief of Staff
03	**Recognition of Guests** **Ahmbra Austin**	Anna Rapada Chair & Chief of Staff
04 Action	**Approval of Agenda** **Yomira motioned to approve the agenda** **Louis-2nd** **Motion Carries**	Anna Rapada Chair & Chief of Staff
05 Action	**Approval of Minutes** **Ashley apologized for not sending the minutes ahead of time** **Committee updated information about who moved into closed session and who reported out in formation item 8. Ashley also updated with what she discussed during action item #10-sustainability projects committee.** **Louis motioned to approve with amended changes** **Yomira-2nd**	Anna Rapada Chair & Chief of Staff
06 Information	**Open Forum** **None**	Anna Rapada Chair & Chief of Staff
07 Information	**CSUSM Giving Day** **Description:** The Executive Committee will discuss the call to action description and photo that will be posted on our micro-page for donors for Giving Day. **Fiscal Impact:** No **Ahmbra** mentioned that giving day will be on 11/28. The focus for ASI will be the food insecurity fund. She mentioned feedback from the ASI professional staff and their choice to stay with the food insecurity fund. **Ahmbra** also reviewed the marketing for the day and the event in regards to a paragraph in the pamphlet. Committee thought a photo from a distribution would be good for the pamphlet. Ahmbra will have Ryan attend the next distribution and food bank visit. Ashley will connect with Ahmbra about the pamphlet wording.	Ahmbra Austin Media & Communications Coordinator
08 Action	**Governing Documents Project** **Description:** The Executive Committee will review and approve the project scope, timeline and budget to blend and harmonize ASI Bylaws and Codes. **Fiscal Impact:** Yes **See attached for documents reviewed** **Annie** overviewed the governing documents projects which aims to bring harmony to and within all of the ASI governing documents such as Bylaws, Articles of Incorporation, etc. She mentioned specifically issues with compliance and conflicts of interest for leading these changes. **Annie** further reviewed the timeline for this project which took into consideration elections, independent contractor work, Kim Clark/Anna Rapada/Ashley Fennell review and feedback, as well as	Annie Macias Associate Executive Director

	final review by ASI Legal Counsel. She said the maximum we need to allocate for this amount is $6100. **Louis** wondered about who the independent contractor is. Annie mentioned that former ASI Executive Officer Chris Morales has agreed to take on this project within the tight timeline. This project required someone who understood ASI and would be able to combine the documents effectively. **Louis motioned to approve the governing documents project** **Yomira-2nd** **Motion Carries**		
09 **Discussion**	**Revisit Executive Committee/BOD Goals** **Description:** Discuss the BOD goals and initiatives of this school year discussed in Student Advocacy Committee **Fiscal Impact:** None **Yomira reviewed attached document** Board will focus on 4 main public policy goals with each executive officer championing a different goal. Executive officers had collected information to flush out ideas and landed with these final goals. With each having a champion, they are more likely to be successful. **Chair extended the meeting to 2:20pm** **Annie** asked if the goals were attainable within the timeline. She mentioned representatives using these goals in meetings was Deans as well as within committees. **Anna** mentioned using these goals in meetings with the representatives to focus on current and future plans.	Yomira Zamora *VP of Student &* *University Affairs*	
10 **Information**	**Reports** **No Reports**	Anna Rapada Chair & Chief of Staff	
11 **Information**	**Announcements** **No announcements**	Anna Rapada Chair & Chief of Staff	
12 **Action**	**Adjournment** **The meeting was adjourned at 2:19pm**	Anna Rapada Chair & Chief of Staff	

I, Anna Rapada, 17/18 ASI Chair & Chief of Staff, hereby certify that the above minutes were approved by the Executive Committee at a regularly scheduled meeting held on March 9, 2018

_____   03/13/18

Anna Rapada   Date

Associated Students, Inc.
California State University, San Marcos
Questions for Legal

	Items	Current Document	Questions for Legal	Legal Responses
1	Articles of Incorporation (AOI)	The Articles of Incorporation (AOI) provide definition language about what is or not in the bylaws.	However, AOI does not include anything about codes or policies. Does it need to?	"Codes" are not recognized as a valid form of corporate governance under California Corporations Code. (See generally Corp. Code, §5140, 5150.) Therefore, the "Codes" should be incorporated in ASI Bylaws except for operational, policies, and procedures that should be developed as rules or policies and not characterized as "Codes". I would also note that Education Code section 89925 provides for an auxiliary organization establishing "by constitution, statute, bylaws, or resolution, provisions for elections of officers and board members." There is no provision for "Codes". One could suggest that the "Codes" are a form of a "resolution", but a resolution is usually not written in the manner in which the ASI's Codes are written.
2	Bylaws	The bylaws do not define Codes or when to use policies.	Should bylaws define Codes and Policies?	See above. ASI should not operate with "Codes" that take the form of Bylaws. Corporate governance should have Articles and Bylaws. No "Codes".
3	Bylaws	The bylaws includes sections for the ASI logo, vision, mission, values, audit timeline, employee requirements and retreat requirements	Do these items need to be in bylaws or do they make more sense to be move to codes or policies?	Logo, vision, mission, values, and audit timeline are fine for Bylaws. Employee requirements and retreat requirements should be in policies and procedures. However, you probably want to leave in Bylaws Article 16 regarding Executive Director.
4	Codes	Codes exist to define positions, committees (like Elections), and specific programs ran by employees like Campus Activity Board (CAB) and the ASI Community centers	What do you recommend we use codes for...?	Specific "Codes" that contain provisions applicable to corporate governance should be incorporated into Bylaws. Codes should be for policies, procedures, or operational guidelines and named as such. I would recommend getting away from calling anything a "Code".

5	Policies	We have policies for business functions like records retention, reserves, travel,	How are Policies different from Codes?	See #4. This should be made into policies or guidelines.
6	Recognition and Recording of Student Organization Donations	Student org accounts are held in ASI and the funds are part of the ASI financial statements. When a Student org fundraises, currently ASI provides the ASI Federal Tax ID # to the Student org to be given to a vendor/sponsor. ASI keeps a donation log, but nothing else is ever done with the Log	What are the tax implications of not doing anything with the information? And what process do you suggest we follow?	This question should be addressed to ASI accountant or I can consult with tax attorney. If the funds and disbursements are part of the ASI financial, then I assume the information is provided to ASI accountant. I wonder how much accountability ASI is taking over the student organization regarding their fundraising. I also wonder if the student organization is a stand-alone group in the sense that they are an association or incorporated by California Secretary of State. If they are, then they should have their own tax status. Are the organizations filing their own tax returns?
7	Internal Operations Committee Memberships	The current committee membership includes 11 students, 5 of the members are student employees, the rest are elected/appointed board members/	Professionally I feel that there is conflict of interest with the membership of this committee, specifically when the committee is charge with approving budget changes and we have student paid positions voting on their own budgets. I am looking for a legal opinion or guidance on this matter	First, I would note that only students are "members" of the ASI. If an employee is not a student, then they should not be allowed to be a voting member on a committee. I agree that the student employee could have a conflict of interest on matters that have a direct or indirect financial benefit to them. Would recommend that student employee members should either recuse him or her self when voting on such matters or perhaps consider making those person non-voting members of committee. Hard to serve two "masters" meaning the employee is serving as a student member of ASI and also as an employee for which he or she benefits from voting on the budget or some other matter.
8	Student Emergency Fund	This fund is use for emergency unexpected events and the maximum amount allocated per student is $200.	With all the recent DACA issues, the campus and students are wondering if we can designate a portion of this	Such a use of ASI funds could violate California Code of Regulations Title 5 section 42659 because "[t]he principle underlying the expenditure of student body organization funds

| | | fund for DACA students' needs. | collected through mandatory fees is that such expenditures shall be made in programs that reflect the broadest variety of student interests and that are open to all students who wish to participate." Although the ASI's purpose is defined in Restated Articles of Incorporation, Article III as "furthering the educational mission of the University" or of "provid[ing] service and support to the students of" CSUSM, such a use of ASI funds would be limited to "DACA students". The question arises whether it is discriminating against non-DACA students who would obviously not qualify for the emergency funds and thus constitute an unauthorized use of ASI funds that would not be "open" to all students who wish to participate. |

ASI Bylaws & Codes Project Schedule

Task		Cost	Timeline
Submit to the Executive Team as an informational agenda item	Executive Board		October 13
Submit to Internal Operations as an informational item for review	Internal Operations Committee		October 13
Merge codes into bylaws	Independent Contractor - meeting 1 Discuss expected deliverables, timelines and rate	$200	October 13
	Independent Contractor - meeting 2 Deliverables Draft 1	$200	October 20
	Independent Contractor – Meeting 3 Deliverables Final Draft	$200	October 27
Review for consistency	Anna Rapada		Oct 31 – Nov. 3
Review for Consistency	Ashley Fennell		Nov. 6 – Nov. 8
Review and provide critical questions	Kim Clark	$200 - $500	Nov. 9 – Nov. 13
Review and Incorporate all changes	Annie Macias		Nov. 13 – Nov. 15 Pre-legal review
Legal Review	Allen Thomas	Not too exceed $5,000	November 15 with a due date of Dec. 8
Submit to BOD for final approval	BOD Agenda & approval		February 16
Final Date to advertise prior to general elections	Project Final Due Date		Feb 27

Total Project Cost – not too exceed $6,100.00

SAC Public Policy Agenda

1. **Support more shared governance within the campus community-** (Louis)
   a. Increase student presence in university committees and campus wide initiatives that affects students
   b. Create effective avenues to address student concerns
      i. Promoting BOD meetings
      ii. Visiting ASI Office space/Community Centers
   c. Build connections and collaborate with campus departments and the CSUSM service region area

2. **Increase ASI pride and visibility on campus -** (Anna)
   a. Educate students about ASI (day-to-day tasks to organizational structure)
      i. GEL presentations
      ii. Elevator speech
   b. Plan creative methods to advertise events and resources
      i. Stronger social media presence
      ii. ASI News Channel
   c. Raise awareness about student resources ASI offers
      i. Town Hall
      ii. ASI Awareness Week

3. **Provide more resources for basic needs-** (Rex)
   a. Advocate for resources providing for homelessness/housing insecure
      i. Partnering with housing affordability external resources
   b. Continue to advocate for resources tackling food insecurity
   c. Work with resources supporting College Affordability
      i. CALM
      ii. Transportation
   d. Increase sustainability awareness globally and campus-wide

4. **Promote an inclusive campus climate-** (Yomira)
   a. Support of all viewpoints with equity and equality
   b. Advocating for students' graduation and retention rates who come from a historically marginalized background
   c. Supporting DACA, AB 540, Undocumented, Dreamers and international students
   d. Advocate for Title IX for survivors of sexual assault and harassment
   e. Support Project Rebound initiative for formerly incarcerated students