



Annual and Regular Meeting of the Board of Directors

September 14, 2017 @ 4:00 p.m. – 5:30 p.m.

Center for Children and Families Classroom

Mr. Charles Ragland

Community Member (Alumni)
Department of Justice

Dr. Chuck De Leone

Professor, Physics

Dr. Cynthia Chavez Metoyer

Faculty Director, Community
Engagement-Office of
Internships

Ms. DawnMarie Myers

Student Member

Dr. Graham Oberem

Designated Member
Provost

Mr. Jason Schreiber

Dean of Students

Ms. Jennifer Williams

Designated Member
President's Designee
AVP of Campus Climate and
Chief of Staff, Office of
President Karen S. Haynes

Mr. Neal Hoss

Designated Member
Vice President for
Finance & Administrative
Services

Vacant

Student Member

Mr. Xavier Martinez

Community Member
Martinez & Associates, Inc.,
San Marcos

REVISED AGENDA

- I. **Convening of Annual Meeting (Hoss)**
 - II. **Appointment of Student Member to the Board (Hoss)**
 - III. **Consent Agenda**
 - A. Appointment of Joint Audit Committee Ratification
 - B. Board Officer Nominations 17/18 (**Attachment A**)
 - C. Committee Membership for 17/18 (**Attachment B**)
 - IV. **Adjournment of Annual Meeting (Hoss)**
-
- I. **Convening of Regular Board Meeting (Hoss)**
 - A. Consideration of Minutes May 25, 2017 Regular Meeting (**Attachment C**)
 - B. Consideration of Minutes June 6, 2017 Special Meeting (**Attachment D**)
 - II. **Committee Reports and University Updates**
 - A. Student Housing Advisory Committee (*Schreiber*)
 - B. Investment Portfolio Report 6/30/17 (*Davis*) (**Attachment E**)
 - C. Sponsored Projects Committee (*Newberg*)
 - D. Joint Audit Committee (*Martinez*)
 - E. Administration Update (*Newberg*)
 - F. University Update (*Williams*)
 - G. Executive Committee (*Hoss*)
 - III. **Consent Agenda**
 - A. Updated Finance and Operations Committee Charge (**Attachment F**)
 - B. Updated Joint Audit Committee Charge (**Attachment G**)
 - C. Updated Sponsored Projects Committee Charge (**Attachment H**)
 - D. Updated Student Housing Advisory Committee Charge (**Attachment I**)
 - E. New Executive Committee Charge (**Attachment J**)
 - F. Amendment to Legal Agreement for the EL/P3 Project Ratification
 - G. Amendment to Capstone Agreement Ratification
 - H. Amendment to extend UVSM Interim Agreement Ratification
 - IV. **Action Items**
 - A. Quarterly Financial Report & Summary 6/30/17 (*Davis*) (**Attachment K**)
 - B. Delegation of Authority (**Attachment L**)
 - C. Student Housing (*Schreiber/Newberg*)
 - a) Mandatory Meal Plans
 - b) Dining Hall Construction
 - V. **Closed Session**
 - VI. **Adjournment of Meeting (Hoss) Next Meeting: November 16, 2017**

An Auxiliary of California State University San Marcos

ATTACHMENT A

Proposed Board Officers 17/18



California State University
SAN MARCOS

CSUSM
Corporation

**Proposed CSUSM Corporation
BOARD OFFICERS**

Chair

Graham Oberem

Vice Chair

Charles Ragland

Secretary

Cynthia Chavez Metoyer

Treasurer

Neal Hoss

ATTACHMENT B

Proposed Committee Membership 17/18



Proposed BOARD COMMITTEES 2017/2018

FINANCE AND OPERATIONS COMMITTEE
(includes Nominating & Governance)

Neal Hoss, Chair
Jennifer Williams, Vice Chair
Cynthia Chavez Metoyer
Charles Ragland
Bella Newberg

Staff (non-voting):

Cynthia Fenimore
Clint Roberts
Michelle Hinojosa
Trina Beckwith

JOINT AUDIT COMMITTEE:

CSUSM Corporation, CSUSM Foundation & Associated Students Inc.

CSUSM Corp Board Members (voting):

Xavier Martinez, CSUSM Corp (Chair)
DawnMarie Myers, CSUSM Corp (Vice Chair)

Non-CSUSM Corp Board Members (voting):

Helen Adams, CSUSM Foundation
Louis Adamsel, ASI
Vacant, ASI
Justin Lewis, UCORP

Staff (non-voting):

Bella Newberg
Cynthia Fenimore
Clint Roberts

EXECUTIVE COMMITTEE

Neal Hoss, Chair
Graham Oberem
Charles Ragland
Cynthia Chavez Metoyer

Staff (non-voting):

Bella Newberg

SPONSORED PROJECTS COMMITTEE

CSUSM Corp Board Members (voting):

Neal Hoss, Chair
Graham Oberem
Chuck De Leone

Non-CSUSM Corp Board Members (voting):

Wesley Schultz, Vice Chair (Dean, Office of Graduate Studies & Research)
Katherine A. Kantardjieff (Dean, College of Math and Science)
Sean Newcomer (Associate Professor, Kinesiology)
Bella Newberg (Executive Director, CSUSM Corporation)

Staff (non-voting):

Cynthia Fenimore
Michelle Hinojosa
Trina Beckwith

STUDENT HOUSING ADVISORY COMMITTEE

CSUSM Corp Board Members (voting):

Jason Schreiber, Chair
Bella Newberg, Vice Chair
DawnMarie Myers

Non-CSUSM Corp Board Members (voting):

Malik Ismail

Advisory (non-voting):

Megan Stang
Va'Shajn Parr

ATTACHMENT C

Minutes of the May 25, 2017 Regular Meeting



**Minutes of the Regular Meeting of the Board of Directors
May 25, 2017**

Center for Children and Families Classroom

Attendees:

Members: Matthew Ceppi (Chair), Sharon Whitehurst-Payne (Vice Chair), Neal Hoss, Graham Oberem, Brandon Losey, David Chang (@ 4:09), DawnMarie Myers, Charles De Leone

Members Absent: Regina Eisenbach, Jason Schreiber, Collin Bogie

Staff: Bella Newberg, Cynthia Fenimore, Michelle Hinojosa, Michelle Meeks, Clint Roberts, Karla Frazee, Roman Lazcano

Convening of the Regular Meeting

A quorum being present, Chair Ceppi called the meeting to order at 4:05 p.m.

Minutes of the February 23, 2017 Regular Meeting

A motion was made and seconded (Whitehurst-Payne/De Leone) to approve the February 23, 2017 minutes. Motion carried.

University Updates and Committee Reports

Investment Portfolio Report

Fenimore reviewed the Investment Report provided prior to the meeting. We continue to be conservative in our approach.

Administration Update

Newberg reported that an HR Generalist and a Sponsored Project Specialist have been hired to fill the vacant positions and recruitment is underway for a Payroll Specialist. Newberg reviewed the rendering of the EL/P3 building. Terms of the project and contracts are being solidified. CSUSM Corporation will be the legal binding entity and will work closely with the campus regarding operations and maintenance. The President, amongst others, will present the Project at the Board of Trustees meeting in July for final approval. The Executive Committee approved to extend the North City Partners contract through July 2017. This was necessary to continue the design on the project. Originally, final approval was going to the Board of Trustees in May but it was moved out to July. Newberg reported on the QUAD re-negotiation schedule. The UARSC/SMCOR merger has been approved by the Attorney General and the appropriate documents have been filed with the Secretary of State.

Student Housing Update

The Student Housing Update was included in the Administration Update.

University Update

Ceppi reported on the permanent appointment of Cathy Bauer as Vice President for University Advancement. Commencement was last weekend, it went well. The Governor's May Revision proposes to reduce state funding to the CSU by \$4M due to the Trustees decision to raise tuition. The legislature will continue to advocate. Oberem reported that the President approved and signed the charter for a new center, Center for Research and Engagement in STEM Education, which will open on July 1, 2017.

Consent Agenda

Ceppi explained the purpose of the Consent Agenda is to save time. Additionally, Ceppi explained that all Consent Agenda items have been fully reviewed and discussed by their respective Committee. Ceppi asked if anyone had any questions about the Consent Agenda process. There being none, Ceppi then asked if anyone wanted to move any items from the Consent Agenda to the Regular Agenda. There being none, *a motion comes moved and seconded (Losey/Whitehurst-Payne) to approve Quarterly Financial Report & Summary 3/31/17 (Attachment D), FY17/18 Operating Budget and Resolution (Attachment E), Compensation Administration Guidelines (Attachment F), Public Relations Funds Policy (Attachment G), Conflict of Interest Policy (Attachment H), and Proposed CSUSM Corporation Board of Directors and Officers (Attachment I).* *Motion carried.*

Action Items

Resolution for Operating Agreement (Attachment J)

Newberg reported that the operating agreement is a boiler plate document the Chancellors Office prepares with the exception of Section 2 which addresses the primary function of the Auxiliary (CSUSM Corporation). The Operating Agreement will be effective July 1, 2017. The Term of the Agreement has been aligned with the Bond for the financing of the Project. *A motion was made and seconded (Oberem/Losey) to approve the Resolution for the Operating Agreement as presented. Motion carried.*

ByLaw Ratification (Attachment K)

Newberg reported that the proposed ByLaws have been reviewed by the Executive Committee. The ByLaws will be effective on July 1, 2017, contingent on the Secretary of State's endorsement. *A motion was made and seconded (Whitehurst-Payne/Myers) to approve the CSUSM Corporation ByLaws as presented. Motion carried.*

Adjournment

The Regular Meeting adjourned by acclamation at 4:42 p.m.

Karla Frazee
Recording Secretary

Date

ATTACHMENT D

Minutes of the June 6, 2017 Special Meeting



Minutes of the *Special* Meeting of the Board of Directors
June 6, 2017
Teleconference

Attendees:

Members: Matthew Ceppi (Chair), Sharon Whitehurst-Payne (Vice Chair), Neal Hoss, Graham Oberem, Brandon Losey, Charles De Leone, Jason Schreiber

Members Absent: Regina Eisenbach, David Chang, Collin Bogie, DawnMarie Myers

Staff: Karla Frazee

Convening of the Special Meeting

A quorum being present, Chair Ceppi called the meeting to order at 12:02 p.m.

Action Item

Adopt UARSC Agreement of Merger Resolution (Attachment A)

Ceppi reported that in response to our request for the Merger, the Secretary of State asked that the Board pass this Resolution to approve the Agreement of Merger. *A motion was made and seconded (Whitehurst-Payne/De Leone) to approve the Resolution for the Agreement of Merger as presented. Motion carried.*

Adjournment

The Special Meeting adjourned by acclamation at 12:04 p.m.

Karla Frazee
Recording Secretary

Date

ATTACHMENT E

Investment Portfolio Report 6/30/17

California State University San Marcos Corporation
Investment Activity for the Quarter Ended June 30, 2017

	Beginning Investment Value	Interest and Dividends	Purchases	Maturities and Sales	Cash change	Change in Market Value	Ending Investment Value
CD's	\$ 1,713,354	\$ 3,543				\$ (243)	\$ 1,713,111
Mutual Funds	1,976,039	7,788		(350,000)		7,012	1,640,839
Cash	1,711	2			153,543		155,256
TOTAL	\$ 3,691,104	\$ 11,332	\$ -	\$ (350,000)	\$ 153,543	\$ 6,769	\$ 3,509,206

Name	Type	April 2017	May 2017	June 2017	TOTAL
CAPITAL 1.05% 080318	CD	\$ 1,405			\$ 1,405
FIRSTBANK PR 0.9%020117	CD				-
BARCLAYS 1.2% 073117	CD				-
American Express 1.75% 123118	CD			2,138	2,138
Pimco Unconstrained-PUBAX	MF	1,140	930	912	2,981
Pimco FDS PAC Inv MGM - PTLAX	MF	981	829	757	2,567
Pimco FDS PAC Inv Mgmt-PSHAX	MF	755	721	764	2,239
Cash		2	0	0	2
		<u>\$ 4,283</u>	<u>\$ 2,479</u>	<u>\$ 4,571</u>	<u>\$ 11,332</u>

	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Interest & Dividends	\$ 14,945	\$ 10,709	\$ 12,154	\$ 11,332
Change in Market Value	19,022	1,802	19,549	6,769
CD's Accrued Interest	(1,062)	2,118	(512)	1,880
Investment Returns	<u>\$ 32,905</u>	<u>\$ 14,629</u>	<u>\$ 31,191</u>	<u>\$ 19,982</u>

Fiscal Year to Date Investment Earnings \$ 98,707

ATTACHMENT F

**Finance and Operations Committee Charge
(including red-line version)**



Finance and Operations Committee Charge

Background and Purpose

The financial management of California State University San Marcos Corporation (CSUSM Corporation) requires that the Board institute accounting and reporting systems for proper management of business operations and implement financial standards which will assure the fiscal viability of the organization. This includes proper provision for professional management, adequate working capital, adequate reserve funds for current operations and capital replacements, adequate provisions for new business requirements, and investment of funds not required for daily operations, including but not limited to reserves and campus program funds.

The Finance and Operations Committee's primary purpose is to provide financial and investment oversight of CSUSM Corporation fiscal matters, periodic review of the Corporate Investment Policy, business plan, regular financial and investment reports to the Board, and to make recommendations to the Board of Directors on financial and administrative operations of CSUSM Corporation.

Delegation of Authority and Responsibility

The Board delegates to the Finance and Operations Committee the authority to act as an extension of the Board to ensure the fiscal viability of CSUSM Corporation and to assist the Board in helping to fulfill the Board's fiduciary roles as trustee of invested funds and other liquid assets held by CSUSM Corporation .

The Finance and Operations Committee will review, with the assistance of CSUSM Corporation management and staff, the financial condition, administrative operations, and effectiveness of the Corporate Investment Policy and management practices of CSUSM Corporation in order to relieve the full Board from being involved in the ongoing evaluation process. The Board retains ultimate responsibility to make investment program policy decisions.

The Finance and Operations Committee will meet at least twice a year with additional meetings called as needed. The Committee will report and make recommendations at Board meetings.

Threshold for Board Action

In order to ensure efficient management of CSUSM Corporation, when funds are available for reallocation or expenditure within the parameters of the existing Operating Budget, and do not exceed \$100,000 in the aggregate, the Committee will report such reallocations or expenditures to the Board. Reallocations or expenditures above the \$100,000 threshold will be submitted to the Board for approval.

Finance and Operations Committee Membership

Membership will consist of the University's Vice President for Finance and Administrative Services, at least three other Board members, and the Executive Director as a voting non-Board member. The Committee will be staffed by CSUSM Corporation. A meeting quorum will consist of 50% of the Committee membership.

Revision Dates: 08/16/00; 01/29/09; 10/28/10, 9/14/17
Issue Date: 01/23/97



Finance and Operations Committee Charge

Background and Purpose

The financial management of California State University San Marcos Auxiliary and Research Services Corporation (CSUSM Corporation UARSC) requires that the Board institute accounting and reporting systems for proper management of business operations and implement financial standards which will assure the fiscal viability of the organization. This includes proper provision for professional management, adequate working capital, adequate reserve funds for current operations and capital replacements, adequate provisions for new business requirements, and investment of funds not required for daily operations, including but not limited to reserves and campus program funds.

The Finance and Operations Committee's primary purpose is to provide financial and investment oversight of CSUSM Corporation UARSC fiscal matters, periodic review of the Corporate Investment Policy, business plan, regular financial and investment reports to the Board, and to make recommendations to the Board of Directors on financial and administrative operations of CSUSM Corporation UARSC.

Delegation of Authority and Responsibility

The Board delegates to the Finance and Operations Committee the authority to act as an extension of the Board to ensure the fiscal viability of CSUSM Corporation UARSC and to assist the Board in helping to fulfill the Board's fiduciary roles as trustee of invested funds and other liquid assets held by CSUSM Corporation UARSC.

The Finance and Operations Committee will review, with the assistance of CSUSM Corporation UARSC management and staff, the financial condition, administrative operations, and effectiveness of the Corporate Investment Policy and management practices of CSUSM Corporation UARSC in order to relieve the full Board from being involved in the ongoing evaluation process. The Board retains ultimate responsibility to make investment program policy decisions.

The Finance and Operations Committee will meet at least quarterly twice a year with additional meetings called as needed. The Committee will report and make recommendations at Board meetings.

Threshold for Board Action

In order to ensure efficient management of UARSCCSUSM Corporation, when funds are available for reallocation or expenditure within the parameters of the existing Operating Budget, and do not exceed \$50100,000 in the aggregate, the Committee will report such reallocations or expenditures to the Board. Reallocations or expenditures above the \$50100,000 threshold will be submitted to the Board for approval.

Finance and Operations Committee Membership

Membership will consist of the University's Vice President for Finance and Administrative Services, at least three other Board members, and ~~may have one~~ the Executive Director as a voting non-Board member. The Committee will be staffed by UARSCCSUSM Corporation's ~~Executive Director and Director of Finance and Business Services. The Chair of the UARSCCSUSM Corporation Board is an ex officio voting member of the Committee.~~ A meeting quorum will consist of 50% of the Committee membership, ~~excluding the UARSCCSUSM Corporation Chair unless elected to serve on the Committee.~~

Revision Dates: 08/16/00; 01/29/09; 10/28/10, 9/14/17
Issue Date: 01/23/97

ATTACHMENT G

**Joint Audit Committee Charge
(including the red-line version)**

**California State University San Marcos Corporation
California State University San Marcos Foundation
California State University Associated Students Inc.**

Joint Audit Committee Charge

Background and Purpose

The Joint Audit Committee (“the JAC”) oversees internal financial control practices, corporate compliance activities, and outside auditors for the Boards of Directors of the California State University San Marcos Corporation (“CSUSM Corporation”), the California State University San Marcos Foundation (“Foundation”) and Associated Students Inc. of California State University San Marcos (“ASI”) respectively. JAC has been formed by formal action of each Board to gain time and effort efficiencies, reduce audit costs and take advantage of common audit attributes.

Delegation of Authority and Responsibility

The respective Boards authorize JAC to:

- Review and assess the adequacy of the JAC charge statement and recommend changes to the respective Boards for joint approval.
- Participate in the selection or discharge of the external auditor.
- Review policies and procedures as needed for the purpose of assuring the adequacy of internal controls and financial operating procedures.
- Review the annual audited financial statements with the independent audit firm, including any issues encountered in conducting the audit and make a recommendation to the respective Boards.
- Review the annual exempt organization returns (IRS Forms 990/990T), prepared by the independent audit firm in conjunction with the annual financial audit and make recommendations to the respective Boards.
- Review and discuss any management letter or any communication letters provided by the outside auditor and responses provided by management.
- Report to the respective auxiliary Boards and make recommendations to the Boards periodically on matters within the Charge Statement.
- Call closed meetings to discuss with independent audit firm representatives or any member of management of the participating organizations as may be required under circumstances within the Charge Statement.
- Report to any or all of the respective Boards as circumstances may require, such matters as conflict of interest, private inurement or other insider transactions, the use of the organization’s funds for illegal

payment, and any other questionable practices that may come to the attention of JAC.

- Inform the respective Boards of developments in accounting principles that will affect the auxiliaries, as well as relevant rulings by the IRS and other regulatory bodies.

Audit Committee Membership

The JAC will be composed of at least five members: Two (2) Board members appointed from and by each respective Board. Board chairs and treasurers (including CFOs) may not serve on the JAC.

The JAC may include additional respective Board members or persons who are non-Board members, as the JAC may determine. Each Board shall appoint JAC members for terms specified by each participating organization.

The JAC Chair shall be a CSUSM Corporation Board member appointed by the CSUSM Corporation Board Chair. The JAC Chair may not serve simultaneously as a finance committee member of an appointing Board.

No JAC member shall be a member of a finance committee of respective Board. The JAC will not include members of a participating organization or University staff, although staff members are permitted to attend meetings.

Meetings

JAC meetings shall be conducted consistent with the open meeting law requirements of the respective Boards. The JAC may adopt implementing meeting procedures.

A quorum will consist of 50% of the total JAC membership.

The JAC will meet at least three times each fiscal year: prior to audit work beginning, to receive the annual financial audit reports and to review tax returns. Additional meetings will be held as required.

At the end of each meeting, time will be provided in which the Committee may converse separately with audit firm representatives without the presence of staff.

Approvals:

By CSU San Marcos Corporation: Board Meeting Minute Action on: _____.

By CSU San Marcos Foundation: Board Meeting Minute Action on: _____.

By Associated Student, Inc. of CSU San Marcos: Board Meeting Minute Action on: _____.

Revision to make name change and other updates **8/30/17**

Revision to remove UCorp only effective 8/12/14 on **01/20/16**

Revision for UARSC/ASI only approved by JAC Committee on 08/13/13, effective date tbd

Revision approved by JAC Committee on **08/13/13**

Revision approved by the CSUSM Foundation (philanthropic) Board of Directors on **6/9/10**

Revision approved by the UARSC Board of Directors on **5/27/10**

Revision approved by the ASI Board of Directors on **5/24/10**

Revision approved by the San Marcos University Corporation Board of Directors on **4/14/10**

Revision approved by the UARSC Board of Directors on **3/25/10**

Revision approved by the new CSUSM Foundation (philanthropic) Board of Directors on **3/12/10**

Name change revision only (CSUSM Foundation to UARSC) **7/09**

Revision approved by the CSUSM Foundation (UARSC) Board of Directors on **8/24/0** Revision approved by the San Marcos University Corporation Board of Directors on **7/12/06**

Approved by the CSUSM Foundation (UARSC) Board of Directors on **5/26/05**

Approved by the San Marcos University Corporation Board of Directors on **4/20/05**

California State University San Marcos Corporation
California State University San Marcos Foundation
California State University Associated Students Inc.

Joint Audit Committee Charge

Background and Purpose

The Joint Audit Committee (“the JACCommittee”) oversees internal financial control practices, corporate compliance activities, and outside auditors for the Boards of Directors of the California State University San Marcos Auxiliary and Research Services Corporation (“UARSC CSUSM Corporation”), the California State University San Marcos Foundation (“Foundation”) and Associated Students Inc. of California State University San Marcos (“ASI”) respectively. JAC A joint committee has been formed by formal action of each Board to gain time and effort efficiencies, reduce audit costs and take advantage of common audit attributes. to take advantage of efficiencies available with respect to use of time from staff and Board members, as well as costs of outside auditing to the auxiliaries.

Delegation of Authority and Responsibility

The respective Boards authorize JAC to: delegate to the committee the responsibility to accomplish the following:

- Review and assess the adequacy of the JAC charge statement and recommend any proposed changes to the respective Boards for joint approval of UARSC, Foundation and ASI.
- Participate in the selection or discharge of the external auditor.
- Review policies and procedures as needed for the purpose of assuring the adequacy of internal controls and financial operating procedures.
- Review the annual audited financial statements with the independent audit firm, outside auditors, including any issues encountered in conducting the audit and make a recommendation to the respective auxiliary Bboards, for acceptance.
- Review the annual exempt organization returns (IRS Forms 990/990T), prepared by the independent audit firm in conjunction with the annual financial audit and make recommendations to the respective Borads. informational Federal Form 990s, as prepared by the contracted auditors in conjunction with the annual financial audit, and make a recommendation to the respective auxiliary boards for acceptance.
- Review and discuss any management letter or any communication letters provided by the outside auditor and responses provided by management.

- Report to the respective auxiliary Boards and make recommendations to the Boards periodically on matters within the Charge Statement.its responsibility.
- Call closed meetings to discuss with independent audit firm representatives or any member of management of the participating organizations as may be required under circumstances within the Charge Statement.~~Initiate special sessions for purposes of private discussion with the outside auditors or any member of management or the auxiliary Boards as required by special and/or unusual circumstances or events.~~
- Report to ~~the any or all of the~~ respective ~~auxiliary~~ Boards as circumstances may situations require, such matters as conflict of interest, private inurement or other insider transactions, the use of the organization's funds for illegal payment, and any other questionable practices that may come to the ~~Committee's~~ attention of JAC.
- Inform the respective Boards of developments in accounting principles that will affect the auxiliaries, as well as relevant rulings by the IRS and other regulatory bodies.

Audit Committee Membership

The JAC Committee will be composed of at least five members: Two (2) UARSC-Board members appointed from and by each respective Board. Board chairs and treasurers (including CFOs) may not serve on the JAC.

The JAC may include additional respective Board members or persons who are non-Board members, as the JAC may determine. Each Board shall appoint JAC members for terms specified by each participating organization.

The JAC Chair shall be a CSUSM Corporation Board member appointed by the CSUSM Corp Board Chair. The JAC Chair may not serve simultaneously as a finance committee member of an appointing Board.

No JAC member shall be a member of a finance committee of respective Board. The JAC will not include members of a participating organization or University staff, although staff members are permitted to attend meetings.

~~,one Foundation Board member and two ASI Board members. The Committee may include additional auxiliary Board members or persons who are non-auxiliary Board members as appropriate. The auxiliaries shall appoint members annually or as specified by their respective auxiliary. The Chair of the Committee will not be a member of a finance committee of their respective auxiliary. The Committee will not include members of auxiliary or University staff, though staff members are permitted to attend meetings. At the end of each meeting, time will be provided in which the Committee may converse separately with the auditors without the presence of staff.~~

~~A quorum will consist of 50% of the committee~~

Meetings

~~JAC meetings shall be conducted consistent with the open meeting law requirements of the respective Boards. The JAC may adopt implementing meeting procedures.~~

~~A quorum will consist of 50% of the total JAC membership.~~

The ~~JAC Committee~~ will meet at least three times ~~each fiscal per~~-year: prior to audit work beginning, to receive the annual financial audit reports and to review ~~tax returnsthe Form 990s. Ad hoc a~~Additional meetings will be held as required ~~by circumstances that may arise.~~

~~At the end of each meeting, time will be provided in which the Committee may converse separately with audit firm representatives without the presence of staff.~~

Approvals:

~~By CSU San Marcos Corporation: Board Meeting Minute Action on _____.~~

~~By CSU San Marcos Foundation: Board Meeting Minute Action on _____.~~

~~By Associated Student, Inc. of CSU San Marcos: Board Meeting Minute Action on _____.~~

Revision to make name change and other updates 8/30/17

Revision to remove UCorp only effective 8/12/14 on **01/20/16**

Revision for UARSC/ASI only approved by JAC Committee on 08/13/13, effective date tbd

Revision approved by JAC Committee on **08/13/13**

Revision approved by the CSUSM Foundation (philanthropic) Board of Directors on **6/9/10**

Revision approved by the UARSC Board of Directors on **5/27/10**

Revision approved by the ASI Board of Directors on **5/24/10**

Revision approved by the San Marcos University Corporation Board of Directors on **4/14/10**

Revision approved by the UARSC Board of Directors on **3/25/10**

Revision approved by the new CSUSM Foundation (philanthropic) Board of Directors on **3/12/10**

Name change revision only (CSUSM Foundation to UARSC) **7/09**

Revision approved by the CSUSM Foundation (UARSC) Board of Directors on **8/24/0**Revision approved by the San Marcos University Corporation Board of Directors on **7/12/06**

Approved by the CSUSM Foundation (UARSC) Board of Directors on **5/26/05**

Approved by the San Marcos University Corporation Board of Directors on **4/20/05**

ATTACHMENT H

**Sponsored Projects Committee Charge
(including the red-line version)**



Sponsored Projects Committee Charge

Background and Purpose

In order to provide appropriate levels of service and assistance to the University in seeking grant proposals and in administering grant awards, California State University San Marcos Corporation (CSUSM Corporation) establishes financial goals and policies for administration of grants. CSUSM Corporation works closely with the University's Associate Vice President for Research in establishing goals and policies and/or procedures, particularly when the policies and/or procedures require review by University administration.

Delegation of Authority and Responsibility

The Board delegates to the Sponsored Projects Committee the responsibility to recommend financial goals to the CSUSM Corporation Board of Directors for externally-funded projects and to periodically review policies and procedures which affect CSUSM Corporation and/or University in the areas of grants development or administration.

The Sponsored Projects Committee will review, with the assistance of CSUSM Corporation management and staff, the financial level of proposed and awarded externally-funded projects and the administrative policies and procedures affecting grant development and administration. The Sponsored Projects Committee will have at least one meeting per semester and will report and make recommendations at Board meetings.

Sponsored Projects Committee Membership

Membership will consist of at least three CSUSM Corporation Board members, the University's Associate Vice President for Research, the Executive Director of CSUSM Corporation, and may have two voting, non-Board members who are internal to the University. The committee will be staffed by CSUSM Corporation. The meeting quorum consists of 50% of the committee membership.



Sponsored Projects Committee Charge

Background and Purpose

In order to provide appropriate levels of service and assistance to the University in seeking grant proposals and in administering grant awards, California State University San Marcos Auxiliary and Research Services Corporation (UARSCCSUSM Corporation) establishes financial goals and policies for administration of grants. UARSCCSUSM Corporation works closely with the University's Associate Vice President for Research in establishing goals and policies and/or procedures, particularly when the policies and/or procedures require review ~~and approval~~ by University administration ~~as well as UARSCCSUSM Corporation administration.~~

Delegation of Authority and Responsibility

The Board delegates to the Sponsored Projects Committee the responsibility to recommend financial goals to the UARSCCSUSM Corporation Board of Directors for externally-funded projects and to periodically review policies and procedures which affect UARSCCSUSM Corporation and/or University in the areas of grants development or administration.

The Sponsored Projects Committee will review, with the assistance of UARSCCSUSM Corporation management and staff, the financial level of proposed and awarded externally-funded projects and the administrative policies and procedures affecting grants development and administration. The Sponsored Projects Committee will have at least one meeting per semester and will report and make recommendations at Board meetings.

Sponsored Projects Committee Membership

Membership will consist of at least three UARSCCSUSM Corporation Board members, the University's Associate Vice President for Research, the Executive Director of CSUSM Corporation, and may have two voting, non-Board members who are internal to the University. ~~The Chair of the UARSCCSUSM Corporation Board is an ex officio member of all UARSCCSUSM Corporation committees.~~ The committee will be staffed by UARSCCSUSM Corporation's Executive Director and the Director of Sponsored Projects, when position is



California State University
SAN MARCOS

CSUSM
Corporation

~~filled.~~ The meeting quorum consists of 50% of the committee membership, ~~excluding the~~
~~UARSCCSUSM Corporation Chair unless elected to serve on the Committee.~~

Rev. 8/30/17 Name Change and additional updates
Rev. 1/14/09 Corporation and department name changes only
Rev. 3/19/04

~~Rev. 1/14/09 Corporation and department name changes only~~
~~Rev. 3/19/04~~

ATTACHMENT I

**Student Housing Advisory Committee Charge
(including the red-line version)**



Student Housing Advisory Committee Charge

Background and Charge

The auxiliary support functions of the CSUSM Corporation are expanding to include student housing facilities, contract management of affiliated housing and Summer Conferencing

The Board of Directors has determined that a standing committee will provide needed advice relating to this important University support function.

The Student Housing Advisory Committee is charged with the review of on and off campus student housing facilities and support programs; to develop and recommend Board steps to improve management and operations, particularly as it relates to budgets, food services, marketing, and fee rates; and to play an active role in objectives and plans for future student housing needs.

Authority and Responsibility

The Student Housing Advisory Committee is established under CSUSM Corporation Bylaws Article V, Section 6. Advisory Committees. Committee regular meetings shall generally be held quarterly with special meetings called by the Committee Chair as needed. The Committee is responsible for compliance with applicable meeting procedures established by the Board, and making timely reports and recommendations to the Board through the Committee Chair.

Committee Composition, Chair & Meetings

The Board's Student Housing Advisory Committee shall be composed of the following:

1. One (1) Member of the Board of Directors appointed by the Board;
2. One (1) Student member;
3. CSUSM Corporation Executive Director;
4. University Director of Residential Education; and
5. A designated Property Management Representative

A meeting quorum for purposes of conducting business is a majority of the Committee membership



Student Housing Advisory Committee Charge Statement

A. Background and Charge

The auxiliary support functions of the CSUSM Corporation are expanding to include student housing facilities, contract management of affiliated housing and Summer Conferencing

The Board of Directors has determined that a standing committee will provide needed advice relating to this important University support function.

The Student Housing Advisory Committee is charged with the review of on and off campus student housing facilities and support programs; to develop and recommend Board steps to improve management and operations, particularly as it relates to budgets, food services, marketing, and fee rates; and to play an active role in objectives and plans for future student housing needs.

Authority and Responsibility

The Student Housing Advisory Committee is established under CSUSM Corporation Bylaws Article V, Section ~~46. Non-board Advisory Committees membership~~. Committee regular meetings shall generally be held quarterly with special meetings called by the Committee Chair as needed. The Committee is responsible for compliance with applicable meeting procedures established by the Board, and making timely reports and recommendations to the Board through the Committee Chair.

Committee Composition, Chair & Meetings

The Board's Student Housing Advisory Committee shall be composed of the following:

1. One (1) Member of the Board of Directors appointed by the Board;
2. One (1) Student member;
3. CSUSM Corporation Executive Director;
4. University Director of Residential Education; and
5. A designated Property Management Representative

~~The Chair of the UARSC Board is an ex-officio voting member of the Committee, and will serve as the Committee Chair.~~ A meeting quorum for purposes of conducting business is a majority of the Committee membership, ~~excluding the UARSC Board Chair.~~

ATTACHMENT J

New Executive Committee Charge



Executive Committee Charge

Background and Purpose

Article V, Section 4 of the CSUSM Corporation Bylaws establishes a standing Executive Committee and outline its purpose and functions.

The Executive Committee's primary purpose is to consider and act upon matters when it is not possible or convenient for the Board of Directors to convene a Special Meeting. Bylaws Article V, Section 4(b) provides:

When it is not convenient for the Board of Directors to act by Special Meeting, the Executive Committee shall have and exercise the authority of the Board in the management of the corporation, except the power and authority to adopt, amend or repeal these Bylaws, or such other powers as may be prohibited by law, by the Articles of Incorporation or by these Bylaws. The Executive Committee shall have such additional powers as the Board of Directors shall from time to time prescribe or direct; provided, however, the Executive Committee may not authorize the expenditure of more than \$100,000 without the prior approval of the Board of Directors. In all cases, the Executive Committee shall promptly report to the Board any actions taken on behalf of the corporation.

Delegation of Additional Duties

The Board delegates to the Executive Committee the additional duties to facilitate the nominations process, review Board and Committee structure, address issues of governance and to recommend changes to the Articles of Incorporation and Bylaws as needed.

The Executive Committee will announce Board and corporate officer vacancies, seek nominations, interview potential Board members (as required), and provide nominations to the President and the Board, develop and oversee orientation program for new Board members, recommend annual meeting calendar, and conduct periodic self-study of Board and committee operations and structure. The Executive Committee will meet as needed, but no less than two times per year, and will make recommendations to the Board with respect to these additional duties.

Executive Committee Membership

Pursuant to Bylaws Article V, Section 4(a), Executive Committee membership will consist of the corporate officers and other Board members with the consent of the Board. In the event that the University Vice President for Finance and Administrative Services, as a designated Director, is not an officer, he/she shall be a member and Chair of the Executive Committee. The CSUSM Corporation Executive Director will be a nonvoting standing liaison to the Committee. A quorum will consist of 50% of the Committee membership present at a meeting.

Revision Dates:

Issue Date:

ATTACHMENT K

Quarterly Financial Report & Summary 6/30/17

California State University San Marcos Corporation
Statement of Financial Position
June 30, 2017

	Balance 6/30/17	Balance 3/31/17	Quarter Increase/ (Decrease)
Assets			
Cash and Short-Term Investments	\$ 4,200,442	\$ 4,365,725	\$ (165,283)
Accounts Receivable-Sponsored Programs	2,500,454	2,034,745	465,709
Other Receivable	1,120,904	1,077,986	42,918
Other Assets	77,248	90,811	(13,563)
CCF-Bldg & Fixtures (Net)	4,338,127	4,409,376	(71,249)
Property & Equipment (Net)	3,884,071	2,107,071	1,777,000
Total Assets	\$ 16,121,246	\$ 14,085,714	\$ 2,035,532
Liabilities & Net Assets			
Liabilities:			
Accounts Payable and Accrued Expenses	1,977,469	\$ 1,463,910	\$ 513,559
Deferred Revenue	3,993,029	2,505,610	1,487,419
Notes Payable - CSUSM	198,291	198,291	-
Post-Retiree Health Benefit Accrual	1,464,349	1,437,968	26,381
Total Liabilities	\$ 7,633,138	\$ 5,605,779	\$ 2,027,359
Net Assets:			
Unrestricted:			
Operating Reserves	\$ 1,588,866	\$ 1,560,806	\$ 28,060
Campus/Designated Programs	1,815,070	1,934,112	(119,042)
Administrative Current Year Net Activity	679,929	516,225	163,704
CCF-Bldg & Fixtures	4,338,128	4,409,377	(71,249)
Property & Equipment	66,115	59,415	6,700
Total Net Assets	\$ 8,488,108	\$ 8,479,935	\$ 8,173
Total Liabilities & Net Assets	\$ 16,121,246	\$ 14,085,714	\$ 2,035,532

California State University San Marcos Corporation
Administrative Operating Summary
7/1/16 to 6/30/17

	Annual Budget FY 16/17	Quarter 4 4/1/17 to 6/30/17			Fiscal Year To Date 7/1/16 to 6/30/17			Comparison of Prior FYTD Actual to Current FYTD Actual		
		Budget	Actual	Variance	Budget	Actual	Variance	Prior FYTD 6/30/16	Current FYTD 6/30/17	% Increase (Decrease)
Revenue										
Grant/Contract Admin Fees	\$ 1,130,000	\$ 282,500	\$ 390,887	\$ 108,387	\$ 1,130,000	\$ 1,510,076	\$ 380,076	\$ 1,124,101	\$ 1,510,076	34%
Less: University Sharing	(280,125)	(160,118)	(2,507)	157,611	(280,125)	(280,125)	0	(234,679)	(280,125)	19%
Net Grant/Contract Admin Fees	\$ 849,875	\$ 122,382	\$ 388,380	\$ 265,998	\$ 849,875	\$ 1,229,951	\$ 380,076	\$ 889,422	\$ 1,229,951	38%
Admin Fees - Campus Programs	235,000	58,750	67,925	9,175	235,000	247,275	12,275	240,700	247,275	3%
Bookstore Net Revenue	333,000	33,300	37,909	4,609	333,000	354,723	21,723	352,557	354,723	1%
Other Commercial Services Revenues	158,960	39,740	84,895	45,155	158,960	172,427	13,467	138,288	172,427	25%
Investment Income	-	-	19,982	19,982	-	98,707	98,707	10,900	98,707	806%
Exchange of Value - CSUSM	445,000	111,250	111,250	-	445,000	445,000	-	350,587	445,000	27%
Space Rental	139,092	34,773	34,773	-	139,092	139,092	-	139,092	139,092	0%
Other Revenue	47,824	11,956	11,375	(581)	47,824	56,317	8,493	144,739	56,317	-61%
Total Revenue	\$ 2,208,751	\$ 412,151	\$ 756,489	\$ 344,338	\$ 2,208,751	\$ 2,743,492	\$ 534,741	\$ 2,266,285	\$ 2,743,492	21%
Post-Retirement	\$ 161,242	\$ 40,311	\$ 40,310	\$ 1	\$ 161,242	161,242	\$ -	\$ 117,240	161,242	38%
Expenses: UARSC Operations	1,918,513	479,628	552,474	(72,846)	1,918,513	1,902,321	16,192	1,861,964	1,902,321	2%
Net Operating Revenues	\$ 128,996	\$ (107,788)	\$ 163,705	\$ 271,493	\$ 128,996	\$ 679,929	\$ 550,933	\$ 287,081	\$ 679,929	137%

**California State University San Marcos Corporation
Program Revenue Activity Summary
7/1/16 to 6/30/17**

Program Activity	Annual Budget FY16/17	Quarter 4 4/1/17 to 6/30/17			Fiscal Year To Date 7/1/16 - 6/30/17			Comparison of Prior FYTD Actual to Current FYTD Actual		
		Budget	Actual	Variance	Budget	Actual	Variance	Prior FYTD 6/30/16	Current FYTD 6/30/17	% Increase (Decrease)
Grants/Contracts										
Federal	\$ 9,506,440	\$ 2,376,610	\$ 4,079,536	\$ 1,702,926	\$ 9,506,440	\$ 11,114,724	\$ 1,608,284	\$ 8,308,842	\$ 11,114,724	34%
Other Grants/Contracts	1,316,048	329,012	81,858	(247,154)	1,316,048	764,526	(551,522)	1,084,343	764,526	-29%
Total Grants/Contracts	\$ 10,822,488	\$ 2,705,622	\$ 4,161,394	\$ 1,455,772	\$ 10,822,488	\$ 11,879,250	\$ 1,056,762	\$ 9,393,185	\$ 11,879,250	26%
Campus/Designated Programs										
Total Program Revenues	\$ 2,763,486	\$ 690,872	\$ 541,025	\$ (149,847)	\$ 2,763,486	\$ 3,583,099	\$ 819,613	\$ 3,597,177	\$ 3,583,099	0%
	\$ 13,585,974	\$ 3,396,494	\$ 4,702,419	\$ 1,305,925	\$ 13,585,974	\$ 15,462,349	\$ 1,876,375	\$ 12,990,362	\$ 15,462,349	19%

ATTACHMENT L

Delegation of Authority



DELEGATION OF AUTHORITY POLICY

PURPOSE AND BACKGROUND:

The California State University San Marcos Corporation is engaged in a variety of transactions that require prudent control over the authorization to execute documents that obligate the Corporation or which otherwise confirm financial or contractual transactions.

This statement lists the document types and corresponding signatories required thereon to authorize the transaction associated with each type of document.

POLICY:

The Executive Director is authorized to establish written management guidelines consistent with and in implementation of this policy statement, including delegation of authority granted through this policy.

Those with delegated authority may re-delegate in writing to officers, employees or agents of the Corporation, with approval of the Executive Director or designee.

Attached is a description of document types and corresponding authorized signatories (“CSUSM CORPORATION DELEGATION OF AUTHORITY, DOCUMENTS TYPES AND AUTHORIZED SIGNATORIES PROCEDURE”).

The undersigned Secretary hereby certifies that the foregoing is a full, true and correct copy of the policy of the Board of Directors of the California State University San Marcos Corporation duly made at a regular Board meeting on February 26, 2015.

Cynthia Chavez Metoyer
Secretary

Date

CSUSM CORPORATION
DELEGATION OF AUTHORITY
DOCUMENT TYPES AND AUTHORIZED SIGNATORIES

<u>Banking and Investment Transactions</u>	
Open or Close Bank Accounts	Executive Director
Transfers Between Bank Accounts	Director, Business Operations & Finance
Wire Transfers, Withdraw Requests	Director, Sponsored Projects
Deposits	
<i>With E.D. or Designee prior approval</i>	CSUSM University Controller
<i>With E.D. or Designee prior approval</i>	Manager, Auxiliary Accounting
<i>Wire Transfer Request Only</i>	Auxiliary Accountant
<i>A/P Wire Transfer Request Only</i>	CSUSM Accounts Payable & Travel Manager
<i>A/P Wire Transfer Request Only</i>	CSUSM Accounts Payable Technician
<i>Dual Approval Required on all Account Open or Close Activity</i>	
<i>Dual Approval Required on all Transfers/Withdrawals</i>	
<u>Disbursements & Other Negotiable Instruments & Transactions</u>	
Commercial checks, sight drafts, other negotiable instruments	VP, Finance and Administrative Services (electronic)
2 signatures required on checks over \$50,000	Executive Director
	Director, Business Operations & Finance
	CSUSM AVP, Finance and Budget
	CSUSM Manager, Auxiliary Accounting
	CSUSM University Controller
<u>Contractual Documents</u>	
Agreements or contracts, including property conveyances, service agreements, leases, MOU's with campus, licenses	Executive Director
	Director, Business Operations & Finance
	Director, Sponsored Projects
<u>Real Property Leases</u>	
	VP, Finance and Administrative Services
	Executive Director
<u>Requisitions for Services & Purchases</u>	
	Individuals with Expense Account Authorizaton per Fiscal Authority
<u>Fixed Asset Inventories & Asset Disposal</u>	
	Executive Director
	Director, Business Operations & Finance
	Director, Sponsored Projects
<u>Tax Returns</u>	
	VP, Finance and Administrative Services
	Executive Director
	Director, Business Operations & Finance
<u>Human Resource Documents</u>	
	Executive Director
	Director, Human Resources and Payroll Services
<u>Manual Payroll Checks</u>	
2 signatures required on payroll checks over \$5,000	Executive Director
	Director, Business Operations & Finance
	Director, Sponsored Projects
	CSUSM University Controller
<u>Campus Programs</u>	
CSUSM Corporation Project Agreements related to Campus Program activities administered by CSUSM Corporation	Executive Director
	Director, Business Operations & Finance
	Director, Human Resources and Payroll Services
	Director, Sponsored Projects
<u>Sponsored Projects (Grants & Contracts)</u>	
CSUSM Corporation Project Agreements	Executive Director
Contractual Documents	Director, Sponsored Projects
Procurement Documents	Director, Human Resources and Payroll Services
Financial Documents	Director, Business Operations & Finance
Expenditures	