



Annual Meeting of the Board of Directors

September 5, 2013

Center for Children and Families Classroom

Attendees:

Members: Ann Bersi (Chair), Matthew J. Ceppi, David Chang, Linda Hawk, Graham Oberem, Susan Schnepf, Camille Schuster, Ernest Zomalt (Vice Chair)

Absent: Tres Conrique, Brandon Losey

Guests: Chuck De Leone, Professor of Physics, Kent Gibson, Finance & Administrative Services Consultant and Sharon Whitehurst-Payne, Board Member Nominee

Convening of the Annual Meeting

A quorum being present, Chair Bersi called the meeting to order at 4:07 p.m. She welcomed everyone and introduced Kent Gibson, Finance & Administrative Services Consultant, Dr. Sharon Whitehurst-Payne, former Board member and Board member nominee, and Dr. Chuck De Leone, Professor of Physics, CSUSM.

Membership Update

Chair Bersi turned the meeting over to Zomalt, Vice Chair of the Nominating and Governance Committee for the Membership Update. Zomalt reported on the changes to Board membership since the last meeting: Powell resigned his community member term ending 9/14 due to a move out of state. Moss resigned her community member term ended 9/14 due to her increased faculty workload this term. Green resigned his Alumni member term that ended today due to his increased responsibilities at his place of employment. UARSC is presently recruiting for the alumni member seat.

Board Member Nominations

Zomalt reported that the Nominating and Governance Committee met and moved forward for approval the nominations for new appointments and reappointments as presented: Reappointment, Brandon Losey, partial 1-year student member term ending 12/19/13; Reappointment, Susan Schnepf, 3-year community member term ending September 2016; New Appointment, Sharon Whitehurst-Payne, 3-year community member term ending September 2016. A background and bio was provided for Whitehurst-Payne.

Zomalt asked if there were any objections to approving the proposed nominations as a slate. There were none. *A motion comes moved and seconded from the Nominating*

and Governance Committee to approve the proposed nominations for 13/14 as presented. Motion carried. An updated membership roster was provided. Whitehurst-Payne was welcomed to the Board and will begin her membership role at the regular meeting that follows.

Board Officer Nominations 13/14

Zomalt reported that the Nominating and Governance Committee met and moved forward for approval the board officer nominations for 13/14 as presented: Ann Bersi as Chairperson, Ernie Zomalt as Vice Chairperson, Dora Knoblock as Secretary and Greg Svatora as Treasurer. *A motion comes moved and seconded from the Nominating and Governance Committee to approve the Board Officer Nominations for 13/14 as presented. Motion carried.*

Ratification of Joint Audit Committee Membership 12/13

Zomalt reported that due to the resignation of Green from the Board, this created a vacancy on the Joint Audit Committee. UARSC holds two seats on this committee and the other seat was already vacant. The Joint Audit Committee needed to meet and hold its pre-audit meeting prior to the Annual Meeting today. The Nominating and Governance Committee discussed this issue at its August 13, 2013 meeting. *A motion comes moved and seconded to appoint Chang and Losey to the Joint Audit Committee as of August 13, 2013 and recommend that the Board ratify this change to the 12/13 Committee Membership. Motion carried.*

Proposed Committee Membership 13/14

Schuster arrived. Zomalt reported that the Nominating and Governance Committee met and moved forward for approval the proposed Committee Membership for 13/14 as presented. *A motion comes moved and seconded from the Nominating and Governance Committee to approve the committee memberships for 13/14 as presented. Motion carried.*

Adjournment

The Annual Meeting adjourned by acclamation at 4:15 p.m. A regular Board meeting will follow.

*Respectfully submitted,
Sarah Derho*

I, Dora Knoblock, Secretary, hereby certify that the above Minutes were approved by the University Auxiliary and Research Services Corporation Board of Directors at a regular meeting held on November 14, 2013, at San Marcos, California.



Secretary



Date