



**ASSOCIATED
STUDENTS INC.**
C H A N N E L
I S L A N D S

**NOTICE OF MEETING OF THE BOARD OF DIRECTORS OF
ASSOCIATED STUDENTS OF CSU CHANNEL ISLANDS, INC.**

NOTICE IS HEREBY GIVEN, to the general public and to all of the Board of Directors of Associated Students of CSU Channel Islands, Inc., a California nonprofit public benefit corporation, that:

A meeting of the Board of Directors was held on Thursday, July 30, 2014 at 1:00 p.m., pursuant to Education Code Section 89921 et seq., at California State University Channel Islands, Student Union Conference Room, located at One University Drive, Camarillo, CA 93012, to consider and act upon the following matters:

- 1) Call to Order: 1:01 P.M.
 - a) Members Present: Zachary Valladon, Vanessa Bahena, Cindy Derrico, Nsomah Apambire, Connor Collins, Leah Alarcon, Sara Sanders, Morgan Franklin and Monique Reyna.
 - b) Members of the Public: Dr. Genevieve Evans Taylor, Christine Thompson, Diana Ballesteros, Chelsea Viñas, Dr. Sawyer, Toni Rice and Genesis DeLong.
- 2) Public Forum: No members of the public addressed the Board.
- 3) New Business:
 - a. **ACTION ITEM: Interview candidate for open student Board of Director position (Christine Thompson)** – Chelsea Viñas was asked to discuss her interest in the board position. She claimed that she has been part of the board before and is very passionate about it. Ms. Sanders asked her about her other commitments for the upcoming year and she responded that she is only part of one committee. Motion to approve Ms. Viñas for a 1 year term board member by Ms. Reyna, second by Mr. Valladon. Motion passes.
 - b. **ACTION ITEMS: Officer Appointment (Christine Thompson)** – Ms. Thompson explained the responsibilities and duties of the positions. Additionally, she reassured the Board that there is no rush to vote on the positions at this meeting, however she would like to have the ASI chair voted in today.
 - a. **ASI Chair:** Ms. Bahena nominated Ms. Apambire, she accepted. Ms. Apambire would like to grow more and believes that this position would help her achieve that. As chair she would like to discuss items longer and wants more public opinion in the Board. Ms. Derrico asks her how she plans to be more efficient with the Boards' time. Ms. Apambire would meet with Christine to be more prepared and prioritize. Ms. Bahena motions to approve Ms. Apambire as the ASI chair.
 1. Discussion: Ms. Sanders has worked with her and she believes she has the drive, however her concern is the parliamentary procedure experience she lacks. Ms. Reyna expresses that Ms. Apambire has served in leadership positions, however this position is different. She's unsure if Ms. Apambire's past leadership experiences will provide her with the necessary skills to chair the ASI board. Ms. Bahena believes that the candidate does a good job of being prepared before the board meetings. Additionally, she believes that she can be efficient with the boards' time. Ms. Derrico expressed that parliamentary procedures can be obtained and coached. The assumption is that she will get coached in between meetings. She feels confident that she can do this. One opposed. No abstentions. Motion passes.
 - b. **ASI Vice Chair:** Ms. Bahena nominates Ms. Viñas, she accepts the nomination. The candidate believes that this position can be strengthened. Additionally, she doesn't have a lot of commitments and believes she

can be dedicated to this position and the Board won't be disappointed. The candidate was asked about her BASC committee experience, she answers that she has experience with it and she would fit right in. Mr. Valladon motions to approve Ms. Viñas, second by Ms. Bahena. All in favor, motion passes.

- c. **Other positions:** Ms. Bahena motions to table the rest of the positions for the next Board meeting, second by Mr. Valladon. Ms. Reyna would like to vote on the positions today since the majority of the student board members are present. Mr. Valladon believes that we should wait to have the whole Board present and voted in. This will give the whole board the opportunity to run for a leadership role. Ms. Bahena points out that the majority of the students on the board are entity leaders, which means that these positions can be a leadership opportunity for non ASI entity leaders. Ms. Reyna responds that the ASI Board application has been up for a very long time and we haven't received applicants beside one. She isn't sure how many people will apply by the next board meeting. Mr. Valladon calls to question, second by Ms. Bahena. All in favor. Motion to table the positions until next meeting, 1 opposed. Motion passes.

- c. **ACTION ITEM: Personnel Changes (ASI Chair)** – Dr. Sawyer and Dr. Evans Taylor addressed the ASI Board about personnel changes. Dr. Sawyer apologized for not presenting on the ASI history during the ASI Board training, he assured the Board that he will be back at a later date. Dr. Sawyer wants to have the Board be up to date with the latest changes of ASI. He informs the Board that Dr. Evans Taylor is currently working as the Chief of Staff for President Rush. She is in this position for six months, which gives President Rush the opportunity to do a full and longer search for a permanent employee to fulfill this position. This means that Dr. Evans Taylor is not in the ASI Executive Director position and ASI currently does not have an Executive Director. Due to these changes, Dr. Sawyer has asked AVP Toni Rice to assist while in Dr. Evans Taylor absence. Ms. Rice was part of the initial ASI group and possesses ASI knowledge and history.
 - a. **Dr. Evans Taylor:** Expressed that the ASI Board training is one of her favorite times, since there is new leadership and great opportunities for growth. She believes that this will be great year since the Board is under great leadership and there is so much to accomplish. Dr. Evans Taylor expressed that ASI is a strong non-profit that is growing and at this point we can't sustain this growth. There needs to be changes and shifts in order to sustain. The ASI Board has been working on personnel since the end of the last school year, however it was awkward timing since the board had finished their term. Ms. Rice, Dr. Sawyer and Dr. Evans Taylor met to figure out the personnel dilemma at a fast pace. Dr. Evans Taylor had made plans for personnel changes for each upcoming year, which includes the amount of CI students that would increase each year. These plans were created through a lot of research and work. She looked at human resources practices and non-profit laws. She expressed that it takes a lot of work and knowledge to make personnel changes and future plans. Moreover, she recognized that the skills and knowledge needed to make personnel changes is not something the Board members possess. In order to make an appropriate decision for the organization, one has to have the knowledge and experience needed. Unfortunately, we don't have the time to get all the board members up to speed. Dr. Evans Taylor wanted the association to continue without much hiccup when she left her position, however there are some things in the ASI board documents that doesn't allow us to be as flexible as we thought. She explained that a document was given to the past board to review, a new board restructure. This document was meant to help clarify confusion on what decisions should the Board be making and what decisions to delegate. One of the reasons for this document is the huge turnover for the Board, this provides a challenge since the history isn't always there. Dr. Evans Taylor asked the Board to look at the bylaws under the section 7.1 (please see below). These bylaws were written by Dr. Sawyer and shortly after he hired the first employees for ASI (Toni Rice, Rachel Tofoya, Christine Thompson etc.) since then Dr. Sawyer has been off the board. These bylaws made sense at the time since Dr. Sawyer was part of the board, however they don't make sense anymore. Due to these reasons Dr. Evans Taylor would like the board to look and review this section. She would like the board to delegate the power of personnel to Dr. Sawyer. She would like to clarify that the board has the option to not delegate this power, however these personnel changes will take the board a very long time to complete and will take time from other topics. Additionally, this potential delegated power to Dr. Sawyer will be until July 1, 2015 or until the Executive Director position is filled, whichever

comes first. The power of delegation can be taken back immediately, this was written in purposely so the board never gives the power up completely. If the board does not delegate this power, the board would have to do research on position descriptions, salaries etc. She would like the board to vote on this today, however there is a scheduled ASI Board meeting for August 14th.

b. **Discussion:** Dr. Sawyer informed the Board that the process and changes will always be transparent and a collaboration. There wouldn't be a move that would be made without talking to the Board. All of the processes (open forums, search committees etc.) include students and their insight. There are making this suggestion since personnel is extremely complicated and human resources is a full time job. Dr. Sawyer clarified that Ms. Rice is not the next ASI Executive Director, she is overseeing ASI. Since Dr. Evans Taylor position is interim until President does a full fledged search for the position, ASI cannot fill the Executive Director position until we know that Dr. Evans Taylor is coming back or not. Dr. Sawyer delegated the task of oversight of ASI to Ms. Rice since he is in charge of DSA. The question on the table is if Dr. Sawyer can assist the board in making personnel changes, since he has been part of the ASI process from the beginning. Ms. Sanders asked about the bylaws claiming that in the absence of the Executive Director the power would go to the ASI Chair. Dr. Evans Taylor responded that this is one of the many reasons why we need to revise and do the restructure. Dr. Sawyer believes that this is the time to look at these things that use to fit at the time and don't fit anymore. Ms. Viñas knows personally how much time personnel took from the Board last semester and she feels comfortable delegating this power to Dr. Sawyer. Dr. Evans Taylor explained that these possible personnel changes were already in place for the future, however due to the recent changes the move would take place a year before. The board agrees that this discussion can be a bigger discussion involving a review of the bylaws line by line. Motion to update the bylaws to delegate the powers under section 7.2 to Dr. Sawyer to make all personnel decisions until July 1, 2015 or until the executive director position is filled by Ms. Viñas, second by Mr. Collins. The board realizes that the motion needs to be amended since they are not changing the bylaws but delegating a specific authority. Ms. Viñas amends her motion to delegate authority to Dr. Sawyer to make the decisions the Executive Director was in charge of, second by Mr. Valladon. Motion to amend the existing clause to include the personnel clause, second by Ms. Sanders. All in favor, no opposed. Motion passes.

d. **TIME CERTAIN 1:30 PM: ASI Audit Entrance Conference** - As a matter of protocol, Vasin & Heyn require an entrance conference to explain their roles during audit season, which is why this conference call took place. The representative informed the Board that ASI has a low risk assessment in terms of risk areas they pay attention to. Additionally, most of the revenue is coming from student fees and most expenses are for the students. Vasin & Heyn will provide an initial graph on September 5th, this will allow any discussion and changes to be made. An exit conference is scheduled for September 8th to discuss the results of the audit. Moreover, September 19th is the deadline for the audit report. Lastly, he informed the board that the audits has been going smoothly due to the work of Jen Moss and her team.

e. **Sign Conflict of Interest**

4) Adjournment at 2:45 p.m.

Next ASI Board Meeting is scheduled for Thursday, September 4, 2014 at 7:40 a.m. in the Student Union Conference Room.

Respectfully submitted by Diana Ballesteros.

General Powers: All the business and affairs of the corporation shall be managed and controlled by the Board of Directors. The Board may delegate the management of the corporation's activities to person(s), management company, or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral, or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercise full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral, or delegation at any time.