



STUDENT UNION, INC. BOARD OF DIRECTORS

**Meeting Minutes for
May 11, 2021 at 4:15 pm**

This was a telecommute meeting by Zoom Video Conference.

This meeting was facilitated through an online Zoom format, consistent with the Governor's Executive Order N25-20, suspending certain open meeting law restrictions.

Voting Members Present: Ellen Middaugh, Cynthia Fernandez-Rios, Joshua Reyes, Emily Wughalter, Nicholas Ayala, Zobeida Delgadillo, Sonja Daniels, Ishan Gupta

Voting Members Absent: Charlie Faas, Zachary Birrer 9/15/2021

Non-Voting Member Present: Tamsen K. Burke DocuSigned by:
Tamsen Burke
61FFC907735748F...

Guests Present: Cole Pergerson (President, Fencing Club), Nicole Thompson (Power Lifting Club), Jennifer Zermeno, Catherine Luong, Kylee Kim, William Lee, Anthony Pineda, Amy Guerra-Smith, David Alves, Jerry Darrell, Debbie Gairaud, Ryan Fetzer, Leanne LoBue, Kathleen Prunty, Carole Dowell, Erick Campos, Katina Green, Diane Qin, Jeffory Toone, Yavik Kapadia, Donna Tuetimez, Matthew Lee, Winston Adams, Kelsey Snook, Aaron Anderson, Kim Hagens, Larry Aldama, Kristina Hunt, Kristine Kirkendall, Juane Pruitt, Caryn Collopy, Aarushi Sharma, Karyn Liensdorf

I. CALL TO ORDER

Cynthia Fernandez-Rios called the May 11, 2021 Student Union Board of Directors Meeting to order at 4:17 pm.

II. ROLL CALL

Cynthia Fernandez-Rios asked Amy Guerra-Smith to take roll call. Amy Guerra-Smith completed a verbal roll call.

III. APPROVAL OF MAY 11, 2021 AGENDA

Cynthia Fernandez-Rios asked for any changes needed to the MAY 11, 2021 STUDENT UNION BOARD OF DIRECTORS MEETING AGENDA. Seeing no changes, Ms. Fernandez-Rios asked for a motion to approve the agenda as presented.

Joshua Reyes motioned to approve the agenda as presented; Ellen Middaugh seconded.

Vote on the Motion: 8-0-0 Motion Passed.

IV. APPROVAL OF APRIL 13, 2021 MEETING MINUTES

Cynthia Fernandez-Rios asked for any changes needed to the APRIL 13, 2021 STUDENT UNION BOARD OF DIRECTORS MEETING MINUTES. Seeing no changes requested, Ms. Fernandez-Rios asked for a motion to approve the meeting minutes as presented.

Emily Wughalter motioned to approve the minutes as presented; Ellen Middaugh seconded the motion.

Vote on the Motion: 7-0-1 Motion Passed.

V. OPEN FORUM

Cynthia Fernandez-Rios opened the meeting to those in attendance for the open forum and invited comments and questions. A couple of students in attendance asked some questions regarding the impact of the Event Center's operation changing to the University and how this change would impact students.

Nicole Thompson expressed the concern of student clubs and organizations who already pay fees to have access to the Event Center and its weight room, support and maintain that facility. If students do not have access to this facility and will have to go off-site and students club members will have to pay more club dues. Nicole Thompson also expressed the disconnect between having clubs and organizations if those clubs and organizations can't participate on campus.

Cole Pergerson, president of the Fencing Club, commented with concern about all indoor club sports teams using the Event Center and that the Club Sports teams have access to the facility and have worked out a consistent schedule for all the indoor club teams to have access to use the facility. Mr. Pergerson asked how the University plans to honor this schedule for equitable access.

VI. EXECUTIVE DIRECTOR'S REPORT

Tamsen Burke informed the Board Members that the Student Union, Inc. teams are currently working on re-opening plans. The programming teams are working hard and commended these teams on the development of their plans which are considered high risk for participation in the fall.

The Student Union is in the process of hiring 11 full-time open positions and student positions.

VII. COMMITTEE REPORTS

A. Audit Committee (Cynthia Fernandez-Rios)

Cynthia Fernandez-Rios noted that the Audit Committee met and the committee was presented and unanimously approved the RSM annual engagement letter for the FY 2020-2021 Financial Audit.

B. Facilities & Programs Committee (Zachary Birrer, Alternate Tamsen Burke)

Tamsen Burke presented to the Board Members the various projects that the Facilities and Programs Committee discussed at the last meeting which included competition pool heat exchanger, the ATM Kiosk project, the Student Union plenum project.

Tamsen Burke also noted that the Programming teams provided over 120 virtual programs and commended these teams for their creativity and adaptability in shifting their programming models to interact and engage with students.

C. Personnel Committee (Joshua Reyes)

Joshua Reyes noted that the committee conducted interviews with the Student-at-Large candidates. Mr. Reyes noted that there were 24 applicants for the student-at-large positions and that the Personnel Committee recommended the Board to approve the three students for the student-at-large positions. Mr. Reyes also noted that the Personnel Committee discussed the Faculty Representative recommendations and the Community Member recommendation and that the committee will be interviewing those candidates soon.

D. Finance Committee (Zachary Birrer, Alternate Cynthia Fernandez-Rios)

Cynthia Fernandez-Rios reported out in the absence of the Finance Committee chairperson, Zachary Birrer. Ms. Fernandez-Rios noted that the Finance Committee reviewed and approved the Finance Committee's recommendation to approve the proposed budget request. Ms. Fernandez-Rios indicated that there was a reorganization to realign the AV team with the Event Services Office from the Event Center budget to the student Union budget. Charlie Faas requested additional narratives to align with the financial request.

VIII. DISCUSSION ITEMS

A. Audit Committee Recommendation to Approve the RSM US LLP Engagement for FY 2020-2021 Financial Audit

Cynthia Fernandez-Rios asked for any discussion regarding the RSM US LLP Engagement letter. There were no questions.

B. Personnel Committee Recommendation of Bylaws Change

Ellen Middaugh provided the Board Members with content to the recommended change to the Student Union, Inc. Bylaws. The change requested is to add non-voting 1-year traineeships to help the prospective student-at-large representatives understand the Student Union, Inc. business prior to becoming a voting Board Member.

Tamsen Burke provided more details pertaining to the change in the Bylaws and the Board Traineeship.

Two variations of the bylaw change were presented to the Board members as noted below. Several questions were raised about the 2-year appointment, and the expectation would be an additional year of traineeship for a total of 3 years? Ellen Middaugh responded that yes, the first year would be a traineeship followed by a 2-year appointment if elected to serve in subsequent years. In addition, the language of ‘written recommendation’ was posed as to what criteria would be used. Tamsen Burke answered the question that one of the metrics would be that the student would have to apply and be offered the traineeship. Ms. Burke suggested the board develop other guidelines or recommendations to be considered as this gets developed.

Nicholas Ayala inquired if the traineeship was going to be a prerequisite for future board members as the way this is written gives the assumption that the traineeship is required to be considered qualified as a student director. Ellen Middaugh commented that no, this is not a requirement as some students have experience. Nicholas Ayala suggested to remove the last sentence of Recommendation #2. Emily Wughalter suggested adding “the board may designate up to two qualified prospective students”. The Board Members discussed the changes. After lengthy discussion, the Board agreed to remove the suggestion of “up to two (2)” and strike the last sentence of Recommendation 2.

The recommendations presented to the Personnel Committee are as follows.

Recommendation 1: Approved by the Personnel Committee

Two (2) student prospects are invited to attend Board of Director meeting open sessions to learn the business of the organization as a part of preparation to become an elected Board of Director within one year. If a student director vacancy occurs before the end of the director’s term, the student prospect may apply to be approved as a replacement and shall only serve the remainder of the term.

Recommendation 2: Corporation Attorney, align Bylaws and Articles of Incorporation

Board Traineeships. The Board may designate qualified prospective student Directors to serve traineeships in order to attend and participate in Board and Committee meetings under prescribed written guidelines adopted by the Board. If a student director vacancy occurs before the end of the director’s term, the student board trainee may apply to be approved as a replacement and shall only serve the remainder of the term.

Proposed changes to Recommendation 2:

Board Traineeships. The Board may designate qualified prospective student Directors to serve traineeships in order to attend and participate in Board and Committee meetings under prescribed written guidelines adopted by the Board. ~~If a student director vacancy occurs before the end of the director’s term, the student board trainee may apply to be approved as a replacement and shall only serve the remainder of the term.~~

C. Personnel Recommendation of Student At Large Members

Joshua Reyes presented on behalf of the Personnel Committee, the three new student Board of Directors recommendations for the student-at-large positions. for FY 21-22. Aarushi Shamara, Isaiah Andrews, and Hoon Cho. Aarushi Sharma introduced herself to the Board Members and gave a brief overview of why she wants to be part of the Board of Directors. The other two student-at-large recommendations were unable to attend the meeting.

D. Presentation of SUI Budget Proposal for FY 2021-2022

Tamsen Burke presented the Board with the SUI budget proposal for FY 2021-2022 with detailed information about revenues, expenses and student fees by facility.

E. Operating Agreement - Next Steps

Tamsen Burke commended the members of the special committee for all their hard work. Ms. Burke informed the Board Members that the special committee presented the Vice President for Student Affairs with 10 pages of questions and anticipated a response from the Vice President for Student Affairs in the next week or two.

IX. ACTION ITEMS

A. Approval of Audit Committee Recommendation to Approve RSM US LLP Engagement for FY 2020-2021 Financial Audit

Emily Wughalter motioned to approve the Audit Committee Recommendation to Approve the RSM US LLP Engagement for FY 2020-2021 Financial Audit; Ellen Middaugh seconded the motion.

Vote on the Motion: 7-0-0 Motion Passed.

B. Approval of the Personnel Committee Recommendation of Bylaw Change

Cynthia Fernandez-Rios asked for any further discussion regarding the Personnel Committee recommendation of Bylaw change. The Board discussed the various changes and agreed on the following Bylaw Change verbiage. Cynthia Fernandez-Rios asked for a motion to approve the Personnel Committee recommendation of the proposed Bylaw change as discussed.

Recommendation 2: Corporation Attorney, align Bylaws and Articles of Incorporation Board Traineeships. The Board may designate qualified prospective student Directors to serve traineeships in order to attend and participate in Board and Committee meetings under prescribed written guidelines adopted by the Board.

Nicholas Ayala motioned to approve recommendation 2 of the Personnel Committee's recommended Bylaw Change with the discussed changes; Ellen Middaugh seconded the motion.

Vote on the Motion: 7-0-0 Motion Passed.

C. Approval of the Personnel Committee Recommendation to Approve the Student-at-Large Members

Ellen Middaugh motioned to approve the Personnel Committee Recommendations for student-at-large members; Joshua Reyes seconded the motion.

Vote on the Motion: 7-0-0 Motion Passed.

D. Approval of the Finance Committee Recommendation to Approve the Proposed Budget for FY 2021-2022

Emily Wughalter motioned to approve the Finance Committee Recommendation to Approve the Proposed Budget for FY 2021-2022; Ellen Middaugh seconded the motion.

Vote on the Motion: 7-0-0 Motion Passed.

Cynthia Fernandez-Rios asked for a motion to approve to move the meeting to closed session.

Joshua Reyes motioned to approve to move the meeting to closed session; Sonja Daniels seconded the motion.

Vote on the Motion: 7-0-0 Motion Passed.

X. CLOSED SESSION

A. Presentation and Approval of the 2020-2021 Annual Evaluation of the SUI Executive Director (Voting Member only Closed Session)

Cynthia Fernandez-Rios reported that due to the time constraint the Board suggested scheduling another meeting to allow for the discussion. Ms. Fernandez-Rios noted that **this action item was tabled to the next meeting by unanimous consensus.**

XI. MEETING ADJOURNMENT

Cynthia Fernandez-Rios asked for any additional business to discuss. Seeing no additional business to discuss, Ms. Fernandez-Rios asked for any objections to adjourn the meeting at 5:41 pm. Seeing no objections to adjourning the meeting, Ms. Fernandez-Rios noted that the **meeting adjourned at 5:41 pm by unanimous consensus.**