



**STUDENT UNION, INC. BOARD OF DIRECTORS
EXECUTIVE COMMITTEE MEETING**

**Meeting Minutes for
Friday, June 18, 2021 at 1:30 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:	Nicolas Ayala, Sonja Daniels, Charlie Faas, Cynthia Fernandez-Rios, Ishan Gupta, Ellen Middaugh, Emily Wughalter, Zachary Birrer
Voting Members Absent:	Anoop Kaur, Joshua Reyes
Non-Voting Member Present:	Tamsen K. Burke <small>DocuSigned by: Tamsen Burke 8/23/2021 61FFC907735748F...</small>
Guests Present:	Amy Guerra-Smith, David Alves, Jerry Darrell, Debbie Gairaud, Ryan Fetzer, Kristine Kirkendall, Kevin Kish, Patrick Day

I. CALL TO ORDER

Cynthia Fernandez-Rios called the meeting to order at 1:30 p.m.

II. ROLL CALL

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

III. APPROVAL OF JUNE 18, 2021 AGENDA

Cynthia Fernandez-Rios asked for any changes needed to the JUNE 18, 2021 STUDENT UNION, INC. BOARD OF DIRECTORS MEETING AGENDA. In reference to Discussion Item V, Tamsen Burke explained that under the current timelines for the Operating Agreement 6/30/2021, if there is not a resolution with the University, the Student Union has 30 days past that expiration to come to a resolution. Ms. Burke requested adding a discussion item VI. B. Consideration of extending current terms an additional 30 days. Cynthia Fernandez-Rios asked for a motion to approve the agenda with the requested changes.

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

Vote on the Motion:

7-0-0

Motion Passed.

IV. APPROVAL OF MAY 11, 2021 MEETING MINUTES

Cynthia Fernandez-Rios asked for any changes needed to the MAY 11, 2021 STUDENT UNION, INC. BOARD OF DIRECTORS MEETING MINUTES. The Board discussed whether the minutes accurately reflected the discussion regarding changing the language from specifying two qualified

candidates, to language more general, may designate candidates. The change was discussed to prevent constraints on future boards by listing a specific number in the bylaws. Charlie Faas stated that he did not have an issue with that. Amy Guerra-Smith explained that trainees are not voting members. Nicolas Ayala made a motion to table this item to the next meeting with the contingency that the official wording be sent to the Board for review prior to the next meeting.

Nicholas Ayala motioned to table the May 11, 2021 meeting minutes; Emily Wughalter seconded the motion.

Vote on the Motion:

7-0-0

Motion Passed.

V. APPROVAL OF JUNE 9, 2021 MEETING MINUTES

Cynthia Fernandez-Rios asked for any changes needed to the JUNE 9, 2021 STUDENT UNION, INC. BOARD OF DIRECTORS MEETING MINUTES. No changes requested.

Ellen Middaugh motioned to approve the meeting minutes as presented; Ishan Gupta seconded the motion.

Vote on the Motion:

5-0-2

Motion Passed.

VI. DISCUSSION ITEM

A. Review of Draft Operating Agreement

Cynthia Fernandez-Rios stated that Tamsen Burke sent everyone the University's draft agreement and the Student Union's draft agreement. She explained historically the Student Union would draft the Operating Agreement and then present it to the University but this year, the University drafted their own agreement. Ms. Fernandez-Rios asked the Board to review both drafts side-by-side, focus the discussion on the sections that were edited, and to compare the changes, not to debate on specific sections.

Tamsen Burke explained there are differences and those will require additional negotiations in the process, one in particular is around leases. The Student Union understands the University's position but also understands from previous board meetings, that the lease funds will be placed in the Student Union Trust for further discussions on how that will be managed and oversight with the Student Union perspective.

Ms. Fernandez-Rios reviewed the changes in the documents. Regarding the University's draft, she asked for clarification on how the available hours for clubs and intramurals to use the South Campus Recreation field was determined? Tamsen Burke explained on the University's draft, page two, number one, there is an existing Memorandum of Understanding (MOU) that is being re-negotiated. In this particular area, Ms. Tamsen recommended putting together a diatribe of all these different things. Typically an operating agreement stays at the highest level, recognizing that an existing or an MOU will address these indifferences as they work through the processes. The level of responsibility for the Event Center is new information as previous discussions included that the Student Union would not have operating responsibilities. Ms. Burke asked the Board to review the section and if there are additional questions, the Board tabled the topic. The position was that the Student Union would not operate or manage the Event Center and language has been included in the agreement specifically about that responsibility.

Emily Wughalter expressed concerns that Kinesiology is not on the list for the Event Center and clarified that she is not representing them. Charlie Faas explained the agreement only addresses the fitness weight room that is jointly used by athletics and Student Union managed programs for club sports and intramurals. He clarified that this is for the weight room that has not been built yet and that it will be used by division one athletics in the morning until 2:00 PM. Ms. Burke recommended the use of the weight room be outlined in an MOU which would be consistent with the MOU being written for the recreation field.

Ms. Fernandez-Rios spoke regarding the ATM Kiosk and historical gifts which were not included in the University's draft. Mr. Faas explained it is all managed by the Tower Foundation. The programming is done by the Student Union and this was not included in previous agreements. Ms. Burke explained that the information in section two will relate to a different section later in the agreement so it has to be realized in this section in order for it to be acknowledged under the gift section later in the document.

Nicolas Ayala discussed concerns about reviewing changes in two different drafts and the Board having time to discuss the high impact changes. Ms. Burke explained the understanding from the last discussion with the Vice President, Patrick Day, was that the Student Union would present a draft but the Chair was presented with the University's draft yesterday. As previously stated, the Auxiliary typically writes the Operating Agreement, the University reviews the draft, and then we would proceed with further negotiations if needed. There were a couple of errors and certain items were not included in the original document. Rather than starting from a place that was already incorrect, Ms. Burke recommended at the last board meeting to put forward the corrected draft. It was not clear in the original agreement what falls under the scope of the Student Union Facility and Programs and what falls under Spartan Recreation Facility and Programs. The draft allowed for a new beginning, rather than continue to operate from a past agreement that was incorrect. Mr. Faas stated there is confusion with the Student Union's draft because redline changes were not made using the original agreement. Mr. Ayala discussed concerns about not knowing which topics had already been decided versus the topics that were still up for discussion. Patrick Day clarified that at the last meeting he stated the best way to proceed would be to share with him what the recommendations were, and then he would produce something that would be reflective of that. Ms. Burke offered to take both draft versions and make all the recommended changes from both drafts on the original agreement using redline changes. Mr. Ayala made a motion to table the discussion and for the Special Committee to be responsible for a deliverable to the Board. The Board would approve a version of the Operating Agreement that has already incorporated the Student Union amendments and has already received at least one round of redlines from the University. Any area gaps should have a recommendation from the Committee on whether to accept the change or if not, make a redline recommendation that would be presented back to the University.

**Nicholas Ayala motioned to table the discussion; Charlie Faas seconded the motion.
Vote on the Motion: 7-0-0 Motion Passed.**

B. Extending the 2020-21 Student Union Board of Directors Term by 30 Days

Tamsen Burke explained there are 13 days left before the Operating Agreement expires. Based on the CSU policy, we have 30 days after the expiration date to come to an agreement unless both parties mutually agree to continue to move forward past the 30 days but, we are bound by the 30 days past the extension. Ms. Burke requested that the existing Board of Directors extend their term an additional 30 days to provide time to come to a resolution on the Operating Agreement before this term is done. The concern is if this Board does not come to a resolution in their presentation to the University, the Student Union will be out of compliance. That is not how we want to move forward. Nicholas Ayala asked what happens in a breach of contract? Ms. Tamsen explained as she understood from our attorney and also from the CSU, we will not be able to operate the Auxiliary.

VII. ACTION ITEMS

A. Approval of Draft Operating Agreement to Present to the University

The Board did not vote on this item due to Discussion Item VI.A. being tabled.

B. Approval of Extending the 2020-21 Student Union Board of Directors Term by 30 Days

Ellen Middaugh motioned to approve; Ishan Gupta seconded the motion.

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

Announcements

Cynthia Fernandez-Rios updated the Board that we are recruiting for a Community Member position. She sent an email to the President and Vice President of Student Affairs, for any further recommendations. We currently have one candidate which was submitted by Nicolas Ayala. After interviews have been completed, the Board will submit their final recommendation to the President, who will appoint our Community Member.

Cynthia Fernandez-Rios asked the Board if anyone else would like to be part of the Special Committee that is working on the Operating Agreement? The Committee currently consists of Cynthia Fernandez-Rios, Nicolas Ayala, Ellen Middaugh, and Tamsen Burke.

Tamsen Burke confirmed that she will take responsibility for taking the current signed Operating Agreement on file, convert it to a word document, and make the edits from both the University and Student Union so the Committee will review one document. Ms. Burke's understanding is that this document is a CSU document so she asked Mr. Faas to confirm that she is able to add additional sections to the document.

Nicolas Ayala clarified the workflow process for the Special Committee to review the agreement. The original agreement will have redline changes requested by the Student Union. The University will then make redline changes to the Student Union's redline version. After Ms. Burke has reviewed the agreement, made any recommendations, and checked with legal counsel as needed, the Committee will then review the redline changes. The intent is to have time for the University to review the agreement after the Committee has reviewed it and prior to the next board meeting.

Charlie Faas briefly discussed scholarships and who is authorized to give them, as it is going to be a contention. Ellen Middaugh stated it is good information to add to the comments on the agreement document for the Committee to review, but felt it would not be productive to discuss the details at that time.

Sonja Daniels asked if there were any updates on the Faculty representative? Tamsen Burke explained a recommendation was put forward and that individual indicated at that time, they were interested in moving forward in the process. The individual has since removed themselves as consideration so we are back at the beginning of the process of identifying a Faculty representative.

(Zachary Birrer joined the meeting; voting count is 8)

VIII. MEETING ADJOURNMENT

Emily Wughalter motioned to adjourn the meeting at 2:29 pm; Nicholas Ayala seconded the motion.

Vote on the Motion:

8-0-0

Motion Passed.