



**Executive Committee Meeting
May 16, 2024, 4:00 – 5:00 p.m.**

Agenda

- I. Convening of the Meeting** (*Wyden*)
 - a. Consideration of Minutes, February 06, 2024, Regular Meeting (Attachment A)

- II. Discussion Item(s)** (*Ellison/Wyden*)
 - a. *Announcements of BOD vacancies for Academic Year 24/25 and recommendation for new elected Directors and reappointments*
 - b. *Academic Year 24/25 Officer Nomination*
 - c. *Academic Year 24/25 Committee Roster*
 - d. *Academic Year 24/25 Meeting Schedule*
 - e. *Proposed Revisions of CSUSM Corporation Bylaws*

- III. Action Item(s)**
 - a. Motion to advance committee recommendation(s) for election of new directors and reappointments at the annual meeting. (Attachment B)

 - b. Motion to recommend the proposed AY 24/25 Officer Nominations for approval at the annual meeting. (Attachment C)

 - c. Motion to recommend the proposed AY 24/25 Committee Roster at the annual meeting. (Attachment D)

 - d. Motion to recommend the proposed AY 24/25 Meeting Schedule for approval at the annual meeting. (Attachment E)

 - e. Motion to advance the proposed revision of CSUSM Corporation Bylaws for approval at the regular scheduled meeting. (Attachment F)

- IV. Adjournment** (*Wyden*)

Members: Leon Wyden (*Chair*), Jason Schreiber, Ann Bersi (*Vice Chair*), Denise Garcia
Staff: Deanne Ellison

Members of the public who wish to attend the meeting or make public comment should contact: Dorothy Davis, dordavis@csusm.edu by 12:00 PM, Tuesday, May 14, 2024

Notice and Agenda authorized under Corporations Code § 5140 and Bylaws Article IV.

Public Instructions on Addressing the Corporation Board of Directors: Members of the public are welcome to address agenda items that come before standing and special meetings of the Board. Comments should pertain to the agenda or Corporation-related matters and not to specific issues that are the subject of collective bargaining, individual grievances or appeals, or litigation. Written comments are also welcome and will be distributed to the members of the Board. The purpose of public comments is to provide information to the Board, and not to evoke an exchange with Board members. Questions that Board members may have resulting from public comments will be referred to appropriate staff for response. In fairness to all speakers who wish to speak, and to allow the Board to hear from as many speakers as possible, while at the same time conducting the public business of their meetings within the time available, the Chair of the Board will determine and announce reasonable restrictions upon the time for each speaker and may ask multiple speakers on the same topic to limit their presentations. In most instances, speakers will be limited to no more than five minutes. The totality of time allotted for public comment at the board meeting will be 20 minutes, and speakers will be scheduled for appropriate time in accord with the numbers upon sign up. Speakers are requested to make the best use of the public comment opportunity and to follow the rules established.

ATTACHMENT A

February 06, 2024
Regular Meeting



Minutes of the Executive Committee Meeting
February 6, 2024
1:00p.m.-2:00p.m.

ATTENDEES (All participants attended via Zoom)

Committee Members Present: Leon Wyden (*Chair*), Jason Schreiber, Ann Bersi
Denise Garcia

Committee Members Absent:

Staff Present: Janelle Temnick, Dorothy Davis

Guests: None in attendance

CALL TO ORDER

Davis took roll call. A quorum being present, Chair Wyden called the meeting to order at 1:01 p.m.

Consideration of Minutes, November 29, 2023, Regular Meeting (Attachment A)

Wyden asked if everyone had the chance to review the minutes distributed prior to the meeting and called for corrections. *With no corrections offered, the minutes were approved as distributed.*

Administrative Updates

During the meeting, several significant updates and projects were discussed:

National Institutes of Health (NIH) Award: Dr. Garcia received one of ten prestigious NIH awards nationwide for a project focused on Diversity, Equity, and Inclusion (DEI) in research settings.

Staffing: Preparations are underway for the onboarding of Executive Director, Deanne Ellison. Steps are being taken to retain the Marketing billet. Additionally, there's a proposal to reassign a vacant student assistant position, currently under Business Operations and Finance, to the Facility department

USU Market Renovation: During the winter break, renovations were carried out at the USU market, resulting in several enhancements including a filled-in ceiling, pendant lights, neon signs, and upgraded cabinetry. Collaboration is underway with Sodexo to install two self-checkout stations.

Pepsi Contract Negotiations: Fruitful negotiations regarding the Pepsi contract yielded an additional \$14,400 in commission sales above the projected budgeted amount.

Block C Student Housing Expansion: Block C, an apartment complex adjacent to the quad housing, has been leased out for student housing units. There are ongoing plans to potentially double the number of units to accommodate an expected increase in enrollment. However, this expansion is contingent upon available space and coordination with Seabreeze.



UVHD Project: A groundbreaking ceremony marked the commencement of the UVHD Project, which entails the construction of a 550-bed, 10,000-square-foot dining hall on campus. Although recent delays were experienced due to rain, the project is expected to be completed by June 2026.

Wellness and Recreation Center Project:

Efforts are in progress to address the absence of a recreation center on campus by partnering with Seabreeze to construct a facility incorporating recreational amenities and housing. Plans include proposing a referendum to increase student fees for financing. Discussions are ongoing about strategies to secure ownership of the Wellness and Recreation Center, including lease agreements with a purchase option. Details on the center's capacity and layout were shared, with further consultations with the fire marshal needed to determine capacity limits and ensure safety compliance. High anticipated utilization by students, faculty, and staff is expected to enhance campus amenities.

The meeting concluded with plans to discuss further details about the Wellness and Recreation Center project at the next board meeting, followed by a brief discussion on closed session topics.

Adjournment

*The Executive Committee members moved into closed session at 1:32 p.m.
The meeting was adjourned by acclamation at 1:37 p.m.*

Denise Garcia
Secretary

Date

ATTACHMENT B

AY 24/25

Proposed Board
Member Nominations



**PROPOSED AY 24/25
BOARD MEMBER NOMNATIONS**

Dr. Denise Garcia

Reappointment

Faculty Member
(3rd Two-year term)

Dr. Kristin Stewart

Reappointment

Faculty Member
(3rd Two- year term)

Dr. Ann Bersi

Reappointment

Community Member
(3rd Third- year term)

Chris Thibodeau

Reappointment

Community Member
(3rd Third- year term)

Octavio Martinez

Appointment as a Designated Member

CSUSM ASI President
(One-Year term/Designated Member)

Elaine Pollard

New Member

CSUSM ASI Vice President of Student and
University Affairs
(One-year term)

Vacant Faculty

New Member

ATTACHMENT C

AY 24/25

Officer Nominations



California State University
SAN MARCOS

CSUSM
Corporation

**PROPOSED AY 24/25
BOARD OFFICER NOMNATIONS**

Chair	Jason Schreiber
Vice Chair	Ann Bersi
Secretary	Denise Garcia
Treasurer	Leon Wyden

ATTACHMENT D

AY 24/25

Proposed Board of Directors
Committee Rosters

ATTACHMENT E

Proposed Board of Directors
AY 24/25 Meeting Calendar



**PROPOSED BOARD OF DIRECTORS
AY 24/25 Meeting Calendar**

Location: Varies

Meeting Time: 4:00 p.m. – 5:30 p.m.

Thursday, September 26, 2024 (Regular Meeting)

Thursday, November 21, 2024 (Regular Meeting)

Thursday, February 27, 2025 (Regular Meeting)

Thursday, May 22, 2025 (Annual & Regular Meeting)

ATTACHMENT F

Proposed Amendments to
Corporation Bylaws



TO:	CSUSM Corporation Board of Directors	DATE:	April 22, 2024
VIA:		REF:	Executive Meeting, May14
FROM:	Deanne Ellison Executive Director	FILE:	BOD Index of Board Resolutions and Actions
SUBJECT:	PROPOSED AMENDMENTS TO CORPORATION BYLAWS.		

RECOMMENDATION

THAT THE BOARD APPROVE PROPOSED AMENDMENTS TO THE CORPORATION BYLAWS ARTICLES III, SECTION 2 [University Officials Designated Directors].

BACKGROUND

The CSUSM Corporation's business and affairs are overseen by the Corporation Board of Directors, in accordance with the Bylaws adopted by the Board. This includes the selection and placement of Board officers and directors.

Article III Section-2 outlines the designated Directors, which include University officials such as the University President (or designee), the Vice President for Academic Affairs, the Vice President for Finance and Administrative Services, the Dean of Students or Student Affairs Representative, and the President for Associated Students, Inc.

Elected directors are selected from various categories, including:

Directors representing the University's region or alumni (Community Directors).

Faculty members (with full-time, tenured, or tenure-track appointments), students (enrolled in at least six units during their term), or University administration and staff.

The Board must comply with Section 42602(b)(2), Title 5, California Code of Regulations regarding its composition. The number of elected Directors can range from a minimum of seven (7) to a maximum of sixteen (16), unless amended.

All Board members, including designated directors, possess full voting rights in accordance with the California Nonprofit Public Benefit Corporation Law, and proxy voting is not permitted.

PROPOSAL

The proposal seeks to amend Article III, Section 2 of the Bylaws to incorporate the Dean of Graduate Studies as a designated Director to the CSUSM Corporation Board of Directors. This amendment aims to ensure direct representation of graduate student interests and expertise in matters related to graduate education within the governance structure of the university. By including the Dean of Graduate Studies as a designated Director, the Board will benefit from their insights, knowledge, and advocacy for initiatives aimed at advancing graduate education, research, and student support services. This amendment aligns with the university's commitment to fostering excellence in graduate programs and reflects its strategic priorities for academic and institutional development

Benefits

Representation and Expertise: Including the Dean of Graduate Studies ensures representation of the graduate student population and brings expertise in graduate education matters to the Board. This can be valuable for decision-making processes that impact graduate students, programs, and policies.

Insight into Graduate Student Needs: The Dean of Graduate Studies can provide insights into the specific needs and concerns of graduate students, which may differ from those of undergraduate students. This can inform discussions and decisions related to academic programs, support services, and resources tailored to graduate education.

Alignment with Institutional Goals: If the university places significant emphasis on graduate education as part of its mission and strategic priorities, having the Dean of Graduate Studies on the Board can ensure that board-level decisions align with these goals and contribute to the advancement of graduate programs and research.

Enhanced Communication and Collaboration: Having the Dean of Graduate Studies directly involved in board discussions can foster better communication and collaboration between the Board and the Graduate Studies office. This can lead to more informed decision-making and a better understanding of the implications of board decisions on graduate education.

Resource Allocation and Strategic Planning: The Dean of Graduate Studies can provide valuable input on resource allocation and strategic planning efforts, particularly those related to graduate program expansion, research funding, and facilities development needed to support graduate education initiatives.

Potential Challenges: However, there may also be challenges to consider, such as potential conflicts of interest, ensuring a balanced representation of various university stakeholders on the Board, and managing the increased complexity of board deliberations with a larger number of members.

In conclusion, adding the Dean of Graduate Studies to the Board of Directors can be a strategic decision that enhances governance effectiveness, ensures representation of graduate student interests, and aligns board decisions with institutional priorities related to graduate education. However, careful consideration of potential challenges and the overall composition and functioning of the Board is necessary to maximize the benefits of this addition.

ARTICLE III BOARD OF DIRECTORS

Section 2. Number

The following University officials serve as designated Directors: ~~t~~The University President, or designee; ~~t~~The Vice President for Academic Affairs, the Vice President for Finance and Administrative Services, the Dean of Students or Student Affairs Representative, ~~the Dean of Graduate Studies and Research~~, and the President for Associated Students, Inc. The elected Directors shall be drawn from the region served by the University, or alumni (community Directors), and from faculty, students and the administration and staff of the University. The faculty member(s) shall hold a full-time, tenured or tenure-track, University appointment, and the student member(s) shall be enrolled for no less than six (6) units in each semester during which the student holds office. The composition of the Board shall comply with Section 42602(b)(2), Title 5, California Code of Regulations. **The authorized number of elected Directors of the corporation's Board of Directors shall not be less than seven (7) or more than sixteen (16), until changed by amendment to these Bylaws.** All Board members, including designated directors, have full voting rights, consistent with the California Nonprofit Public Benefit Corporation Law. No Director shall vote by proxy.