



**EXECUTIVE COMMITTEE  
MEETING AGENDA**

**April 22, 2022 – 8:30 am – 2:00 pm**  
Hyatt Centric The Pike, Long Beach, CA

**Virtual Meeting Zoom Connection:**

<https://us06web.zoom.us/j/88012121751?pwd=cElrUTIRd21SVE1UZzNRMTMzVm1jZz09>

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- A. CALL TO ORDER and ANNOUNCEMENTS – *Sharleen Krater*
  - B. APPROVAL OF AGENDA **Action Item**
  - C. REVIEW and APPROVAL OF 1/11/22 MEETING MINUTES **Action Item** (pgs. 3-9)
  - D. OLD BUSINESS FOLLOW-UP (pg. 10-11)
    - 1. Status Report on Pending Items – *Richard Jackson*
  - E. PRESIDENT’S REPORT – *Sharleen Krater*
    - 1. 2022 AOA Leadership Roster (pg. 12)
      - a. Welcome to Tammy Kenber, CSU Human Resources liaison
    - 2. New Member Orientation
      - a. 2022 Orientation Handbook for New EC Members (e-mail attachment)
    - 3. AOA Officers Update and Plan for the Year
      - a. CSU 101 and CABO presentations: CSU Auxiliaries 101 PowerPoint (e-mail attachment)
      - b. CO Meeting with Sylvia Alva, EVC for Academic and Student Affairs
    - 4. Current Issues Affecting Auxiliaries (with CO Liaisons)
      - a. CSU Policy Changes Under Consideration
    - 5. Guest Presenter: Vlad Marinescu, Vice Chancellor & Chief Audit Officer (**Time Certain: 10:15 am**)
  - F. SECRETARY-TREASURER’S REPORT – *Richard Jackson*
    - 1. YTD AOA Financial Report (pgs. 13-14)
      - a. Transactions Report: 1/1/22 – 4/11/22 (pgs. 15-19)
    - 2. Preliminary Budget for FY 2022-23 **Action Item** (pgs. 13-14)
    - 3. 2024 AOA Conference
  - G. PRESIDENT-ELECT’S REPORT – *Rasheedah Shakoore*
    - 1. 2023 AOA Conference Report
  - H. MEMBER RESOURCES
    - 1. AOA Education and Training Webinar Series – *Lorlie Leetham* (pg. 20)
    - 2. Robert Griffin’s Model Auxiliary Meeting Policy Templates (pgs. 21-38)

3. Executive Committee Report to the AOA Membership – *Richard Jackson* (pgs. 39-40)
4. Website Content and Directory Management – *Richard Jackson for Dixie Johnson* (pgs. 41-47)
5. CA Legislative Summary Update (*by Robert Griffin*) – *Sharleen Krater* (pgs. 48-52)

I. NEW AND RETURNING BUSINESS ITEMS (May Include Consent Items)

1. Richard Jackson’s Service Contract for 2022-2023 – *Sharleen Krater* (pgs. 53-61) **Action Item**
2. Robert Griffin’s Service Provider Contract for 2022-2023 – *Richard Jackson* (pgs. 62-67) **Action Item**

**Item**

3. 2022 AOA Policy & Practices Manual – *Richard Jackson* (e-mail attachment)
4. CPC’s Business Partner Manager Position – *Lorlie Leetham*
5. Discussion on Use of AOA Logo – *Lorlie Leetham* (pg. 68)
6. NACAS Partnership Proposal – *Lorlie Leetham* (pgs. 69-77)

J. BUILDING RELATIONSHIPS AND PARTNERS

1. CABO Liaison Report – *Ann Sherman* (pg. 78)
2. CSU Business & Finance Liaison Report – *Robyn Pennington* (pgs. 79-80)
  - a. CABO Meeting Summary (*e-mail attachment*)
3. CSU Advancement Liaison Report – *Lori Redfearn* (pg. 81)
4. CSU General Counsel Liaison Report – *Carrie Rieth* (pg. 82)
5. CSU Human Resources Liaison Report – *Tammy Kenber* (pgs. 83-84)

K. REPORTS

1. Long Range Planning Committee – *Monica Kauppinen* (pgs. 85-86)
2. Human Resources Committee – *Rosa Hernandez* (pg. 87)
3. Research Administration Committee – *Gillian Fischer* (pgs. 88-89)
4. AS/Student Union/Recreation Committee – *Helen Alatorre* (pg. 90)
5. Commercial Services Committee – *Alfredo Macias* (pg. 91)
6. Business and Financial Services Committee – *Yvette Marquez-Smith* (pgs. 92-93)
7. Information Technology Committee – *Matthew Sparks* (pg. 94)
8. Philanthropy Committee – *Caroline Johansson* (pgs. 95-96)
9. Past Presidents Committee – *Dave Edwards* (pgs. 97-99)
10. Risk Management Committee/AORMA Update – *Starr Lee* (pgs. 100-101)

L. INFORMATION AND ANNOUNCEMENTS

M. ADJOURNMENT

**FUTURE MEETINGS**  
June 17, 2022 – Virtual Meeting (2 hours)  
August 19, 2022 – Hyatt Regency in Sacramento  
November 18, 2022 – Hyatt Regency in Sacramento  
January 7, 2023 – Hyatt Regency in Sacramento

**SECRETARY-TREASURER:**  
 Richard Jackson  
 Auxiliary Organizations Association  
 P.O. Box 2177  
 Chico, CA 95927-2177  
  
 Phone: (530) 345-2009

**NOTE TO MINUTES: The materials and reports briefly referenced in the following minutes are included in the meeting's Agenda Packet, available on the AOA website at the indicated page numbers.**

**AUXILIARY ORGANIZATIONS ASSOCIATION  
OF THE  
CALIFORNIA STATE UNIVERSITY**

**Draft Minutes of the Executive Committee**

**Virtual Meeting  
Held By Audio/Video Electronic Transmission**

**January 11, 2022: 10 am – 11:30 am**

<b><u>Officers &amp; Representatives</u></b>			<b><u>Present</u></b>
Monica Kauppinen	President	Sacramento	Yes
Kacie Flynn	Past President	Humboldt	Yes
	Chair – Long-Range Planning Committee		
	Chair – Nominations Committee		
Sharleen Krater	President-Elect	Chico	Yes
	Chair – Conference Planning Committee		
Richard Jackson	Secretary/Treasurer	AOA Headquarters	Yes
Sandra Gallardo	Elected Representative	Sacramento	Yes
Michelle Crawford	Elected Representative	San Luis Obispo	Yes
Teresa Loren	Elected Representative	San Diego	Yes
Rasheedah Shakoor	Elected Representative	Dominguez Hills	Yes
Grace Slavik	Elected Representative	Northridge	Yes
vacant	Elected Representative	vacant	No
Todd Summer	Elected Representative	San Diego	Yes
Nicole Lane	Elected Representative	Fresno	Yes
<b><u>Designated Members</u></b>			
Iraida Venegas	Chair – AS/Student Union/Rec Committee	Long Beach	Yes
Aaron Neilson	Chair – Commercial Services Committee	Cal Poly Pomona	No
Djeneba Ahouansou	Chair – Bus. & Financial Services Comm.	Dominguez Hills	Yes
John Doebler	Chair – Human Resources Committee	Northridge	Yes
Steve DeLuca	Chair – Information Technology	Northridge	No
Jennifer Sneed	Chair – Research Administration	San Diego	Yes
Monica Alejandre	Chair – Philanthropy	San Bernardino	Yes
Starr Lee	Chair – Risk Mgmt. & Insurance Programs	Monterey Bay	Yes
Michele Goetz	Chair – Past Presidents Committee	San Diego	Yes
<b><u>Board Liaisons (Non-Voting)</u></b>			
Jonathan Bowman	CABO Liaison	Sacramento	Yes
Robyn Pennington	Business and Finance Liaison	Chancellor's Office	No
Lori Redfearn	Advancement Services Liaison	Chancellor's Office	Yes
Carrie Rieth	Office of General Counsel Liaison	Chancellor's Office	Yes

**Guest:** Matthew Sparks (new IT Chair); CPC Members: Martiz Ware, Aaron Elimelech, Kasey Shoen, Dixie Johnson, Taren Mulhause, Lorie Leetham.

Agenda Item	Follow-Up Action
<p><b><u>President’s Convening Information</u></b>            Kauppinen welcomed everyone to the last Executive Committee meeting of the year. Meeting participants are using the interactive Zoom connection provided with the agenda to participate remotely. AOA’s Bylaws authorize meetings by teleconference so long as participants can communicate concurrently with each other and participate fully in all matters.</p> <p>Kauppinen went over some meeting mechanics and noted that voting on all action items will be conducted using the live “Chat” feature, which also creates a written historical record for the meeting minutes. She instructed virtual participants in the use of the “hand-raising” feature to signal one’s desire to speak.</p> <p><b>A. CALL TO ORDER AND OPENING REMARKS</b></p> <p>Kauppinen called the EC meeting to order at 10 am.</p>	
<p><b>B. APPROVAL OF AGENDA</b> (Agenda, pgs. 1-2)</p> <p><i>Action Taken: The meeting’s agenda was approved as presented (m/ John Doebler, s/ Sharlene Krater).</i></p>	
<p><b>C. APPROVAL OF 8/20/21 MEETING MINUTES</b> (Agenda, pgs. 3-21)</p> <p><i>Action Taken: The minutes were approved as presented (m/Michele Goetz, s/ Kacie Flynn).</i></p>	
<p><b>PUBLIC COMMENT PERIOD</b>            There was no public comment period at this meeting.</p> <p><b>D. OLD BUSINESS FOLLOW-UP</b> (Agenda, pgs. 22-23)            Richard Jackson presented a status update on the unfinished business items and board tasks carried forward from the prior meeting. Most of the project initiatives will carry over to next year when there will be more opportunity for in-person meetings.</p>	

<p>Next year we will begin to implement the new program of <u>continuing education and training</u> to be delivered remotely to the membership over course of the year. One suggestion was a Professional Development Webinar on the McKee Act. This will include programs delivered by Business Partners who have paid a premium conference sponsorship for this opportunity.</p> <p>Regarding the <u>AOA Website</u>, a Special Project Group might look at possible enhancements and associated costs in coordination with the Website Managers – such as a streamlined user interface to make it easier to access Standing Committee groups and materials, a stronger search function, and adding the capability for Committees to add sub-groups.</p>	
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<p><b>E. PRESIDENT’S REPORT</b></p> <p><b>1. <u>Voting Results on AOA Amended Bylaws and AOA Election Ballot</u></b>  Kauppinen reported that the AOA membership approved by email ballot the Recommended Amended Bylaws sent out for adoption on October 24. 48 affirmative responses were received, in excess of the minimum 44 required for a quorum. The membership also approved the 2022 EC Leadership slate sent by email ballot for approval, with 47 (legible) affirmative responses, in excess of the 44 required. A 2022 AOA EC Leadership Roster was included in the agenda packet (pg. 24).</p> <p><b>2. <u>2022 AOA Conference Cancellation Topics and Rescheduling Plan</u></b>  Kauppinen recognized and thanked the CPC staff members (invited to attend the meeting) for their wonderful work in designing the 2022 Conference Program, despite the disappointment of its last-minute cancellation due to the surge in COVID infections.</p> <p><b>3. <u>Annual Business Meeting Cancellation</u></b>  Along with the cancellation of the conference, there was no opportunity for the traditional in-person annual meeting of the membership. Kauppinen individually thanked and recognized each of the EC members for their specific contributions over the prior year – something the President usually does at the annual meeting.</p> <p><u>Annual Report to the AOA Membership</u>  Jackson reported that, as usual, a written Annual Report will be emailed to the entire AOA membership covering the topics also covered at an in-person meeting – that is:</p> <ul style="list-style-type: none"> <li>• The AOA President’s Report summarizing key AOA activities over the past year</li> <li>• An Annual Report by each of the ten Standing Committees of AOA</li> </ul>	
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- The AOA Financial Report for the FY ending 6/30/21 by the AOA Secretary/Treasurer
- Annual Legislative and Compliance Update by AOA Compliance Consultant Robert Griffin
- The AOA Executive Committee Leadership Roster for 2022

As traditional, Kauppinen invited the in-coming AOA President, Sharleen Krater, to comment on the up-coming year for AOA. She looks forward to getting beyond our two cycles of COVID, proceeding with the good succession-planning work Long Range Planning has done, and using prior EC members in project roles.

**F. Conference Chair’s Report**

Conference Chair Martiz Ware commented on the difficult, but wise, decision to put safety first – despite the financial cost of cancelling the Indian Wells conference. Hopefully, much of the content will be able to be utilized in Webinars – or carried over to the next conference, where we will enjoy the richer experience of an in-person conference.

Refunds and Rollovers of Conference Sponsorships and Registrations

The AOA members and Business Partners who had registered for or had sponsored the conference were sent a notification that AOA would roll-over the 2022 payments to the 2023 January Conference scheduled in Sacramento. This will help with AOA cash flow, given the cancellation penalties that need to be paid. Alternatively, AOA offered to refund any 2022 payments to members or Business Partners upon request. In 2023, the auxiliaries will be able to assign the roll-over credits to any individuals on their staff – it doesn’t have to be the same person who registered in 2022 – and no administrative fees will be charged.

Planned Professional Development Webinar Series

Working with the Officers, Martiz Ware and Lorie Leetham (for Business Partner presentations) agreed to help plan an AOA-branded Webinar series to direct some virtual educational programming to the membership in the coming year. Business Partners could be a beneficial source of educational sessions transmitted to the membership, whether it is content they already have or that could be developed and tailored/curated to AOA (e.g., revenue development, equitable access, emerging issues, wellness, abuse prevention, etc.). Perhaps AOA’s partnership with NACAS would be expanded to include developing educational content.

A project manager is needed to lead the effort: this could rest with the President-Elect, or it could be assigned to an EC elected representative to give them an active project role. The HR Committee is already planning to repurpose Richard Bromley’s Update session as a streaming webinar.

**G. SECRETARY-TREASURER'S REPORT** (Agenda, pgs. 25-29)

**1. AOA Financial Report**

Jackson included a YTD financial report in the meeting packet, showing the impact of the conference cancellation on various budget line-items and net income for the year.

**2. Financial Impact of Conference Cancellation and Mitigations**

Jackson informed the Board of the hotel's cancellation penalty of \$300,820 and the Encore (AV) penalty of \$60,819, totaling \$361,639. So, we had large expenditures with no conference income this year to pay for them (since the 2022 payments were either rolled forward or refunded). This is a good demonstration of the value of having strong financial reserves. With Unallocated Net Assets at 6/30/21 of \$766,783, AOA is financially solid, even with the penalty hit.

The Hyatt Regency in Indian Wells agreed to mitigate a portion of these expenses if we booked a replacement conference – offering a 50% credit if we booked the meeting in the 2022 calendar year, and a 25% credit if we booked in 2023 or 2024.

The Officers considered but rejected the idea of a spring 2022 replacement conference for a number of reasons:

- It would burden the CPC to have to plan two conferences in the same year;
- Spring or early summer is not a good time for auxiliary staff to be away;
- A spring meeting would dilute the appeal of another conference a few months down the line and negatively impact sponsorship and registrations;
- It would compete with the inauguration of the Website Educational Series; and
- There is no guarantee that COVID won't require another conference cancellation in the spring, thereby doubling our penalty fees.

Since AOA already has a conference booked for January, 2023 at the Hyatt Regency in Sacramento, we looked at the options available for 2024. The conference date that works best is the one beginning Sunday, January 7. It was suggested we see if Standing Committees could get some credit against meetings they might hold in Indian Wells in 2023.

**3. Acceptance of Audited Financial Statements and Report by Audit Firm**

Kauppinen noted that AOA received a clean opinion from its auditors, and there were no audit findings. The auditors reiterated the important oversight role of both the President and the Board.

*Action Taken: The Board formally accepted the audited financial statements and report to the board (m/ John Doebler, s/ Teresa Loren).*

**4. Acceptance of AOA Federal and State Tax Returns**

*Action Taken: The Board formally accepted the Federal Form 990 and State Form 199 (m/ Sandra Gallardo, s/ Teresa Loren).*

**H. MEMBER RESOURCES**

**1. Alert to New Issue Briefs by Robert Griffin** (Agenda, pg. 30)

Included in the agenda packet are revised Issue Briefs on

- Auxiliary Board Emergency Powers, Meetings and Actions (dealing with Seymour Act meeting requirements, and
- Student Body Organization Board Meetings, Powers and Actions (dealing with Gloria Romero Act requirements

**I. NEW AND RETURNING BUSINESS ITEMS**

**1. Submission of Completed Conflict of Interest Documents**

Per AOA policy and code regulations, Jackson requested that voting board members complete and return to him the annual COI statements.

**J. BUILDING RELATIONSHIPS AND PARTNERS**

The usual CABO and CO Liaison reports were not presented at this abbreviated meeting.

**K. REPORTS**

**1. Robert Griffin’s Annual Legislative and Compliance Update** is posted to the AOA Website.

The usual Standing Committee reports were not presented at this abbreviated meeting.

**Update on Long Range Planning**

Kacie Flynn reported that the LRP Committee has redrafted (with rearrangements) the scope of work and job descriptions for various Service Providers roles. The new design is focused on functions (as opposed to specific persons). The new Committee Chair (perhaps with an expanded committee) will be fine-tuning the planning, putting some costs to the model in the spring, and make report to the board in April.

Advance planning on staffing models is very timely, given the number of people retiring or reassessing their relationships to work. One thing we should do is conduct a survey to establish a “bench” or pipeline of future retirees or others interested in a future service provider role.

**L. INFORMATION AND ANNOUNCEMENTS**



The EC meeting schedule for next year is printed at the end of the agenda.

**M. ADJOURNMENT**

By acclamation, the Executive Committee was adjourned at 11:30 am.

Respectfully Submitted,

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Secretary/Treasurer

Auxiliary Organizations Association  
Administrative Office  
P.O. Box 2177  
Chico, CA 95927-2177

## MEMORANDUM

**To:** Executive Committee Attendees  
Auxiliary Organizations Association

**Date:** April 14, 2022

**From:** Richard Jackson  
Secretary/Treasurer

**File:**

**Subject:** Follow-Up Assignments from the August 20,  
2021 Executive Committee Meeting **cc:**

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Below is a summary of items needing follow-up action, taken from the minutes of the January 11, 2022 Executive Committee Meeting, or carried over from a prior meeting. This list is intended to aid the responsible parties in their follow-up activities and their preparation of updates or agenda items for the next Executive Committee meeting on April 22, 2022.

Action	Responsible Individual	Notes on Status
Provide the EC with specific proposed revised language for the AOA Scholarship Guidelines for EC action	AS/SU/REC Committee	Pending
Offer a Professional Development Webinar on the McKee Act for viewing by the membership.	AOA President or Designee to work with Carrie Rieth	Pending
Develop strategy to get analytics/feedback on use of Website and how to improve its utility & ease of use for members.	Officers Group	Pending
Follow-up with the CO on a process for alerting AOA of policies in development and providing an open-comment period.	Officers Group	Pending
Launch year-round AOA Education and Training Webinar Series over the next year.	Officers Group; CPC Business Partner Coordinator	In Progress

Develop a succession plan and financial model for AOA Executive Director/Business Manager and other Service Providers, and a strategic plan for the use of unallocated net assets.	Monica Kauppinen, Chair of Long Range Planning Committee	In Progress – Update at EC meeting
Establish a working group to propose clarifying changes to the CO's Operating Agreement template.	Officers Group	Pending
Arrange for an auxiliary review process of proposed changes to the Compliance Guide.	Officers Group, Carrie Rieth	Pending
Schedule a virtual EC meeting in early June.	Richard Jackson	Pending



## 2022 AOA EXECUTIVE COMMITTEE ROSTER

### **ELECTED OFFICERS** <sup>1</sup>

Sharleen Krater	President	Associated Students, CSU, Chico
Monica Kauppinen	Immediate Past President	University Enterprises, CSU Sacramento
Rasheedah Shakoor	President-Elect	Associated Students, CSU Dominguez Hills

### **APPOINTED OFFICER** <sup>2</sup>

Richard Jackson	Secretary/Treasurer	AOA Executive Office
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### **ELECTED REPRESENTATIVES** <sup>3</sup>

Sandra Gallardo	Term expires 1/23	Associated Students, CSU Sacramento
Teresa Loren	Term expires 1/23	Research Foundation, San Diego State
Grace Slavik	Term expires 1/23	University Corporation, CSU Northridge
Michelle Crawford	Term expires 1/23	Associated Students, Cal Poly SLO
Maddison Burton	Term expires 1/24	University Corporation, CSU Monterey Bay
Miles Nevin	Term expires 1/24	Associated Students, CSU Long Beach
Cecilia Ortiz	Term expires 1/24	University Union, CSU Dominguez Hills
Bessie Strategos	Term expires 1/24	Research Foundation, CSU Long Beach

### **STANDING COMMITTEE CHAIRS** <sup>4</sup>

Helen Alatorre	AS/Student Union/Rec	Associated Students, CSU Channel Islands
Alfredo Macias	Commercial Services	Forty-Niner Shops, CSU Long Beach
Yvette Marquez-Smith	Business & Financial Services	Associated Students, CSU Northridge
Rosa Hernandez	Human Resources	Forty-Niner Shops, CSU Long Beach
Matthew Sparks	Information Technology	University Union, CSU Sacramento
Monica Kauppinen	Long Range Planning	University Enterprises, CSU Sacramento
	Nominations	
Gillian Fischer	Research Administration	Sponsored Research, CSU Dominguez Hills
Caroline Johansson	Philanthropy Committee	SF State Foundation, San Francisco State
Starr Lee	Risk Management & Insurance Programs	University Corporation, Monterey Bay
Dave Edwards	Past Presidents	Associated Students, CSU Fullerton

### **DESIGNATED LIAISONS** <sup>5</sup>

Ann Sherman	CABO Liaison	CSU Chico
Robyn Pennington	Business & Finance Liaison	CSU Chancellor's Office
Lori Redfean	Advancement Liaison	CSU Chancellor's Office
Carrie Rieth	General Counsel Liaison	CSU Chancellor's Office
Tammy Kenber	Human Resources Liaison	CSU Chancellor's Office

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- 1) Elected by membership to one-year terms.
- 2) Appointed by Executive Committee to one-year term.
- 3) Elected by membership to staggered two-year terms.
- 4) Standing Committees are represented on the Executive Committee by representatives who are selected by their respective committees and are designated voting members of the Executive Committee.
- 5) Appointed by Executive Committee, these are designated liaisons and standing attendees, and are non-voting.



**Auxiliary Organizations Association**

**General Operations Profit and Loss Statement: Budget vs. Actual**

Fiscal Year 2020-21  
(As of 4/11/22)

		<b>General Operations</b>			
		2021-2022			2022-2023
		Revised Budget	YTD 4/11/22	Projected 6/30/22	Preliminary Budget
1	<b>Income</b>				
2	40000 — AOA Dues	\$246,936	\$120,667	\$241,948	\$246,936
3	42000 — Standing Committee Income				
4	43000 — Scholarship Donations				
5	44000 — AORMA Dividend	\$555	\$555	\$444	\$555
6	45000 — Interest Income				
7	46000 — Dividend Income	\$10,000	\$8,943	\$13,000	\$10,000
8	47000 — Realized Gain on Investments	\$5,000	\$17,036	\$15,000	\$5,000
9	48000 — Unrealized Gain on Investments	\$10,000	(\$2,933)	\$25,000	\$10,000
10	45000 — Extraordinary Income	\$200	\$5,357	\$200	\$200
11	<b>Total Income</b>	<b>\$272,691</b>	<b>\$149,625</b>	<b>\$295,592</b>	<b>\$272,691</b>
12					
13	<b>Expense</b>				
14	70000 — Contracted Service – Business Manager	\$44,276	\$33,207	\$44,276	\$45,604
15	70500 — Sec/Treas Travel & AOA Office Expense	\$4,000	\$2,779	\$4,000	\$4,000
16	Compliance Consultant Analyses/Monographs	\$11,000	\$10,800	\$12,000	\$12,000
17	71500 — Legislative Liaison Travel Exp				
18	72000 — AOA Legal Counsel (requested services)				
19	73000 — Retainer- HR Legal Counsel	\$27,000		\$27,000	\$27,000
20	73500 — AOA HR Legal Counsel Expenses	\$5,000		\$2,000	\$5,000
21	74000 — Advocacy/Liaison Expenses				
22	75000 — Audit/Tax Prep Expenses	\$16,200	\$16,200	\$16,200	\$16,700
23	75300 — Insurance Expense	\$4,709	\$4,709	\$4,709	\$4,900
24	75500 — COGR Dues Expense	\$5,250	\$5,250	\$5,250	\$5,250
25	76000 — Executive Committee Travel Exp	\$11,000	\$9,891	\$15,000	\$15,000
26	76500 — Executive Committee Meeting Exp	\$14,000	\$16,239	\$24,000	\$25,000
27	AOA Leadership Academy	\$12,000			\$12,000
28	77000 — AS/SU Committee Expenses				
29	77100 — Financial Services Com Expenses				
30	77200 — HR Committee Expenses		\$2,000	\$2,000	
31	AOA Biennial Salary Survey		\$6,300	\$6,300	
32	77300 — IT Committee Expenses				
33	77400 — Research Admin Com Expenses				
34	77600 — Commercial Services Committee Expenses				
35	77900 — Philanthropy Committee Expenses				
36	77800 — Standing Committee Meeting/Programs	\$25,000		\$5,000	\$10,000
37	97000 -- Website Depreciation Expense	\$9,965		\$9,965	\$9,965
38	78000 — Web Hosting/Maintenance Exp	\$40,000	\$24,773	\$37,158	\$40,000
39	Website Content/AOA Directory Updates	\$6,000	\$6,531	\$8,000	\$9,000
40	AOA Scholarship Program	\$5,000	\$10,000	\$10,000	\$5,000
41	79000 — Gifts and Awards Expense	\$500	\$841	\$841	\$1,000
42	79400 — Bad Debt Expense		\$1,283	\$1,283	
43	Special Projects (Website Implementation)				
44	79500 — Miscellaneous Expenses	\$2,500	\$3,202	\$5,000	\$5,000
45	<b>Total Expense</b>	<b>\$243,400</b>	<b>\$154,006</b>	<b>\$239,982</b>	<b>\$252,419</b>
46					
47	<b>Net Income</b>	<b>\$29,292</b>	<b>-\$4,380</b>	<b>\$55,610</b>	<b>\$20,272</b>
48					
49	<b>January Conference Summary</b>				
50					
51	<b>Income</b>	\$495,000	\$0	\$0	\$445,000
52	<b>Expense</b>	\$578,839	\$368,996	\$383,745	\$495,500
53	<b>Net Income</b>	(\$83,839)	-\$368,996	-\$383,745	(\$50,500)
54					
55					
56	<b>TOTAL AOA NET INCOME</b>	<b>(\$54,548)</b>	<b>(\$373,376)</b>	<b>(\$328,135)</b>	<b>(\$30,228)</b>
57					
58					
59	Projected AOA Net Assets as of 6/30/22				
60					
61	<b>Reserves:</b>				
62	Working Capital			\$121,700	
63	Conference Contingency			\$127,625	
64	Special Projects/General Contingency			\$50,000	
65	<b>Total Reserves</b>			<b>\$299,325</b>	
66					
67	<b>Unallocated Net Assets:</b>				
68	Beginning Balance 7-1-21			\$454,157	
69	Add: Projected FY 21/22 income			(\$328,135)	
70	<b>Total Projected Unallocated Net Assets at 6/30/22</b>			<b>\$126,022</b>	
71					
72	<b>Total AOA Net Assets Projected as of 6/30/22</b>			<b>\$425,347</b>	

**Auxiliary Organizations Association (AOA)**  
 Custom Transaction Detail Report  
 January 1 through April 14, 2022

Date	Num	Name	Memo	Account	Class	Clr	Split	Amount	Balance
<b>Income</b>									
<b>49500 — Extraordinary Income</b>									
01/10/22	36		Bofa Merchant S...	49500 — Extraordinary ...	General Op...		1499 — *Undepo...	131.85	131.85
02/06/22	38		Sedgwick check	49500 — Extraordinary ...	General Op...		1499 — *Undepo...	21.07	152.92
02/28/22	41		Deposit to AOA ...	49500 — Extraordinary ...	General Op...		1000 — Checki...	108.28	261.20
Total 49500 — Extraordinary Income									
<b>52000 — Business Partner Income</b>									
<b>52100 — Business Partner Reg Fee</b>									
01/31/22	PayPcr...		Palpal Credits is...	52100 — Business Part...	January Co...		-SPLIT-	-13,650.00	-13,650.00
03/08/22	2762		Refund Joseph F...	52100 — Business Part...	January Co...		1000 — Checki...	-595.00	-14,245.00
03/31/22	CntDef...		Tnf 2022 BP Re...	52100 — Business Part...	January Co...			-6,000.00	-20,245.00
Total 52100 — Business Partner Reg Fee									
<b>52000 — Business Partner Income - Other</b>									
02/06/22	35		Post Jan BP check	52000 — Business Part...	January Co...		1499 — *Undepo...	2,750.00	2,750.00
02/23/22	2756		Refund UKG 20...	52000 — Business Part...	January Co...		1000 — Checki...	-6,500.00	-3,750.00
02/28/22	40		Feb 2022 PayPal...	52000 — Business Part...	January Co...		1000 — Checki...	1,750.00	-2,000.00
02/28/22	PPalcre...		PayPal Credits is...	52000 — Business Part...	January Co...		-SPLIT-	-8,250.00	-10,250.00
03/17/22	2764		Refund Sodexo ...	52000 — Business Part...	January Co...		1000 — Checki...	-10,000.00	-20,250.00
03/18/22				52000 — Business Part...	January Co...		1499 — *Undepo...	0.00	-20,250.00
03/31/22	42		PayPal Deposit ...	52000 — Business Part...	January Co...		1000 — Checki...	10,000.00	-10,250.00
03/31/22	44		Deposit March c...	52000 — Business Part...	January Co...		1000 — Checki...	14,750.00	4,500.00
03/31/22	CntDef...		Tnf 2022 Spons...	52000 — Business Part...	January Co...			-149,500.00	-145,000.00
Total 52000 — Business Partner Income - Other									
Total 52000 — Business Partner Income									
<b>50000 — Conference Registration Fees</b>									
01/31/22	37		PayPal sales dep...	50000 — Conference R...	January Co...		1499 — *Undepo...	50.00	50.00
01/31/22	PayPcr...		Palpal Credits is...	50000 — Conference R...	January Co...		52100 — Busines...	-465.00	-415.00
02/28/22	PPalcre...		PayPal Credits is...	50000 — Conference R...	January Co...		52000 — Busines...	-7,360.00	-7,775.00
03/31/22	CntDef...		Tnf 2022 Memb...	50000 — Conference R...	January Co...			-179,855.00	-187,630.00
Total 50000 — Conference Registration Fees									
<b>45000 — Interest Income</b>									
01/31/22			Interest	45000 — Interest Income	General Op...		10300 — Money ...	0.02	0.02
02/28/22			Interest	45000 — Interest Income	General Op...		10300 — Money ...	0.01	0.03
Total 45000 — Interest Income									
<b>40000 — AOA Dues</b>									
02/06/22	38		Deposit Feb 202...	40000 — AOA Dues	General Op...		1499 — *Undepo...	5,427.00	5,427.00

**Auxiliary Organizations Association (AOA)**  
 Custom Transaction Detail Report  
 January 1 through April 14, 2022

Date	Num	Name	Memo	Account	Class	Clr	Split	Amount	Balance	
03/31/22	43		Deposit 4 March...	40000 — AOA Dues	General Op...		10000 — Checki...	10,969.00	16,396.00	
								16,396.00	16,396.00	
Total 40000 — AOA Dues										
Total Income									-336,217.77	
Total Income									-336,217.77	
<b>Expense</b>										
<b>77250 — AOA Salary Survey Expense</b>										
01/03/22	2737	Human Resources Strat...	Third payment ...	77250 — AOA Salary Su...	General Op...		10000 — Checki...	2,100.00	2,100.00	
01/24/22	2748	Human Resources Strat...	Final payment o...	77250 — AOA Salary Su...	General Op...		10000 — Checki...	2,100.00	4,200.00	
Total 77250 — AOA Salary Survey Expense									4,200.00	
<b>78500 — Website Content/Dir Management DJ</b>										
03/08/22	2760	Dixie L. Johnson	Dec - Feb Websi...	78500 — Website Conte...	General Op...		10000 — Checki...	1,605.78	1,605.78	
03/08/22	2760	Dixie L. Johnson	Dec - Feb Mem...	78500 — Website Conte...	General Op...		10000 — Checki...	276.11	1,881.89	
03/08/22	2760	Dixie L. Johnson	Dec 2021 Nom ...	78500 — Website Conte...	General Op...		10000 — Checki...	126.08	2,007.97	
Total 78500 — Website Content/Dir Management DJ									2,007.97	
<b>86000 — CPC Expenses</b>										
<b>86100 — CPC Travel Expense</b>										
02/01/22	2749	VOID	Martiz Ware 11/...	86100 — CPC Travel Ex...	January Co...		10000 — Checki...	0.00	0.00	
02/04/22	2753	CSU Northridge, Univ St...	K Pichler Nov CPC	86100 — CPC Travel Ex...	January Co...		10000 — Checki...	528.74	528.74	
02/04/22	2754	CSU Dominguez Hills	G Fischer Nov C...	86100 — CPC Travel Ex...	January Co...		10000 — Checki...	426.77	955.51	
Total 86100 — CPC Travel Expense									955.51	
Total 86000 — CPC Expenses										955.51
<b>80000 — Conference Contract Services</b>										
<b>80250 — Cnf Contract Srv-Kasey Schoen</b>										
01/14/22	2743	Kasey Schoen	3 Contract Ortl...	80250 — Cnf Contract S...	January Co...		10000 — Checki...	15,750.00	15,750.00	
03/08/22	2761	Kasey Schoen	Final Contract Q...	80250 — Cnf Contract S...	January Co...		10000 — Checki...	5,250.00	21,000.00	
Total 80250 — Cnf Contract Srv-Kasey Schoen									21,000.00	
<b>80450 — Cnf Contract Srv-Lorlie Leetham</b>										
04/10/22	2772	Lorlie Leetham	Final paymt: No...	80450 — Cnf Contract S...	January Co...		10000 — Checki...	9,000.00	9,000.00	
Total 80450 — Cnf Contract Srv-Lorlie Leetham									9,000.00	
<b>80300 — Conf Contract Service-Taren M</b>										
01/14/22	2745	Taren Mulhauser	T Mulhauser #4 ...	80300 — Conf Contract...	January Co...		10000 — Checki...	3,750.00	3,750.00	
Total 80300 — Conf Contract Service-Taren M									3,750.00	
<b>80100 — Conf Contract Service-R Jackson</b>										
03/10/22	2763	Richard Jackson	Final paymt '22 ...	80100 — Conf Contract...	January Co...		10000 — Checki...	6,839.00	6,839.00	



**Auxiliary Organizations Association (AOA)**  
 Custom Transaction Detail Report  
 January 1 through April 14, 2022

Date	Num	Name	Memo	Account	Class	Clr	Split	Amount	Balance
Total 80100 — Conf Contract Service-R Jackson									
<b>80700 — Registration Area Support</b>									
01/14/22	2744	Gorilla Marketing	Cnf Badge Hold...	80700 — Registration A...	January Co...		10000 — Checki...	1,859.72	1,859.72
03/08/22	2761	Kasey Schoen	PPE/Frames/spe...	80700 — Registration A...	January Co...		10000 — Checki...	927.21	2,786.93
03/31/22	CnPre...		Tnf 2022 Cnf Ex...	80700 — Registration A...	January Co...		87000 — Speake...	-2,786.93	0.00
Total 80700 — Registration Area Support									
<b>80500 — Service Provider Travel Expense</b>									
01/14/22	2743	Kasey Schoen	Hotel/Travel No...	80500 — Service Provid...	January Co...		10000 — Checki...	394.36	394.36
Total 80500 — Service Provider Travel Expense									
<b>80200 — Conf Contract Service-D Johnson</b>									
03/08/22	2760	Dixie L. Johnson	Feb 2022 Suppo...	80200 — Conf Contract...	January Co...		10000 — Checki...	304.00	304.00
03/08/22	2760	Dixie L. Johnson	Dec - Feb Fair S...	80200 — Conf Contract...	January Co...		10000 — Checki...	361.60	665.60
Total 80200 — Conf Contract Service-D Johnson									
Total 80000 — Conference Contract Services									
<b>88000 — Web/AV Tech/ E Air Expense</b>									
03/10/22	2763	Richard Jackson	EventsAir Exh/S...	88000 — Web/AV Tech...	January Co...		10000 — Checki...	1,450.00	1,450.00
Total 88000 — Web/AV Tech/ E Air Expense									
<b>87000 — Speaker Contract Expenses</b>									
03/31/22	CnPre...		Tnf 2022 Cnf Ex...	87000 — Speaker Contr...	January Co...		-SPLIT-	-11,250.00	-11,250.00
Total 87000 — Speaker Contract Expenses									
<b>84000 — Marketing/Communication Exp</b>									
02/04/22	2751	Public Identity	Lifetime Award I...	84000 — Marketing/Co...	January Co...		10000 — Checki...	874.15	874.15
03/31/22	CnPre...		Tnf 2022 Cnf Ex...	84000 — Marketing/Co...	January Co...		87000 — Speake...	-2,325.24	-1,451.09
Total 84000 — Marketing/Communication Exp									
<b>83000 — Hotel Function &amp; Meal Expense</b>									
01/09/22	2739	Richard Jackson	Deposit #4 for I...	83000 — Hotel Functio...	January Co...		10000 — Checki...	75,820.00	75,820.00
03/10/22	2763	Richard Jackson	Encore Cnf canc...	83000 — Hotel Functio...	January Co...		10000 — Checki...	60,819.19	136,639.19
03/31/22	CnPre...		Tnf 2022 Cnf Ex...	83000 — Hotel Functio...	January Co...		87000 — Speake...	-75,205.00	61,434.19
Total 83000 — Hotel Function & Meal Expense									
<b>82000 — Cnf Gifts and Awards Expense</b>									
01/14/22	2742	Lorlie Leatham	Reimb 18 Cnf gi...	82000 — Cnf Gifts and ...	January Co...		10000 — Checki...	2,047.60	2,047.60
03/31/22	CnPre...		Tnf 2022 Cnf Ex...	82000 — Cnf Gifts and ...	January Co...		87000 — Speake...	-6,752.72	-4,705.12

**Auxiliary Organizations Association (AOA)**

Custom Transaction Detail Report

January 1 through April 14, 2022

Date	Num	Name	Memo	Account	Class	Clr	Split	Amount	Balance	
Total 82000 — Cnf Gifts and Awards Expense									-4,705.12	-4,705.12
<b>80800 — Bank Credit Card Fees</b>										
02/28/22			Service Charge	80800 — Bank Credit C...	January Co...		10000 — Checki...	53.80	53.80	
Total 80800 — Bank Credit Card Fees									53.80	53.80
<b>79500 — Miscellaneous Expenses</b>										
01/10/22	2740	Richard Jackson	PayPal fee 12/2...	79500 — Miscellaneous...	General Op...		10000 — Checki...	19.95	19.95	
01/10/22	2740	Richard Jackson	AWS Cloud fee 1...	79500 — Miscellaneous...	General Op...		10000 — Checki...	68.10	88.05	
02/04/22	2450	Richard Jackson	PayPal fee 1/2/22	79500 — Miscellaneous...	General Op...		10000 — Checki...	19.95	108.00	
02/04/22	2450	Richard Jackson	AWS Cloud fee 1...	79500 — Miscellaneous...	General Op...		10000 — Checki...	69.57	177.57	
02/04/22	2450	Richard Jackson	AOA PO Box, St...	79500 — Miscellaneous...	General Op...		10000 — Checki...	494.00	671.57	
02/04/22	2755	Attny General's Reg of C...	Annual Renewal...	79500 — Miscellaneous...	General Op...		10000 — Checki...	75.00	746.57	
03/10/22	2763	Richard Jackson	PayPal fee 2/2/22	79500 — Miscellaneous...	General Op...		10000 — Checki...	19.95	766.52	
03/10/22	2763	Richard Jackson	AWS Cloud fee 2...	79500 — Miscellaneous...	General Op...		10000 — Checki...	69.58	836.10	
04/01/22	2767	San Diego State Univ. R...	Rest of Annual ...	79500 — Miscellaneous...	General Op...		10000 — Checki...	25.00	861.10	
04/05/22	2770	Richard Jackson	AOA Travel Rei...	79500 — Miscellaneous...	General Op...		10000 — Checki...	19.95	881.05	
04/05/22	2770	Richard Jackson	Pay Pal fee 3/2/...	79500 — Miscellaneous...	General Op...		10000 — Checki...	63.58	944.63	
04/05/22	2770	Richard Jackson	Amazon Web St...	79500 — Miscellaneous...	General Op...		10000 — Checki...	384.00	1,328.63	
04/05/22	2770	Richard Jackson	Survey Monkey ...	79500 — Miscellaneous...	General Op...		10000 — Checki...	157.40	1,486.03	
Total 79500 — Miscellaneous Expenses									1,486.03	1,486.03
<b>79000 — Gifts and Awards Expense</b>										
01/24/22	2746	CSU San Marcos	Scholarship Awa...	79000 — Gifts and Awa...	General Op...		10000 — Checki...	5,000.00	5,000.00	
01/24/22	2747	CSU, San Bernardino	Scholarship Awa...	79000 — Gifts and Awa...	General Op...		10000 — Checki...	5,000.00	10,000.00	
03/10/22	2763	Richard Jackson	Gifts for Pres & ...	79000 — Gifts and Awa...	General Op...		10000 — Checki...	771.13	10,771.13	
03/10/22	2763	Richard Jackson	Mailing costs fo...	79000 — Gifts and Awa...	General Op...		10000 — Checki...	69.67	10,840.80	
Total 79000 — Gifts and Awards Expense									10,840.80	10,840.80
<b>78000 — Web Hosting/Maintenance Exp</b>										
01/14/22	2741	Dent Agency LLC	Dent Agency De...	78000 — Web Hosting/...	General Op...		10000 — Checki...	3,096.60	3,096.60	
02/23/22	2757	Dent Agency LLC	Dent Agency Jan...	78000 — Web Hosting/...	General Op...		10000 — Checki...	3,096.60	6,193.20	
03/08/22	2758	Dent Agency LLC	Dent Agency Fe...	78000 — Web Hosting/...	General Op...		10000 — Checki...	3,096.60	9,289.80	
Total 78000 — Web Hosting/Maintenance Exp									9,289.80	9,289.80
<b>76500 — Executive Committee Meeting Exp</b>										
04/05/22	2770	Richard Jackson	Hyatt Pike Depo...	76500 — Executive Co...	General Op...		10000 — Checki...	5,400.00	5,400.00	
Total 76500 — Executive Committee Meeting Exp									5,400.00	5,400.00
<b>76000 — Executive Committee Travel Exp</b>										
02/01/22	2749	VOID	Martiz Ware 11/...	76000 — Executive Co...	General Op...		10000 — Checki...	0.00	0.00	

**Auxiliary Organizations Association (AOA)**  
 Custom Transaction Detail Report  
 January 1 through April 14, 2022

Date	Num	Name	Memo	Account	Class	Clr	Split	Amount	Balance
04/01/22	2767	San Diego State Univ. R...	M Goetz Aug & ...	76000 — Executive Co...	General Op...		10000 — Checki...	800.10	800.10
04/01/22	2768	CSU Chico Associated St...	Shar Krater CSU ...	76000 — Executive Co...	General Op...		10000 — Checki...	459.56	1,259.66
Total 76000 — Executive Committee Travel Exp								1,259.66	1,259.66
<b>71000 — Retainer - Legislative Liaison</b>									
01/03/22	2736	Robert E. Griffin	RGriffin EC Cons...	71000 — Retainer - Leg...	General Op...		10000 — Checki...	3,450.00	3,450.00
04/01/22	2769	Robert E. Griffin	RGriffin Leg alter...	71000 — Retainer - Leg...	General Op...		10000 — Checki...	4,200.00	7,650.00
Total 71000 — Retainer - Legislative Liaison								7,650.00	7,650.00
<b>70500 — S/T Travel &amp; AOA Office Expense</b>									
01/03/22	2738	AT&T	12/19/21 - 1/1...	70500 — S/T Travel & A...	General Op...		10000 — Checki...	217.46	217.46
02/04/22	2752	AT&T	1/19/22 - 2/18...	70500 — S/T Travel & A...	General Op...		10000 — Checki...	279.02	496.48
03/08/22	2759	AT&T	2/19/22 - 3/18...	70500 — S/T Travel & A...	General Op...		10000 — Checki...	245.53	742.01
04/01/22	2766	AT&T	3/19/22 - 4/18...	70500 — S/T Travel & A...	General Op...		10000 — Checki...	244.68	986.69
Total 70500 — S/T Travel & AOA Office Expense								986.69	986.69
<b>70000 — Contacted Service - Sec/Treas</b>									
01/10/22	2740	Richard Jackson	RJ Dec 21 contr...	70000 — Contacted Ser...	General Op...		10000 — Checki...	3,689.67	3,689.67
02/04/22	2450	Richard Jackson	RJ Jan 22 contra...	70000 — Contacted Ser...	General Op...		10000 — Checki...	3,689.67	7,379.34
03/10/22	2763	Richard Jackson	RJ Feb 22 contra...	70000 — Contacted Ser...	General Op...		10000 — Checki...	3,689.67	11,069.01
04/05/22	2770	Richard Jackson	RJ Service Contr...	70000 — Contacted Ser...	General Op...		10000 — Checki...	3,689.67	14,758.68
Total 70000 — Contacted Service - Sec/Treas								14,758.68	14,758.68
Total Expense								146,015.88	146,015.88
Net Income								-482,233.65	-482,233.65



## ***Education and Training Series***

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**AOA is pleased to announce that the 2022 Education and Training Series is open for proposal submission. As a 2022/23 Business Partner Sponsor, you are invited to submit webinar program topics that may be selected for the 2022 education series. Live webinars and pre-recorded content formats are both welcome.**

Educational sessions have long been the foundation of the AOA conference. We are excited to expand our AOA member benefits to include a series of online professional development events that will take place between the annual AOA conferences.

***We are interested in filling some early webinar slots so initial proposal review will begin March 31. Proposals will continue to be accepted through April 30 for the 2022 year. Webinars will be hosted via AOA's zoom platform, unless other means provided by business partner.***

### **What are we looking for?**

CSU auxiliary organizations oversee a broad range of services and functions. These include research administration, philanthropic development and endowment management, student services, recreation centers, student government, housing, property management, campus dining, bookstores and other commercial operations, and administrative support services like human resources, marketing, financial operations, and others. AOA business partners are invited to submit educational webinar proposals that demonstrate expertise and insights into any of the many program areas relevant to auxiliaries.

Preference will be given to webinar content that demonstrates innovative solutions, best practices and shared experiences that impact student success, enhance campus partnerships, and grow entrepreneurial endeavors, with stated learning outcomes for attendees. A mix of formats, whether single or multi-presenter formats, panel discussions, case studies, and inclusion of experts from across business and higher education, are encouraged.

### **How to submit:**

Please submit your proposal in an outline format to [admin@csuaoa.org](mailto:admin@csuaoa.org) with subject line "Webinar Proposal". All submissions should include organization name, session title, presenter(s) name, title and bio, subject matter, and a minimum one to two paragraph description of the session, including learning outcomes.

If you have existing pre-recorded webinar programs that may be a fit for the AOA Education and Training Series, you are welcome to submit those for review and inclusion in the library of programs that will be made available to our membership.

Thank you! We look forward to hearing from you!

**Subject:** AO Open Meeting Policy & Procedures Development  
**Date:** Thursday, March 3, 2022 at 2:19:34 PM Pacific Standard Time  
**From:** Robert E. Griffin <grifr@aol.com>  
**To:** Richard T Jackson <RTJackson@csuchico.edu>  
**Attachments:** Model Conduct of Meeting Policy v.2.docx, Open Meeting Exceptions under Semour v.5.docx, Model Permissible Closed Sessions Procedure.docx

Richard: For your preview. Below is a brief explanatory statement.

Attached is a set of three interrelated documents intended to guide development of opening meeting policy and practices for auxiliary organization boards under the Seymour Act (Ed Code §§ 89920-28).

First, the model policy and practices document expands upon AOA's Model Open Meeting Guidelines (April 2021). It includes additional details on meeting preparations, conduct and follow up.

This is followed by a concise monograph elaborating on the closed session exceptions within the Seymour Act by analogy to parallel features found in the other California open meeting laws.

This analysis leads to the third document: a model set of procedures for holding permissible closed sessions based upon the monograph.

The two model documents should be used as a point of departure in crafting board meeting policy statements and implementing written procedures, in consultation with legal counsel, that best suit each organization and which conform to statutory requirements and intent.

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Robert E. Griffin  
Post Office Box 345  
San Luis Obispo California 93406  
805.801.7292  
GRIFR@aol.com

[Name of Organization]

SECTION NO.

POLICY MANUAL

DOCUMENT NO.

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SECTION: **POLICY STATEMENT – GENERAL AND ADMINISTRATIVE**

SUBJECT: **CONDUCT OF BOARD AND COMMITTEE MEETINGS**

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PURPOSE: To establish meeting policy and practices, and to authorize conforming procedures for the Board of Directors and applicable Board subboards, consistent with applicable law and regulations.

NEW/REVISED:

EFFECTIVE  
DATE: [DATE]

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## **I. BACKGROUND**

The [name of organization] is a nonprofit public benefit corporation under California law. [*California Corporations Code* § 5200 *et seq.*] This organization is also a recognized auxiliary organization operating within the California State University system [*California Education Code* § 89900 *et seq.* and the *California Code of Regulations*, Title 5, Division 5, Chapter 1, Subchapter 6, at § 42401 *et seq.*].

As a nonprofit public benefit corporation and auxiliary organization, [name of organization] is required to comply with a broad range of statutory and regulatory standards relating to meetings of the Board of Directors and subboards.

This policy restates the governance meeting standards, implements them with more specific requirements, and authorizes conforming procedures.

## **II. REFERENCES**

A. California Nonprofit Public Benefit Corporations Law (Corp Code § 5110 *et seq.*).

B. California Education Code § 89920-28.

C. *CSU Auxiliary Organization Compliance Guide* (Rev. 2, July 2017).

D. *AOA Model Governing Board Open Meeting Guidelines* (Revised April 2021).

### III. DEFINITIONS

Certain words, terms and phrases used in this policy statement shall be defined and interpreted as follows:

“Adjourned Meeting” means a meeting of a body duly noticed and that, as a result of action of the body quorum, or in the absence of a quorum, a majority of body members present at any meeting, is adjourned to meet again at a stated date, time and place. Notice of the date, time and place and business to be transacted at such meeting shall be given to any body members who were not present at the time of the time of adjournment.

“Annual Meeting” means an annual meeting of the Board of Directors held in each year. The purpose of the Annual Meeting shall to appoint or elect Directors, the election of Officers, and for such other business as may come before the meeting with due notice.

“Board” or “Board of Directors” means the governing body of the [name of organization].

“Body” means the Board or any subboards with delegated authority from the Board to act on behalf of the organization.

“Closed Session” means a meeting or any portion of a meeting by a body closed to the public for the limited purpose of considering matters authorized under *California Education Code* Section 89923 and implemented through this policy statement and conforming procedures.

“Employee” means an employee of the [name of organization]. This term does not include individuals assigned to [name of organization] under an agreement with another entity. The term “employee” also does not include a person elected or appointed to a corporate office.

“Meeting” or “Meetings” mean a gathering (including a study session or Meeting-By-Teleconference) of a quorum of Board or subboard members thereof, at the same time, no matter how informal, to hear, discuss, deliberate or act upon any item within the purview of that body; or any series of gatherings or communications prior to a meeting not constituting a quorum which could be construed as forming a consensus on any item to be considered at the meeting.

A meeting is not intended to include: Board, committee or subboard workshops or retreats convened for training or general planning discussion purposes; purely social or ceremonial occasions, absent business discussions by a majority of the body; attendance at either the public meeting of another governing body or a conference at which only issues of general interest are discussed.

“Meeting-by-Teleconference” means any meeting by a body, held for body members, through conference telephone, video screen communication, or similar technology, as long as all body members participating in the meeting can hear one another. Participating body members shall be deemed to be present in person at

such a meeting. The conduct of meeting-by-telephone shall be consistent with this policy statement. *Reference: Cal Corp Code § 5211(a)(6).*

“Regular Meeting” means body meetings held and duly noticed on a scheduled basis (including dates, times and locations) established annually. *Reference: CA Corp Code § 89921.*

“Special Meeting” means a meeting, other than a regular meeting, called at any time and duly noticed to be held at such date, time and location as shall be designated in the meeting notice. *Reference: CA Corp Code § 89921.* An “Emergency Meeting” is a type of special meeting called in anticipation of or during an emergency. *Reference: CA Corp Code § 5140(n).*

“Subboard” or “Subboards” mean a committee or committees formally established by the Board of Directors pursuant to the bylaws and charged with delegated authority by the Board to act on behalf of the organization. This term does not include advisory subcommittees, boards, councils or similar groups established by the Board or pursuant to the bylaws to study matters commission by the Board, and to render advice or recommendations thereon.

#### IV. POLICY

A. General. It is the general policy of the Board of Directors to conduct its business in public meetings. All such meetings shall be open and public, and all persons shall be permitted to attend any meeting. This policy extends to subboards established by the Board, together with meeting practices and, in limited circumstances, to closed sessions, as set forth below. *References: CA Ed Code § 89920; Compliance Guide § 7.5.*

Body actions shall not be taken by secret ballot.

No Board or subboard action will be taken at a meeting on any issue unless and until the matter has been publicly posted for at least one week

Board and subboard meetings shall be held at a place within California that has been designated from time to time by the Board. Such meetings are generally held on or near the campus, but with concurrence of the Board Chair, may be held elsewhere in California if necessary. The Board shall annually set a tentative schedule of its regular meetings, including dates, times and place(s). This tentative regular meeting schedule may need to be amended from time to time, but any meeting that departs from the annual schedule is subject to appropriate meeting call, notice, agenda and conduct requirements in this policy. *References: CA Ed Code § 89920; Compliance Guide § 7.5.*

#### B. Meeting Calls, Notice and Agendas

The body chair, corporate Secretary or managing director shall issue a call each *regular meeting* on the established schedule. The chair or a majority of the body may call a *special meeting*.

Meeting notices shall be in a written or electronic form that includes the date, day, time and location. If a meeting notice includes the agenda, the notice must be in sufficient detail to disclose the nature of the matter to be considered at the meeting and whether action by the body will be taken.



*Regular and Special meetings* must be noticed in writing at least one week prior to the date set for the meeting. The meeting notice shall be given to any person or news media that has filed a notice request with the corporate Secretary. Such request shall be effective and valid for one year from the date on which it is filed, unless a renewal request is filed. *Reference: Cal Education Code Section 89921.*

*Special meeting* calls and notices may be delivered in writing, personally or by mail, at least 24 hours prior to any such meeting to each member of the body, and to any news media or other party who has requested such notice. Such written notice may be dispensed with as to a body member who, at or prior to the time the meeting convenes, files with the corporate Secretary a written notice waiver. Such a waiver may be given by telegram. *Special meeting* written notice may also be waived by virtue of any member actually being present at the time the meeting convenes.

The corporate Secretary under written guidelines that comply with statutory standards shall prescribe the form of such meeting calls/notices.

Only business described in a *Special Meeting* call/notice can be considered at the meeting. *Reference: CA Ed Code § 89922.*

If a meeting-by-teleconference is planned, the meeting call, notice and agenda shall clearly disclose meeting teleconferencing arrangements and the conditions required for a valid meeting by this technology.

## **V. PRACTICES**

### **A. Meeting Preparations**

A meeting agenda should clearly identify and order the matters to be considered, and include supporting information or documents available at the time the agendas are distributed. *Reference: Compliance Guide § 7.5.2*

The meeting agendas will be developed and prepared by the Designated Staff in coordination with the Chair and will be comprised of recommendations and reports ready from each committee or subboard. The university president or chief financial officer shall identify specific agenda items. The Audit Committee will also be included on the agenda when the Chair of that committee needs to make a report. Body members with potential agenda items should contact the Designated Staff to coordinate the item for timely inclusion on a meeting agenda. *Reference: Compliance Guide § 7.5.2*

Designated Staff will confer with the Chair no less than two weeks prior to the body meeting in order to set the agenda, permit preparation of staff reports, and satisfy required notice timelines.

The Chair will work with Designated Staff to ensure that the agenda reflects accurately and completely matters that are timely and ripe for the body to consider.

Meeting notices, including specific agenda items, shall be posted on the organization's website at least one week before regular meetings, except as permitted by law for special meetings that require 24-hour notice/posting. *Reference: Compliance Guide § 7.5.1.*

Each item in the agenda packet to the body should include an appropriate staff report introducing the item and providing summary background, analysis, alternatives, recommendation and, if necessary, supporting documentation sufficient to properly inform body members and permit them to make prudent judgments on the item. While confidential agenda information under statutory standards will not be available to the public, other information may be either provided before or at the meeting and may be posted in advance of a meeting on the organization's website.

#### B. During the Meeting

*Robert's Rules of Order.* The conduct of meetings will be guided by *Robert's Rules of Order* in a practical manner, consistent with applicable provisions of the California Nonprofit Public Benefit Corporation Law and the California Education Code.

*Order of Meeting.* The order of a meeting should generally be as follows:

- Call to Order/Roll Call
- Minutes Approval (prior meeting)
- Public Comment Period
- Consent Agenda
- Business Items (including Closed Session, if authorized)
- Discussion Items
- Reports
- Announce Next Meeting
- Adjournment

*Consent Agenda.* The Consent agenda may be approved with the Chair stating "If I hear no objections, the Consent Agenda is passed." Any item on the Consent Agenda may be removed to the appropriate agenda-sequence by a body member without discussion. The body may establish more detailed procedures relating to the Consent Agenda process.

*Introducing Business and Report Agenda Items.* The Chair should introduce each agenda item, ask staff to summarize the nature of the item, and then take up any required procedural matters on more complex items. Following staff presentation on each business and report item, body members should take up deliberation and action on the matter. Staff may be asked to respond to any attendee comments. See Section D below on public comment.

#### C. Meeting-by-Teleconference

If one or more body members are participating in a meeting-by-teleconference, all meeting participants must be able to hear one another in order for the conditions to constitute presence-in-person of those participating by teleconference. Therefore, all teleconferencing body members should state their names for the record at the beginning of the meeting, and should state, both at the beginning and end of the meeting, that they are and were able to communicate with each other concurrently.

Participation in a meeting through use of electronic video screen communication or communication equipment other than conference telephone constitutes presence-in-person at the meeting if the following requirements are met:

- Each member participating in the meeting can communicate with all of the other members concurrently; and
- Each body member is provided the means of participating in all matters before the body, including the capacity to propose or to interpose an objection to a specific action to be taken by the body.

Verification measures are adopted and used to ensure that the persons participating in the meeting are body members, and that all actions and votes are taken or cast only by the body members. *Reference: CA Corp Code § 5211(a)(6).*

The corporate Secretary shall establish and implement written teleconferencing verification practices as authorized by Section V below.

#### D. Public Comment During Open Meeting

Generally, the public comment period on the meeting agenda is open to any matter within the jurisdiction of the organization. At the discretion of the meeting chair, or upon an affirmative vote of the body, comment from the public at an open meeting may be heard specifically on any agenda item for that meeting.

Such public comment shall be limited by the chair to a reasonable time period consistent with the number and relative importance of other agenda items for the meeting, and upon time available to the body. Public comment on an agenda item shall be heard following the staff report, after responses to questions from the body, and before action is taken by the body on the item. The number of persons wishing to make comment upon an agenda item may require additional planning arrangements established in advance of the meeting to help assure the body hears the public comment on an effective and fair basis.

#### E. Closed Session

A body may hold a duly noticed closed session meeting or a closed session during a meeting to consider the following matters:

- Litigation;
- Collective Bargaining;
- Appointment, Employment, Performance Evaluation or Dismissal of Employee; or
- Complaint against Employee (unless employee requests public hearing).

Upon a favorable majority vote of its members, a body with investment jurisdiction may also hold a closed session to discuss investments where public discussion could have a negative impact on the corporation's financial situation. In such circumstances, any final decision by the body shall only be made in public (open session). *Reference: Cal Education Code Section 89923.*

#### F. Adjourned Meetings

If an adjourned meeting is required, the presiding meeting chair shall set a date, time and place to hold the adjourned meeting. Appropriate meeting notices shall be sent, particularly to those not present at the time of adjournment.

#### G. Meeting Minutes

Written minutes of all meetings shall be taken, promptly transcribed, approved by the body and maintained by the corporate Secretary under guidelines the

corporate Secretary may establish. Closed session minutes or session summaries remain confidential.

## VI. CONFORMING PROCEDURES

With the concurrence of the Board, management may establish written conforming procedures to implement this policy statement. Such procedures shall be reported and distributed to the Board and to subboards, and made readily available to the public.

3/7/22

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MODEL

# OPEN MEETING EXCEPTIONS UNDER THE “SEYMOUR ACT”

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Robert E. Griffin

**Context:** There are four California opening meeting laws. Two apply to auxiliary organizations. Meetings of student body organizations are subject to the *Gloria Romero Open Meetings Act of 2000*. All other auxiliary organization meetings must comply with Education Code Sections 89920-28 (known informally as the “Seymour Act” for its author, Senator John F. Seymour). This monograph analyzes permitted reasons under the Seymour Act for an auxiliary organization governing board or subboards to hold a closed session. The *Romero Act* and analogous open meeting law exceptions for state and local governments offer a path to better define and develop permitted closed session reasons under Seymour.

## I. Background

No open meeting laws applied to auxiliary organizations until 1975. Then only **student body organizations** were brought under the *Bagley-Keene Open Meeting Act*.<sup>1</sup> In 1977, the Education Code was again amended to extend *Bagley-Keene* to all auxiliary organizations.<sup>2</sup>

The “Seymour Act,”<sup>3</sup> enacted in 1984, removed *Bagley-Keene* and brought all auxiliary organizations under basic governing board and subboard<sup>4</sup> meeting requirements.

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<sup>1</sup> Added Gov’t Code § 11121.5 (Stats. 1974, c. 1179), by AB 4509, Assembly Member Keene, effective September 23, 1974 as urgency measure.

<sup>2</sup> Amended Ed Code § 89903 (Stats. 1977, c. 36, § 379), by AB 477, Assembly Member Greene, effective April 30, 1977 as urgency measure.

<sup>3</sup> Use of the title “Seymour Act” is an informal reference to Ed Code §§ 89920-28. This law applied to all auxiliary organizations until January 2001 (Stats. 1984, c.1154), by SB 2286, Senator Seymour, effective January 1, 1985 – and also repealed Gov’t Code § 11121.5, and deleted the cross-reference to *Bagley-Keene* in Ed Code § 89903.

<sup>4</sup> It appears commonly accepted that the undefined term “subboard” refers to committees formed by the governing board with delegated authority to act within specified parameters, and not to advisory committees charged with making only recommendations to the board (unless composed of a board

The *Gloria Romero Open Meetings Act of 2000*, effective January 1, 2001,<sup>5</sup> enacted a comprehensive open meeting regimen for **student body organizations** (patterned after *Bagley-Keene*) -- leaving all other auxiliary organizations under Seymour.

*Romero* has obvious lineage from Seymour and to both government open meeting laws. The legislative committee bill analysis<sup>6</sup> following *Romero* through the legislative process included two salient points:

- Existing law (a reference to Seymour) is too general and inadequate; and
- Other open meeting laws (a reference to *Brown* and *Bagley-Keene*) are more comprehensive in achieving open government policy objectives).

In 2020, the Auxiliary Organizations Association updated the *Model Open Meeting Guidelines* for auxiliary organizations subject to Seymour.<sup>7</sup> The model guidelines include a paragraph G briefly restating closed session requirements set out in Education Code § 89923. But unlike other California open meeting statutes,<sup>8</sup> the Seymour is devoid of considerable detail on these exceptions. The result has been ongoing questions and, too often, creative misinterpretations.<sup>9</sup> Yet it is clear that Seymour emanates from *Bagley-Keene* and *Brown*. The Seymour bill underwent a legislative process that repeatedly refers to the “parallels to” and “patterned after” the two predecessors.<sup>10</sup>

By enacting Seymour, the Legislature cast an important value statement on auxiliary board acts: the public has a place in the decision-making process, and only under certain exceptions are closed meetings allowed.

This monograph has a candid objective: offer a practical – and prudential – meaning to the Seymour Act open meeting exceptions.

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majority). *Bagley-Keene*, *Brown* and *Romero* use detailed criteria fitting to the nature of the governing body to include or exclude subboards.

<sup>5</sup> Amended Ed Code § 89928 and Added § 89305-89307.4 (Stats. 2000, c. 330), by AB 1857, Assembly Member Romero, applicable to all student body organizations (formed under § 89300 *et seq.*) in the conduct of governing body and committee meetings.

<sup>6</sup> For example: Assembly Committee on Higher Education, Staff Analysis, dated April 11, 2000.

<sup>7</sup> See AOA website, under Resources, Reports.

<sup>8</sup> See the *Bagley-Keene Open Meeting Act* (Gov’t Code §§ 11120-11132); the *Ralph M. Brown Act* (Gov’t Code § 54950 *et seq.*); and the *Gloria Romero Act of 2000* (Ed Code §§ 89305-89307.4).

<sup>9</sup> This monograph supplements the 2021 “Managing Board Closed Sessions” monograph posted on the AOA website, under Resources, Reports.

<sup>10</sup> See *SB 2286 Legislative History Report & Analysis*, Legislative Intent Service, Inc., March 1, 2022.

There is an operational advantage in attending to statutes framed in a general form; however, prudent, common sense judgment should prevail over attempts to abuse or misconstrue statutory intent to bring board deliberations and decisions into public light. Under the Seymour, the open meeting exceptions – with certain qualifications -- are stated in brief, undefined terms, related to considering matters of *litigation, collective bargaining, the appointment, employment, evaluation of performance, or dismissal of an employee, hearing complaints or charges brought against an employee by another person or employee, or discussing investments.*<sup>11</sup> Is there any nuance to these undefined categorical terms upon which a governing board could develop a more refined, yet compliant exceptions framework?<sup>12</sup>

Pertinent parallel statutory standards or authoritative interpretations of exceptions from counterpart open meeting laws are drawn upon to interpret and apply, as permissible, closed session situations under Seymour. No case law or administrative opinions have been rendered on *Romero* or Seymour open meeting exceptions.

## II. Open Meeting Exceptions

Closed sessions must be conducted under expressly authorized statutory exceptions. For this reason, exceptions are narrowly construed by the courts, which interpret and give effect to the intent of the statute.<sup>13</sup>

**A. *Litigation* Exception.** The singular public policy behind the one-word “litigation” exception is that the governing body of the organization may receive advice from legal counsel under the *attorney-client privilege doctrine*<sup>14</sup> concerning existing litigation, initiating litigation, or specific circumstances involving a significant risk of, or exposure to litigation.<sup>15</sup> Merely including legal counsel in a closed session dealing with a sensitive or potentially embarrassing issue falling outside the intent of this exception circumvents the transparency objective of the Act.

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<sup>11</sup> See Ed Code § 89923.

<sup>12</sup> An accepted rule of statutory construction holds that, unless the contrary is expressed, general terms are to be given their usual, ordinary, and commonsense general meaning that fulfills legislative intent. See, for example: *People v. Mejia* (2012) 211 Cal.App.4th 586, 611; also, *Reading Law: The Interpretation of Legal Texts*, Scalia & Garner, by Thompson/West, 2012, p. 101.

<sup>13</sup> Definitive statutory interpretations are commonly based upon the principle of *statutory context* when legislative language amounts to just a few words, and look to parallel statutes. See: *Statutory Interpretation: Theories, Tools and Trends*, Congressional Research Service, Updated April 5, 2018, pg. 23.

<sup>14</sup> This doctrine, under California law, includes exceptions, such as: confidential communications between a client and his/her attorney that are made in order to enable someone to commit a crime or fraud, or plan a crime or fraud. See CA Evid Code § 956(a).

<sup>15</sup> The attorney-client privilege found in *Bagley-Keene*, *Brown* and *Romero* are all stated as limited to only the respective open meeting exceptions – that is, the “exclusive expression” of the privilege.

The term *litigation* may seem self-defining, but it is a general term for a process.<sup>16</sup> Reasonably construed, *litigation* is based upon facts and circumstances involving several determinative elements:

- any judicial proceeding, including eminent domain, before a court, an administrative forum exercising its adjudicatory authority,<sup>17</sup> a hearing officer, or an arbitrator;<sup>18</sup>
- a legal action initiated by or naming the organization as a party;
- a point reached upon advice of legal counsel of significant exposure to litigation against the organization;<sup>19</sup>
- consideration of whether the board should initiate litigation;<sup>20</sup> or
- consideration of whether a closed session is authorized for the matter at hand,<sup>21</sup> resulting settlement terms, or appeals.

These particular elements work to give practical specification to the exception in Seymour without expanding its scope beyond the intent of the statute.<sup>22</sup>

**B. Collective Bargaining Exception.** This exception is stated in two words: *collective bargaining* – nothing more. A fair interpretation of the term is that a closed session is permissible on matters relating to negotiations with one or more auxiliary employee-sectors organized as (or planning) an association or union (bargaining unit). Otherwise, this exception would seem unavailable.<sup>23</sup>

A closed session may be permissible when meeting with the organization’s negotiator to consider labor negotiations with represented employees. Issues related to budgets and available funds may be considered. Final labor agreement decisions should be made in public.<sup>24</sup>

**C. Personnel Exception:** A closed session is permissible to consider “the appointment, employment, evaluation of performance, or dismissal of an employee, or to hear complaints, or

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<sup>16</sup> *Black’s Law Dictionary*, 6th Ed: “Legal action, including all proceedings therein.”

<sup>17</sup> The facts and circumstances of statutory or regulatory / policy compliance, contractual or liability issues between an auxiliary organization and the university / CSU may give rise to a closed session need.

<sup>18</sup> From *Bagley-Keene* at § 11126(e)(2)(c)(iii); *Brown* at § 54956.9; and *Romero* at § 89307(b)(3).

<sup>19</sup> A limited closed meeting could be held to consider whether circumstances support a closed session to decide if significant litigation exposure exists.

<sup>20</sup> From *Bagley-Keene* at Gov’t Code § 11126(e); *Brown* at Gov’t Code § 54956.9; and *Romero* at Ed Code § 89307(b). The provisions in *Bagley-Keene* and *Brown* on litigation exceptions are the subject of case law and a number of AG opinions.

<sup>21</sup> From *Bagley-Keene* at Gov’t Code § 11126(e)(2)(B)(ii); *Brown* at Gov’t Code § 54956.9(b)(2); and *Romero* at Ed Code § 89307(b)(4)(C).

<sup>22</sup> *Ibid.* The terms *litigation* and *pending litigation* are used and defined.

<sup>23</sup> *Romero* includes an extended exception for “unrepresented” employees. See § 89307(e).

<sup>24</sup> From more developed, parallel exceptions, see *Bagley-Keene* at § 11126(c)(17); *Brown* at § 54957.6; and *Romero* at § 89307(e). *Bagley-Keene* and *Brown* exceptions are the subject of case law and AG opinions.



charges brought against an employee by another person or employee, unless the employee requests a public hearing” [Ed Code § 89923]. For the purposes of this exception, “employee” does not include any person elected or appointed to an [corporate] office. A conflict in the application of this exception can arise if an employee has been appointed to an office (e.g., corporate secretary).<sup>25</sup>

This provision does not grant an appeal right to the governing body or subboard; it only sets a qualified exception to an open proceeding within a board or subboard setting. As a practical matter, such matters are commonly delegated to management with limited involvement of the governing board.

The “public hearing” qualification only appears to apply to the “complaints or charges” portion of the exception.<sup>26</sup>

All other open meeting laws include more developed *personnel* exceptions, but parallel the intent of this Seymour exception.<sup>27</sup>

The Seymour exception also does not specifically address disciplinary proceedings other than a dismissal circumstance. Employee disciplinary proceedings, other than dismissal, involving the board or a subboard, can to be framed as an “evaluation of performance” proceeding.

**D. Investments Exception:** “A board or subboard, upon a favorable majority vote of its members, may also hold a closed session to discuss investments where a public discussion could have a negative impact on the auxiliary organization’s financial situation.” [Ed Code § 89923]. With this exception, a final decision shall only be made during a public session. This is a heavily qualified exception. Its affect can be mitigated through a comprehensive written investment policy and delegation of authority regime. See real property negotiations exception below.

This type of exception appears in *Bagley-Keene*.<sup>28</sup>

Only the *investment* exception under Seymour requires any post-closed session public reporting. However, the Board should consider written meeting procedures which include post-closed session public reporting requirements.<sup>29</sup>

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<sup>25</sup> The use of a written waiver should be considered as part of the appointment documentation.

<sup>26</sup> This interpretation is strongly suggested by the grammatical structure of the Education Code § 89923 sentence. This view is consistent with the parallel *Brown* exception. However, in *Bagley-Keene* the grammatical framing of the public hearing right appears to include the entire exception.

<sup>27</sup> From *Bagley-Keene* at Gov’t Code § 11126(a)(1); *Brown* at Gov’t Code § 54957; and *Romero* at Ed Code § 89307(c).

<sup>28</sup> At Gov’t Code § 11126(c)(16).

<sup>29</sup> The other open meeting statutes include specific post-closed session requirements for the body to reconvene in an open meeting, and to report on the closed session action taken in specific circumstances (*Bagley-Keene* at Gov’t Code §§ 11125.2 and 11126.3(f); *Brown* at Gov’t Code §§ 54957.1(a) and 54957.7(b); and *Romero* at Ed Code § 89307(d)(1)).

## E. Connections to Other Exceptions

A number of other open meeting exceptions appear in *Brown, Bagley-Keene* and *Romero*, but these are not explicitly stated in Seymour:

Real Property Negotiations -- A significant real property transaction might justify a closed session under the *investment* exception to meet with a negotiator before the purchase, sale, exchange or lease of real property. "Investments" is undefined in Seymour and the term is commonly associated with a broad range of profitable and useful endeavors, including real property (even acquisitions deemed for programmatic advantage, as well as capital ventures).

If this exception approach is utilized, real estate acquisitions should be addressed and defined in the investment policy.

Public Security Exception – This exception would be used to meet with law enforcement or security personnel concerning the security matters. Delegated authority to management in this area may be the most practical way to handle such matters. However, in an actual or impending emergency, a board is authorized to take any action necessary (including, arguably, by way of closed session on a facts and circumstances basis) deemed necessary and appropriate to the situation.<sup>30</sup>

## III. Consequences for Non-Compliance

Violation of a provision of the Seymour Act does not fall upon the organization.<sup>31</sup> Any member who attends a board or subboard meeting where action is taken in violation of the Act, with knowledge of the fact that the meeting violates the Act, is guilty of a misdemeanor.<sup>32</sup> See footnote 6 above. This narrow consequence belies a broader impact when non-compliance is made public, particularly over a controversial board matter.

## IV. Implementing Procedures

Short of more definitive Seymour amendments or authoritative interpretations by case law or administrative opinions, it falls to auxiliary organization governing boards to devise reasonable implementing approaches for managing closed sessions.

Giving formal specification to the limited Seymour open meeting exceptions analyzed above calls for the Board to develop, adopt and maintain written meeting procedures – including a well-conceived, permissible closed session component.

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<sup>30</sup> See Corp Code §§ 5140(n)(1) and 5151(g)(2).

<sup>31</sup> This limited consequence is in sharp contrast with *Bagley-Keene* (Gov't Code § 11130.3) violations, allowing court action to declare actions null and void.

<sup>32</sup> See Ed. Code § 89927.

Adopting comprehensive meeting procedures opens up a further aspect: the transparency objective of the statute can only be realized if the procedures are followed in a consistent manner.

The regime analyzed in this monograph offers a useful point of departure for holding compliant closed sessions under board procedures -- circumscribed by a narrow view of the statutory exceptions -- while furthering the intent of an important public policy.

3/15/22

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POLICY SECTION: **CONDUCT OF BOARD & COMMITTEE MEETINGS**

PROCEDURES SUBJECT: **PERMISSABLE CLOSED SESSIONS**

PURPOSE: To describe the circumstances allowing the Board of Directors, or any applicable Board subsidiary body, to hold a meeting in closed session, as exceptions to open meeting requirements.

EFFECTIVE DATE: [Date]

HISTORY SUMMARY:

**PERMISSABLE CLOSED SESSIONS**

**I. BACKGROUND**

California Education Code Sections 89920-28 prescribe general and specific requirements for the conduct of Board and committee meetings.

This organization has adopted Policy Statement [number], *Conduct of Board and Committee Meetings*, to carry out the intent of the Education Code requirements.

Some of the statutory requirements for holding closed sessions are expressed in general, undefined terms requiring more detailed implementing procedures.

**II. PROCEDURES**

**A. General**

*Permissible Matters.* Education Code § 89923 and Corporations Code § 5151(g)(2) identify several circumstances that the Board or a subboard<sup>1</sup> may consider in closed session:

- Litigation;
- Collective Bargaining;
- Employment or Appointment;
- Employee Performance Evaluation;
- Employee Dismissal;
- Complaints or Charges Against Employee (if preceded by affirmative vote for closed session);
- Investment Discussions (involving potential negative financial impact); and
- Emergency Security Matters.

<sup>1</sup> For the purposes of these procedures, the term for a subsidiary body is “subboard” and includes any board committee established in the bylaws or by formal action of the board with delegated authority to act on behalf of the organization.

B. Closed Session Notice Requirements. A closed session planned for a meeting shall be stated in the meeting notice/agenda, with a brief general description of each matter to be transacted or discussed, and together with the statutory basis for the exception for each matter. An open meeting announcement prior to convening a closed session shall identify the agenda item and basis for the session.

C. Litigation Matters. Litigation is a process involving a range of circumstances which fall within this open meeting exception:

- *Whether a closed session is authorized;*
- *Whether the organization should initiate litigation;*
- *A point has been reached, upon advice of legal counsel, of significant exposure to litigation against the organization;*
- *Any judicial proceeding, including eminent domain, before a court, an administrative forum exercising its adjudicatory authority, a hearing officer, or an arbitrator in legal action initiated by or naming the organization as a party; and including*
- *Settlement terms therefrom.*

The attorney-client privilege extends only to the above circumstances -- the exclusive extent of this privilege.

D. Collective Bargaining. This exception involves matters relating to negotiations with one or more auxiliary employee-sectors organized as (or planning) an association or union (bargaining unit) representing the sector(s).

A closed session may be held with the organization's negotiator to consider labor negotiations with represented employees. Issues related to budgets and available funds may be considered.

Final labor agreement decisions are made in open meeting.

E. Personnel-Related Exceptions. These exception categories are specifically limited by statute to: "(The) *appointment, employment, evaluation of performance, or dismissal* of an employee, or to hear *complaints or charges* brought against an employee by another person or employee, unless the employee requests a public hearing" [Ed Code § 89923].

For purposes of these exception categories, "employee" does not include any person elected or appointed to an [corporate] office.

The performance evaluation process includes any resulting disciplinary action by the board or subboard.

This exception does not grant an appeal right to the governing body or subboard; it only sets a qualified exception to an open proceeding when a board or subboard has charge of such matters.

The "public hearing" qualification only applies to the "complaints or charges" portion of the personnel-related exception.

F. Investment Discussion. “A board or subboard, upon a favorable majority vote of its members, may also hold a closed session to *discuss investments* where a public discussion could have a negative impact on the auxiliary organization’s financial situation. In this case, a final decision shall only be made during public sessions” [Ed Code § 89923].

This exception may be extended on a “facts and circumstances” basis to include significant real property acquisitions or capital ventures for *investment purposes*.

Emergency Security Exception – A closed session may be required to meet with emergency response personnel and to take action on emergency security matters [Corp Code § 5151(g)(2)].

APPROVED BY: \_\_\_\_\_

3/15/22

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## Executive Committee Report to the AOA Membership

This report briefly alerts the membership to key discussions and actions at the last Executive Committee meeting on January 11, 2022 as well as matters on the agenda for the upcoming EC meeting to be held on April 22, 2022.

### **2023 AOA Conference**

Everyone is looking forward to getting together again in-person, after a two-year pandemic-inflicted hiatus, at one of our favored conference sites – the Hyatt Regency in downtown Sacramento (with their newly renovated Convention Center next door). Paid Business Sponsorships and Conference Registrations made for the cancelled 2022 conference were rolled forward to the 2023 conference (unless refunds were requested), and the conference registration site will be opening soon.

We are experimenting with a shortened format for the 2023 conference, which will begin on Sunday at noon, as usual, but end at 2 pm on Tuesday afternoon in time for people to travel home. Shortening the conference by a day is something members have suggested in recent years, and we think by being creative in the use of time we can offer a similar range of content and networking opportunities while shortening the time people are away from their campuses.

### **Auxiliary Audits**

At April's meeting Vlad Marinescu, Vice Chancellor and Chief Audit Officer, will make a presentation on current CSU audit initiatives and answer questions regarding the Campus Risk Surveys, information from recent Advisory Services visits, EO 1000 methodologies, etc. Let us know if you have other questions the EC might address with Vlad by sending an email to [rtjackson@csuchico.edu](mailto:rtjackson@csuchico.edu).

### **Education and Training Series**

An EC initiative this year is to provide professional development webinars delivered virtually to the AOA membership over the course of the year. One possibility is a refresher on the provisions on the McKee Act regarding public records requests. AOA's Business Partners have been invited to make proposals for virtual presentations in their areas of expertise on topics such as revenue development, equitable access, emerging issues, wellness, abuse prevention, etc.

### **Open/Closed Meeting Policy Templates**

Robert Griffin has prepared updated guidance on the conduct of auxiliary meetings, including ready-made model policy templates for easy auxiliary use in updating their current policies. After EC reviews the documents, they will be e-mailed to AOA's listserv of Executive Directors.

## **Quick Reminders**

- AOA maintains up-to-date rosters listing the current Auxiliary Executive Officer, Chief Financial Officer, and Human Relations Director at each CSU auxiliary  
Contact: [rtjackson@csuchico.edu](mailto:rtjackson@csuchico.edu).
- AOA's contract with its Compliance Consultant, Robert Griffin, provides for an initial free hour of consultation to auxiliary executives on a range of subject matter: legislative and governance matters, compliance with regulation, auxiliary policy development, management practices, etc. Contact: [grifr@aol.com](mailto:grifr@aol.com).

**The Agenda for the EC meeting** on April 22, 2022 is attached. If anyone wishes to see any or all of the attachments to the Agenda, please send an email to [rtjackson@csuchico.edu](mailto:rtjackson@csuchico.edu).

The EC welcomes input from the AOA membership, and a roster of contact information is available to facilitate that. If a member wishes to address the EC at the August meeting, please send an email to [rtjackson@csuchico.edu](mailto:rtjackson@csuchico.edu).

### Attachments:

*AOA Executive Committee Agenda for April 22, 2022*

*Minutes of the January 11, 2022 Executive Committee meeting*

4/15/22



**Special Project – Implementation and Maintenance of Content for  
AOA Website  
PROGRESS REPORT AS OF April 16, 2022**

1. Current Website Content - Identify and confirm content that is currently available to general public and membership
  - Content available to general public to be posted to website in .pdf format
  - Content available to members can be viewed via an active AOA member account
  - Status: Reviewed website and completed updates during December 2021 Through April 14, 2022
  
2. Content Available to General Public
  - Home Page**
    - Conference
    - Business Partners – Updated with 2022 Premier, Diamond, Emerald and Platinum Partners are displayed with updated links provided to their individual website
    - News From Our Blog – Reviewed 4-5-22. Currently 3 news blog posts. The news blog is rarely used. Request EC to review this page to verify current relevance. Recommend discontinue this page
    - Why Have An AOA Membership? (Information Only)
      - ✓ AOA Membership Directory
      - ✓ Legislative and Compliance Updates
      - ✓ Professional Advisory Resources
      - ✓ Auxiliary Professional Affiliates and Certifications
      - ✓ Job Board
      - ✓ Professional Monograph Series
      - ✓ Group Insurance Programs
      - ✓ Annual Conference
      - ✓ Status: Reviewed April 5, 2022 – No updates
  - General Information**
    - About AOA
      - ✓ What is the Auxiliary Organizations Association?
      - ✓ AOA Mission Statement
      - ✓ Past Presidents of AOA (Update yearly)
      - ✓ Status: Reviewed/Updated March, 2022
    - List Of Auxiliaries (as of March 2022 there are 88 Auxiliaries)

This document contains:

- ✓ Name of Campus/University
- ✓ Name of Auxiliary
- ✓ Address of Auxiliary
- ✓ Auxiliary URL (active link that will go to individual auxiliary website)
- ✓ Status: Reviewed/Updated April, 2022
- Public Records
  - ✓ Content introducing public records
  - ✓ Governing Board/Executive Committee (Updated Yearly)  
Status: Updated March 2022
  - ✓ Articles of Incorporation (permanent)
  - ✓ Bylaws (permanent-updated only if there are changes)  
Updated March 2022
  - ✓ Exempt Organization Letter of Determination (Permanent)
  - ✓ Policy and Practices Manual (Updated Yearly) Updated To Be Completed by May, 2022
  - ✓ Standing Committee Operating Guidelines (Updated as changes are made) Updated March and April, 2022
  - ✓ Audited Financial Statements (Post most recent 5 years) Archive immediate prior three years. Updated March, 2022
  - ✓ IRS Form 990 (Post most recent 5 years) Archive immediate prior three years. Updated March, 2022
- Contact US

This document contains contact information for

  - ✓ AOA Business Manager/Secretary/Treasurer
  - ✓ AOA President
  - ✓ AOA President Elect
  - ✓ AOA Immediate Past President
  - ✓ Status: Updated March, 2022
- Membership – How to Become a Member
  - ✓ Review and updates to Instructions for How to Become a Member
  - ✓ New Member Signup Form (Instructions and Link to Form)
  - ✓ Status: Reviewed and Updated April, 2022

3. Content Available to Members - Only AOA members that have an approved/active member profile can view this information

**Connect**

- Members (content describing directory and link to membership data) As of 4-14-2022 there are 631 active member accounts, compared to May 2021 when there were 520 active member accounts
- Executive Committee Roster –Updated March, 2022
- The Committees of AOA (updated in 2022 to include Philanthropic Committee) Added content on the main page that lists and describes the various committees of AOA
  - ✓ Associated Students/Student Unions/Recreation Centers
  - ✓ Business and Financial Services
  - ✓ Commercial Services
  - ✓ Conference Planning Committee
  - ✓ Executive Committee
  - ✓ Human Resources
  - ✓ Information Technology (Need to identify 2022 Vice Chair)
  - ✓ Long Range Planning Committee
  - ✓ Nominations Committee
  - ✓ Past Presidents
  - ✓ Philanthropy Committee
  - ✓ Property Development and Management (Inactive 2018)
  - ✓ Research Administration
  - ✓ Risk Management and Insurance Programs
- Group Communications Portals - Current Standing Committee Chairs and Vice Chairs are assigned the credentials of “Moderators.” The moderator role allows for the posting of any document to the group communications link such as meeting agendas, minutes, and power point presentations. The moderator(s) assigned to the All AOA Members group communications link will be limited to the AOA Secretary/Treasurer and as a back up an AOA Service Provider(s). Request all standing committee chairs to use the group communications portal for all standing committee announcements and communications. As of 4-14-2022 number of members and number of documents listed are:
  - ✓ **ASI/Student Unions/Recreation Centers**  
2022: 69 members/17 documents

- 2021: 66 members/6 documents
- ✓ **Business and Financial Services**
  - 2022: 66 members/10 documents
  - 2021: 56 members/8 documents
- ✓ **Commercial Services**
  - 2022: 27 members/11 documents
  - 2021: 25 members/10 documents
- ✓ **Human Resources**
  - 2022: 63 members/1 document
  - 2021: 72 members/1 document
- ✓ **Information Technology**
  - 2022: 31 members/19 documents
  - 2021: 32 members/17 documents
- ✓ **Philanthropy Committee**
  - 2022: 27 members/3 documents
  - 2021: 0 members/0 documents
- ✓ **Past Presidents**
  - 2022: 9 members/1 document
  - 2021: 8 members/0 documents
- ✓ **Research Administration**
  - 2022: 56 members/29 documents
  - 2021: 47 members/18 documents
- ✓ **Risk Management**
  - 2022: 37 members/0 documents
  - 2021: 47 members/0 documents

Mimi Long and Starr Lee have expressed an interest in using this portal as a resource for AORMA/AOA members
- ✓ **All AOA Members** – All subscribed/active members have been linked/joined this group communications
- **Support Services** – Included is a description of service, primary contact information and links to website. Status: Updated April 2022
  - ✓ California State University Risk Management Authority (CSURMA)
  - ✓ Auxiliary Organization Risk Management Alliance (AORMA)
  - ✓ CSURMA/AORMA Benefits Program and Committee Contact Information
  - ✓ AORMA Human Resources Consulting

- ✓ AORMA Unemployment Insurance Program
- ✓ AORMA Workers' Compensation Program
- ✓ AOA Compliance Consultant
- ✓ AOA Labor and Employment Legal Counsel
- ✓ AOA Legal Counsel
- ✓ AOA Website Content Management
- ✓ AOA Website Design and Development Support
- ✓ CSU Auxiliaries Multiemployer Voluntary Employees' Beneficiary Association (VEBA)
- ✓ AOA Service Providers
- Calendar of Events, Status: Pending. Need to update with 2022 meeting dates, times, venue for AOA committee meetings, CSU Board of Trustees meetings, and AORMA meetings. Currently there are 47 events listed - Request all standing committee chairs to submit 2022 meeting dates, times, locations, agendas and minutes to AOA Business Manager and AOA Website Content Manager

### **Resources**

- AOA COVID-19 Resources for Membership: (Added spring, 2020) Contains 15 documents from Chancellor's Office, Richard Bromley, and Robert Griffin, and includes document examples from various auxiliaries – No Updates posted in 2021 or 2022 – Recommend Review by Executive Committee to determine relevance and removal of this page from website
- Reports
  - ✓ Management Entries: 18 documents listed
  - ✓ Governance Entries: 14 documents listed
  - ✓ Compliance Entries: 10 documents listed
  - ✓ Legislative Reports: 9 documents listed
- Chancellors Office
  - ✓ Links added for CO Website and CSU Policy Library

### **Conference**

Content for the 2022 conference website will be created/activated early summer of 2022

### **About**

- Awards and Achievements (Updated Yearly)
  - ✓ Lifetime Honorary AOA Member Award
  - ✓ Outstanding Accomplishment Award
  - ✓ Scholarship of Excellence Award
  - ✓ Status: Updated

- ✓ Form - Lifetime Nomination Electronic Submission
- ✓ Form - Outstanding Accomplishment Award Submission
- ✓ Status: Pending with anticipated review/completion in May, 2022

### **Careers**

Currently there are 57 active job postings residing on the website. Form was updated in March 2022 to adjust job close date as a required field. The posting will remain on the site until that date. If a job posting does not have a close date, it shall remain on the site for a designated (currently six months) period of time, then the job posting will be deleted from the site. Reviewed April 14, 2022

4. Word Press – Administrative Tasks - Written Instructions for AOA Members and Word Press Administrators:
  - ✓ Create an AOA member user account
  - ✓ Update/change an AOA member work email/password
  - ✓ View/edit member contact information, profile photo, cover image
  - ✓ AOA members who wish to participate in standing committee group communications
  - ✓ Instructions for Word press administrators to accept/reject an AOA member account
  - ✓ Status: Reviewed with Updates March, 2022
  
5. Word Press - Affiliated Auxiliaries and Campus Drop Down Lists created in Word Press. Reviewed/Updated/Alphabetized, April 2022. Lists appear in the following forms:
  - ✓ Member Sign Up forms
  - ✓ Careers – Submit A Job Form
  - ✓ AOA Executive Committee Nomination Forms
  - ✓ AOA Outstanding Accomplishment Form
  - ✓ Lifetime Honorary AOA Member Form
  - ✓ Request to Delete AOA User Account Form
  
6. Word Press –Media-Library folders organized by website page to categorize and manage 481 media files. Created a delete folder to manage and track outdated media files. Currently 126 files are marked to be deleted.

7. Participate in communications and conference calls with DENT website managers.

# 2021-22 CALIFORNIA LEGISLATIVE BILL SUMMARY UPDATE

## Bills of Interest to Auxiliary Organizations

April 22, 2022

**Deadlines:** The last day to introduce bills this calendar year of the 2021-22 California Legislative Session was February 18. May 27 is the last day for each house to pass bills introduced in that house. August 31 is the last day to pass bills in the Session, and the Governor has until September 31 to sign or veto bills across his desk by September 1.

### Assembly:

**AB 257** (Holden *et al*) -- Fast Food Facility and Employment Standards. This bill, as amended, would enact the *Fast Food Accountability & Standards Recovery Act* (FAST) to, in major part:

- Establish a state-wide administrative rule-making framework (Fast Food Sector Council) to periodically review and set minimum fast food industry wage, working hours, training and employment standards (and recommend health and safety rules);
- Require fast food franchise compliance with applicable FAST rules and implementing orders, together with violation liability provisions;
- Prohibits fast food restaurant franchisee from discharging, or discriminating or retaliating against any employee, as specified, together with employee cause of action for employer violations.

If enacted as amended, FAST would apply to certain campus fast food facilities operated through auxiliary organizations using defined contracted services of fast food chains/restaurant franchises. These auxiliary organizations would face likely unknown additional costs under terms of existing, renegotiated or new contracts; and realize concomitant benefits of improved fast food worker and operation standards. Passed Assembly. In Senate Rules Committee (2/1/22)

**AB 361** (R. Rivas) – Open Meetings: State & Local Boards: Teleconferences During Declared Emergency. This urgency measure, enacted on September 16, 2021, suspended state and local agency legislative bodies from certain open meeting law requirements (tied to Governor Executive Orders) resulting from declared pandemic emergency conditions.

Application of this bill extended to CSU campus student body organization legislative bodies under the *Gloria Romero Act* (only until January 31, 2022). AB 361 coverage did not include auxiliary organizations under the “Seymour Act,” applicable Corporations Code provisions permitting meetings by teleconference, or emergency actions.

**AB 524** (Rodriguez) – Campus-recognized Sorority & Fraternity Transparency Act (revised & amended). would establish the Campus-Recognized Sorority and Fraternity Transparency Act, which would require:



- That each institution of higher education to include in the institution’s requirements for campus recognition of a campus-affiliated sorority or fraternity, as defined, a requirement that the institution collect from the sorority or fraternity on or before July 1, 2023, and annually thereafter, specified information;
- That the institution suspend recognition of any sorority or fraternity that does not comply with the collection requirements; and
- that each institution with sororities or fraternities to compile the collected information into a publicly accessible report posted, and archived, on each respective campus’ internet website or by email on or before August 1, 2023, and annually thereafter. Status: In Passed Assembly; in Senate Rules Committee (1/25/22).

**AB 1602** (McCarty *et al*) – Student, Faculty, and Staff Housing Financing, would establish the *California Student Housing Revolving Loan Fund Act of 2022* to provide zero-interest loans to qualifying applicants, including the California State University, for constructing affordable student, faculty and staff housing.

The bill would establish the California Student Housing Revolving Fund, a continuously appropriated fund in the State Treasury. The bill intends a \$5,000,000,000 appropriation for purposes of the housing loans, and requires a needs/budget reporting and board coordination framework. In Assembly Appropriations Committee, suspense file (3/30/22).

**AB 1775** (C. Ward) – Occupational safety: live events, would, as amended, add an occupational safety regime upon contractors (including hosting auxiliary organizations) of live entertainment events, to:

- Define key terms, including “auxiliary organization,” contracting entity,” and “entertainment events vendor.”
- Require contracting auxiliary organizations hosting an entertainment event at a public events venue require certification, and as a contract condition, by the entertainment events vendor that employees and any subcontractors involved in setting up, tearing down, or production of the event meet prescribed occupational safety requirements.

NB: Above requirement does not apply to direct employees of contracting auxiliary organization.

- Set violation curing and penalty framework.
- Allow adoption of stricter safety standards for such events.

In Assembly Labor & Employment Committee (3/28/22).

**AB 1780** (Chen) – Corporations: electronic transmissions by corporations: shareholder meetings, would, as amended and effective January 1, 2028, relax shareholder meeting requirements, but would not affect auxiliary organizations (as nonprofit public benefit corporations without shareholders). Procedural changes to the definition of electronic transmission by corporations may apply to student body organizations that designate enrolled students as “voting members” under nonprofit public benefit corporation law. In Assembly Business & Finance Committee (4/6/22)

**AB 1788** (Cunningham *et al*) – Sex trafficking: hotels: actual knowledge: civil penalty, would, as amended, expand the existing regulatory framework over sex trafficking (as defined) using hotels (as defined) to:

- Allow imposed civil penalties against hotel if defined supervisors know of sex trafficking activities, or that employee knowingly benefited by participating in such activities and failed to report to law enforcement within 24 hours;
- Authorize local prosecutors to seek equitable relief or specified civil penalties for such activities; and
- Set court discretion, factors and enhanced civil penalties for egregious activities.

If enacted as introduced, this bill would appear inapplicable to auxiliary organization support service within specified definition of a hotel:

*(a) “Hotel”, “motel”, “inn”, “boardinghouse”, and “lodginghouse keeper” means any person, corporation, partnership, unincorporated association, public entity, or agent of any of the aforementioned, who offers and accepts payment for rooms, sleeping accommodations, or board and lodging and retains the right of access to, and control of, the dwelling unit.*

Campus housing facilities operated by an auxiliary organization generally serve to accommodate only qualified university students and faculty as residents under regulated licenses or leases.

One auxiliary organization does operate a “hotel” on a campus and would likely be subject to this regulatory framework. Passed Assembly; in Senate Rules Committee (3/31/22)

**AB 2448** (Ting) – Civil rights: businesses: discrimination and harassment: customers: third parties. This bill, as amended, extends application of the *Unruh Civil Rights Act* to bias-based discrimination or harassment at a business premises to, *inter alia*:

- Define bias-based harassment, business and premises;
- Restate right to freedom from bias-based harassment at a business (owner/operator or customer);
- Require business-posting on anti-harassment rights & reporting, training & incident data collection/reporting;
- Establish incident intervention protections;

As related to commercial settings (food, convenience, books, printing, etc.) of auxiliary organizations, the bill:

- Would appear to apply to private commercial businesses operated through campus auxiliary organizations; and
- Could be interpreted to apply to such commercial services (open to students, faculty, staff & invited guests) operated directly by auxiliary organizations.

In Assembly Labor & Employment Committee (4/5/22).

**AB 2491** (Cervantes) – Postsecondary education: Electronic Benefits Transfer Cards, would, as amended and as it relates to the CSU, require campus convenience and book stores operated by or through auxiliary organizations to accept the use of electronic benefits transfer (EBT) cards beginning August 1, 2023. The bill appears unclear whether every convenience and book store is

required to accept EBT cards. Larger campuses have multiple venues. In Assembly Higher Ed Committee (3/28/22).

**AB 2539** (Chio *et al*) – COVID-19 Vaccination Proof Documents, would establish satisfactory COVID-19 vaccination documentation to any public or private entity complying with a service or entry requirement on the public for individual vaccination status, by either:

- A written medical record issued by the “individual’s health care provider, a federal, state, or local agency, a foreign government or any agency of that government, or other authorized COVID-19 vaccine provider” or
- “A digital medical record issued to the individual by a federal, state, or local agency, or a foreign government or any agency of that government.”

If enacted as introduced, this bill would appear to apply to any auxiliary organization, under a service or place-of-entrance vaccination-proof requirements, by establishing a range of acceptable documentation. This bill offers an apparent uniform and consistent vaccination-verification approach. The variety of documentation types may lead to inconsistent acceptance.

Bill introduced, but unassigned (2/18/22).

**AB 2624** (Karla) – Course Materials, would require each campus to prominently display the estimated costs for each course of all required course materials, and fees directly related to those materials, for no less than 75% of the total number of courses on the online campus schedule. The bill would define, for purposes of this requirement, “course materials” to include digital or physical textbooks, devices such as calculators and remote attendance platforms, and software subscriptions. In Assembly Higher Ed Committee (3/10/22).

**AB 2693** (Reyes) – COVID Exposure. This bill extends to January 1, 2025, the sunset date for COVID-19 related workplace reporting requirements and for Cal/OSHA’s authority to disable an operation or process at a place of employment when the risk of COVID-19 infection creates an imminent hazard. In Assembly Appropriations Committee (3/31/22)

**AB 2804** (Flora) – Public Records. This bill, as introduced, would make nonsubstantive change to the CPRA. Introduced only. Likely a spot bill to make further corrections and conformance changes from work of the CLRC (2/19/22).

## **Senate:**

**SB 793** (Wiener) – ABC licensing for music entertainment venues. This bill, as hijacked and with several amendments:

- creates an additional retail alcoholic beverage conditional license category at music venue for consumption of beer, wine and distilled spirits, under ABC authority;
- establishes an original and renewal fee structure; and
- authorizes cities and counties to zone for such licensed possession and consumption.

Licensee conditions include:

- attendees under 21 permitted for admittance price.
- event beverage advertising agreement restrictions.
- a license exchange or transfer transition period.

If enacted, this bill, as amended, may require auxiliary organizations, as licensee music venue operators or concessionaires, or their licensees, to restructure or require restructuring (by surrender and exchange) from other existing license types, and to comply with Type 90 music venue license conditions. Future additional fee and administrative costs difficult to estimate. Status: Passed Senate; in Assembly.

**SB 1308** (Cabellaro) – Nondomestic Agriculture Food Product Purchase Restrictions, would, as amended and as it potentially relates to CSU auxiliary organizations, prohibit CSU bid solicitations and purchases of defined *nondomestic*<sup>1</sup> nonagricultural food products, unless:

- Bid/price is more than 25% lower than that for the domestic product, or
- Domestic product quality is inferior.

The bill does specify application to bid/purchases by separate auxiliary organizations serving CSU campuses. CSU policy could conceivably extend the restrictions to auxiliary organizations if the bill is enacted.

If deemed to apply to auxiliary organizations it would likely have marginal cost implications.

In Senate Education Committee (4/8/22).

Amended 4/11/22 REG

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<sup>1</sup> The term “nondomestic” means outside the United States. See F&A Code § 58596(c)(3).

## **SUPPORT SERVICE-PROVIDER AGREEMENT**

This SUPPORT SERVICE-PROVIDER Agreement ("Agreement") is made effective this 22nd day of April, 2022 (the "Effective Date"), by and between the Service-Recipient, the AUXILIARY ORGANIZATIONS ASSOCIATION, a California nonprofit public benefit corporation ("AOA"), and RICHARD JACKSON, the Service-Provider ("CONTRACTOR"). AOA and CONTRACTOR each may also be referred to herein separately as "Party" and are referred to herein collectively as the "Parties." There are no other parties to this Agreement.

### **Explanatory and Operative Statements**

The AOA is composed exclusively of its members – the separate auxiliary organizations that support and enhance the educational mission of the California State University (CSU) system and each of its campuses. The AOA mission is to offer professional development, issue collaboration, represent common interests, and assist new or evolving member-organizations.

The resource and policy constraints upon member-organizations require AOA to rely heavily upon the members to carry out its mission. AOA must seek and obtain needed internal business and program support from member-organizations, a few qualified firms, but particularly from experienced individuals on a service-provider basis. These internal functions and tasks include providing support to the corporate secretary and treasurer duties specified in the Bylaws, general governing board support, administrative and accounting tasks, purchasing, interest group and conferencing support, and Internet AOA site development and administration.

CONTRACTOR is not compensated for performing the official duties of the corporate secretary or treasurer (CFO).

In February 2011, upon the termination of the agreement with the CSU, Chico Research Foundation to provide Secretary/Treasurer support services to AOA, the Executive Committee entered into an agreement with the CONTRACTOR to provide those services as an Independent Contractor. Since that time, the scope of the services has increased to include additional roles, including Conference Support Services.

CONTRACTOR under this agreement is a member-organization executive-retiree and former AOA leader, willing and able to independently dedicate a reasonable amount of business time as an AOA service provider. The semi-retirement status of CONTRACTOR requires him to limit or foreclose his other customary business engagements with service-recipients.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree to the following terms and conditions:

### Terms and Conditions

1. Services to be Provided

On the Effective Date of this Agreement, or as soon as practicable thereafter, the CONTRACTOR shall commence and complete the internal business and program support services specified in **EXHIBIT A** (contents of which are incorporated herein by reference) on a timely basis. The CONTRACTOR shall exercise due diligence consistent with compliance standards and applicable professional business practices in carrying out the functions and tasks specified in this Agreement. CONTRACTOR services under this Agreement shall be performed in full collaboration with the AOA governing board and officers, while specific task-work is free from AOA control or direction. An employer-employee relationship is not intended or implied and shall not be practiced by the Parties.

CONTRACTOR may from time to time offer or be requested to provide support services to AOA outside the scope of the specified services under this Agreement, with or without the expectation of reimbursement of costs associated with that support. Any ambiguity over such circumstances shall be clarified and resolved in advance by the AOA President, and, where appropriate, documented by the Parties. The AOA President shall recommend to the AOA governing board any budget supplements for CONTRACTOR services involving cost reimbursement in such circumstances.

2. Term of Agreement

The term of this Agreement shall be for the fiscal year July 1, 2022 through June 30, 2023. The Parties may extend the term for additional one-year periods by written amendments to this Agreement.

3. Service Fees

In full consideration of the services performed by CONTRACTOR under this Agreement, AOA shall pay to CONTRACTOR the service fees specified in **EXHIBIT B**.

Contractor will be compensated for approved out-of-pocket expenses incurred during the performance of the contracted support services.

#### 4. Status of Parties

During the term of this Agreement or any extension thereof, CONTRACTOR represents that the functions and tasks specified in **EXHIBIT A** are all within CONTRACTOR'S professional capability to provide on a timely basis, and working in full collaboration with the Officers, Executive Committee, and Conference Planning Committee. The Parties shall be strictly governed in accordance with its Articles of Incorporation and shall maintain a collaborative relationship with the CSU Office of the Chancellor. It is mutually understood and accepted that:

- a). CONTRACTOR is free from the control and direction of the AOA in connection with the performance of the Work, both under this Agreement for the performance of the Work and in fact; *and*
- b). CONTRACTOR performs the Work that is outside the usual course of AOA business; *and*
- c). CONTRACTOR is engaged in an independently established trade, occupation, or business of the same nature as the Work performed under the SoW.

#### 5. Extension of Service

At the January meeting of the AOA governing board, the service-provider relationship between the Parties under this Agreement shall be reviewed with the CONTRACTOR to judge whether the Parties wish to renew the relationship, and on what basis. Any renewal shall be by written amendment to this Agreement, or by a new agreement, to be effective at the beginning of the fiscal year.

#### 6. Termination of Services

Either party may terminate this agreement for good cause upon a 90-day written notice to the other party.

#### 7. Assignment

The Parties understand that this Agreement represents a contract for work that is personal to CONTRACTOR. Accordingly, neither this Agreement, nor any duties or obligations under this Agreement may be assigned by CONTRACTOR without the prior written consent of AOA, which consent AOA may grant or deny in its sole discretion.

#### 8. Notices

Any notices required to be given under this Agreement by either Party to the other may be effected by personal delivery in writing or by mail, registered or certified, postage prepaid with return receipt requested.

Notices shall be deemed provided upon personal delivery, or two (2) days after deposit with a nationally- reputable overnight carrier with postage prepaid, or five (5) days after deposit in the US mail, postage prepaid and registered or certified with return receipt requested.

9. Confidentiality

CONTRACTOR agrees that it will keep in the strictest confidence, all proprietary or confidential AOA information to which CONTRACTOR becomes exposed during the term of this Agreement, and that it will not disclose any such information to anyone except with the advance written consent of AOA. CONTRACTOR shall not utilize for pecuniary gain not contemplated by the terms of this agreement any information not a matter of public record which CONTRACTOR receives by reason of this agreement, regardless of whether the CONTRACTOR is under contract at the time such gain would be realized.

10. Tax Responsibility

CONTRACTOR is responsible for paying when due all income taxes, including estimated taxes, incurred or falling due as a result of the compensation paid by AOA to CONTRACTOR for the work to be performed hereunder. If CONTRACTOR is an individual who is a nonresident of California, CONTRACTOR understands that compensation paid to CONTRACTOR hereunder may be subject to withholding for California state income tax in accordance with California Revenue and Taxation Code Section 18662 and Title 18 of the California Code of Regulations, Section 18662-4(a).

11. Entire Agreement

This Agreement constitutes the entire agreement between the Parties with respect to the subject matter hereof, and there are no inducements, representations, warranties, or understandings that do not appear within the terms and provisions of this Agreement. Only a writing signed by both Parties may modify this Agreement. The laws of the State of California shall govern the interpretation of this Agreement.

12. Authorization

Each individual signing this Agreement warrants and represents that he has the full authority and is duly authorized and empowered to execute this Agreement on behalf of the Party for which he signs.

13. Choice of Law, Jurisdiction and Venue

The provisions of this Agreement and its interpretation shall be governed by the laws of the State of California, excluding its choice of law provisions. Each Party hereto irrevocably consents to



the jurisdiction of the federal and state courts located in Butte County and agree that with respect to the litigation of any disputes growing out of this Agreement, jurisdiction and venue for such litigation shall be exclusively proper in the federal and state courts located in Butte County, California. The parties hereto agree that with respect to any litigation arising out of or in connection with this Agreement, the prevailing party shall be entitled to an award of its attorneys' fees and costs. Each party hereto waives any claim of forum non conveniens or any other defense or allegation contending that the forum is inconvenient.

14. Severability and Construction

If any provision of this Agreement shall be held by a court of competent jurisdiction to be illegal, invalid or unenforceable, the remaining provisions shall remain in full force and effect. This Agreement has been negotiated by the Parties and their respective counsel and shall be interpreted fairly in accordance with its terms and without any strict construction in favor of or against either Party.

15. Counterparts

This Agreement will be executed by the Parties on or before the Effective Date and may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed to be an original, but all of which taken together form but one and the same instrument.

16. Binding Effect

This Agreement shall be binding on the Parties, their successors in interest, and present and future subsidiaries, assignees or acquirers, including any acquirer of substantially all of the assets of a Party.

IN WITNESS HEREOF, AOA and CONTRACTOR have caused their duly authorized signatories to execute this Agreement to be effective as of the Effective Date.

AUXILIARY ORGANIZATIONS  
ASSOCIATION

CONTRACTOR

\_\_\_\_\_, President

Richard Jackson

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

## **EXHIBIT A**

### **Service Provider Internal Function and Task Specifications: Richard Jackson and Karen Finley (as Contingent Agent)**

#### **Corporate Secretary and Treasurer Official Duties**

The following specific official responsibilities of the Secretary and Treasurer are performed without compensation (See Bylaws Article V);

- Executive Committee and Member Business Meeting Minutes.
- Retention of Corporate Records.
- Administration of Elections.
- Signing of Documents requiring Corporate Attestation.
- Collection of Membership Dues & Other Income.
- Payment of Bills & Other Indebtedness.
- Preparation of Tax Reports.
- Quarterly Income & Expenses Reports
- Preparation of Annual Report to Membership

#### **Administrative & Conferencing Function:**

##### **Support Tasks**

#### **1. Corporate Administration**

- ✓ Establish and maintain an overall organization administrative function
- ✓ Conduct the day-to-day business activity of the Association (e.g., contracts, RFP's, administration of special projects and training programs, correspondence)
- ✓ Record and disseminate minutes of Executive Committee and the annual business meeting
- ✓ Record and communicate the business proceedings of the Executive Committee and the Association
- ✓ Prepare policy statements for board action, and update AOA policy and procedures manual annually
- ✓ Retain Association records and files

#### **2. Executive Committee Support**

- ✓ Arrange for meeting locations and hotel accommodations
- ✓ Assist President and other Officers in preparation and distribution of meeting agendas and associated supporting materials

- ✓ Present quarterly management report to the Executive Committee
  - ✓ Provide support to Standing Committee Chairs in development of meeting sites, hotel contracts, food and beverage arrangements, and budget development
  - ✓ Research site locations for the annual conferences, and negotiate contracts and subsequent revisions as necessary
- 3. Resource Support to Membership**
- ✓ Work with Committee Chairs to annually update AOA Website Directory
  - ✓ Provide orientation and resource materials on AOA website
  - ✓ Report significant information, news alerts, and AOA activity; respond to membership inquiries
  - ✓ Assist in designing and managing AOA training materials and orientations for new auxiliary employees
  - ✓ Coordinate required AOA website updates with the IT Service Provider
- 4. Conference Support Provider**
- ✓ Administer the on-line annual conference registration process and fee collection
  - ✓ Acts as liaison and contact person with the conference hotel and is responsible for conference hotel logistics, including food and beverage menus, and on-site coordination and liaison with the hotel during the conference
  - ✓ Assist the Conference Chair in the preparation of a detailed conference budget, and other conference support as requested by the Conference Chair and other delegated related-subtasks.

**Financial Function:**

**Support Tasks**

- 5. Financial Accounting**
- ✓ Process and post all financial transactions (e.g., deposits, disbursements, receivables, invoices, journal entries, banking, hotel bonus points)
  - ✓ Conduct business in accordance with the Accounting and Administrative Policy guidelines and internal controls adopted by the Executive Committee
  - ✓ Provide accounting support for the annual conference
  - ✓ Collect annual dues from the AOA membership
  - ✓ Provide support for Standing Committee Chairs
  - ✓ Manage investment accounts per Investment Policy
- 6. Financial Reports**
- ✓ Generate quarterly reports for Executive Committee (i.e., statement of income and expense, balance sheet, outstanding receivables, return on investment,

reserves), encompassing General Operations, Annual Conference, and Special Projects

- ✓ Provide to the AOA President (monthly) and Executive Committee (quarterly) a listing of all financial transactions
- ✓ Prepare an annual report of income and expenses and a statement of financial condition for AOA's annual business meeting

**7. Annual Budgets**

- ✓ Prepare a consolidated annual budget, in conjunction with AOA Officers and Standing Committee Chairs for approval by the Executive Committee
- ✓ Prepare multi-year financial forecasts including projections of income, expenses, and reserves

**8. Audit/Tax Returns**

- ✓ Prepare working papers for the annual external audit and present the CPA's audit to the Executive Committee for approval
- ✓ Work with the external CPA on the preparation of annual tax returns (Form 990) as required for review and approval by the Executive Committee

**Contingent Agent:**

9. Karen Finley has agreed to serve as a contingent agent for Richard Jackson to assist with required short-term back-up support service-provider tasks as needed for Richard Jackson.

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**EXHIBIT B**

**Service Fees**

There are two components to the scope of services relating to fees:

1. Administrative & Financial Support Services

Contractor shall perform these services for a flat annual fee amount of \$45,604, payable in monthly installments in arrears. This fee will be charged to the General Operations Budget.

2. Conference Support Services

Contractor shall perform these services for a flat annual fee amount of \$10,134 payable in two installments: \$3,000 in June and \$7,134 in January. The fee will be charged to the Annual Conference Budget.

3. Corporate Secretary and Treasurer Official Duties

No remuneration.

TOTAL COMPENSATION: \$55,738

## **SUPPORT SERVICE-PROVIDER AGREEMENT**

This Support Service-Provider Agreement ("Agreement") is made effective this 1st day of July, 2023 (the "Effective Date"), by and between the Service-Recipient, the AUXILIARY ORGANIZATIONS ASSOCIATION, a California nonprofit, public benefit corporation ("AOA"), and ROBERT E. GRIFFIN, the Service-Provider ("CONTRACTOR"). AOA and CONTRACTOR each are referred to herein separately as "Party" and are referred to herein collectively as the "Parties." There are no other parties to this Agreement.

### **Explanatory and Operative Statements**

The AOA is composed exclusively of its members – the separate auxiliary organizations that support and enhance the educational mission of the California State University (CSU) system and each of its campuses. The AOA mission is to offer professional development, issue collaboration, represent common interests, and assist new or evolving member-organizations.

The resource and policy constraints upon member-organizations require AOA to rely heavily upon the members to carry out its mission. AOA must seek and obtain needed internal business and program support from member-organizations, a few qualified firms, but particularly from experienced individuals on a service-provider basis. These internal functions and tasks have included providing corporate secretary and governing board support, administrative, treasury and accounting tasks, purchasing, interest group and conferencing support, and Internet AOA site development and administration.

CONTRACTOR under this agreement is a member-organization executive-retiree and former AOA leader, willing and able to independently dedicate a reasonable amount of business time as an AOA service-provider. The semi-retirement status of CONTRACTOR requires him to limit or foreclose his other customary business engagements with service-recipients.

### **Terms and Conditions**

In consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree to the following terms and conditions:

1. **Services to be Provided**

On or before the Effective Date of this Agreement, or as soon as practicable, the CONTRACTOR shall commence the support services specified in the *Scope of Work* (SoW) Statement, **EXHIBIT A** (contents of which are incorporated herein by reference). The CONTRACTOR shall exercise the

same timeliness and due diligence customary under industry standards in carrying out the work specified in this Agreement. CONTRACTOR under this Agreement shall act as an independent contractor in close collaboration with AOA leadership, the Executive Committee, and Conference Planning Committee, and an employer-employee relationship is not implied or intended, and shall not be practiced by the Parties,

The CONTRACTOR may from time to time offer or be requested to provide support to AOA outside the SoW Statement under this Agreement, with or without the expectation of additional charge to AOA associated with that support. Any ambiguity over such circumstances shall be clarified and resolved in advance by the AOA President and the Secretary/Treasurer, and, where appropriate, documented by the Parties in accordance with Section 5. The AOA President shall recommend to the AOA governing board any budget supplements for services of the CONTRACTOR that may involve additional fees to CONTRACTOR in such circumstances.

2. Term of Agreement

The term of this Agreement shall be July 1, 2022, ending June 30, 2023. The Parties may extend the term for additional one-year periods by written amendments to this Agreement.

3. Service Fee and other Charges

In full consideration of the services satisfactorily performed by CONTRACTOR under this Agreement, AOA shall pay to CONTRACTOR in accordance with EXHIBIT A.

CONTRACTOR will be compensated for approved out-of-pocket expenses and related charges incurred during the performance of the contracted support services.

4. Status of Parties

During the term of this Agreement or any extension thereof, CONTRACTOR represents that the tasks, activities, projects or programs (“Work”) specified in the SoW are all within CONTRACTOR’S professional capability to provide on a timely basis, and working in close cooperation with [*Examples: Executive Committee and Officers Group*]. It is mutually understood and accepted that:

a). that the CONTRACTOR is free from the control and direction of the AOA in connection with the performance of the Work, both under this Agreement for the performance of the Work and in fact;  
*and*

b). that the CONTRACTOR performs the Work that is outside the usual course of AOA business;  
*and*

c). that the CONTRACTOR is engaged in an independently established trade, occupation, or business of the same nature as the Work performed under the SoW.

5. Scope of Work Modification

The Parties may modify the terms and conditions of this relationship by an amended SoW, signed and dated by the Parties and appended to the SSA, or by an amended SSA.

6. Termination of Services

Either party may terminate this agreement for good cause upon a 90-day written notice to the other party.

7. Assignment

The Parties understand that this Agreement represents a contract for work that is personal to CONTRACTOR. Accordingly, neither this Agreement, nor any duties or obligations under this Agreement may be assigned by CONTRACTOR without the prior written consent of AOA, which consent AOA may grant or deny in its sole discretion.

8. Notices

Any notices required to be given under this Agreement by either Party to the other may be effected by personal delivery in writing or by mail, registered or certified, postage prepaid with return receipt requested. The addresses of each are:

AOA:

Attn: Richard T. Jackson  
P.O. Box 2177  
Chico CA 95927-2177

Contractor:

Attn: Robert E. Griffin  
P.O. Box 345  
San Luis Obispo CA 93406

Notices shall be deemed provided upon personal delivery, or two (2) days after deposit with a nationally- reputable overnight carrier with postage prepaid, or five (5) days after deposit in the US mail, postage prepaid and registered or certified with return receipt requested.

9. Confidentiality

CONTRACTOR agrees that it will keep in the strictest confidence, all proprietary or confidential AOA information to which CONTRACTOR becomes exposed during the term of this Agreement, and that it will not disclose any such information to anyone except with the advance written consent of AOA. CONTRACTOR shall not utilize for pecuniary gain not contemplated by the terms of this agreement any information not a matter of public record which CONTRACTOR receives by reason of this agreement, regardless of whether the CONTRACTOR is under contract at the time such gain would be realized.



10. Tax Responsibility

CONTRACTOR is responsible for paying when due all income taxes, including estimated taxes, incurred or falling due as a result of the compensation paid by AOA to CONTRACTOR for the work to be performed hereunder. If CONTRACTOR is an individual who is a nonresident of California, CONTRACTOR understands that compensation paid to CONTRACTOR hereunder may be subject to withholding for California state income tax in accordance with California Revenue and Taxation Code Section 18662 and Title 18 of the California Code of Regulations, Section 18662-4(a).

9. Entire Agreement

This Agreement constitutes the entire agreement between the Parties with respect to the subject matter hereof, and there are no inducements, representations, warranties, or understandings that do not appear within the terms and provisions of this Agreement. Only a writing signed by both Parties may modify this Agreement. The laws of the State of California shall govern the interpretation of this Agreement.

10. Authorization

Each individual signing this Agreement warrants and represents that he has the full authority and is duly authorized and empowered to execute this Agreement on behalf of the Party for which he signs.

11. Choice of Law, Jurisdiction and Venue

The provisions of this Agreement and its interpretation shall be governed by the laws of the State of California, excluding its choice of law provisions. , Each Party hereto irrevocably consents to the jurisdiction of the federal and state courts with jurisdiction in Butte County and agree that with respect to the litigation of any disputes growing out of this Agreement, jurisdiction and venue for such litigation shall be exclusively proper in the federal and state courts with jurisdiction in Butte County, California. The parties hereto agree that with respect to any litigation arising out of or in connection with this Agreement, the prevailing party shall be entitled to an award of its attorneys' fees and costs. Each party hereto waives any claim of forum non conveniens or any other defense or allegation contending that the forum is inconvenient..

12. Severability and Construction

If any provision of this Agreement shall be held by a court of competent jurisdiction to be illegal, invalid or unenforceable, the remaining provisions shall remain in full force and effect. This Agreement has been negotiated by the Parties and their respective counsel and shall be interpreted fairly in accordance with its terms and without any strict construction in favor of or against either Party.

13. Counterparts

This Agreement will be executed by the Parties on or before the Effective Date and may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed to be an original, but all of which taken together form but one and the same instrument.

14. Binding Effect

This Agreement shall be binding on the Parties, their successors in interest, and present and future subsidiaries, assignees or acquirers, including any acquirer of substantially all of the assets of a Party.

IN WITNESS HEREOF, AOA and CONTRACTOR have caused their duly authorized signatories to execute this Agreement to be effective as of the Effective Date.

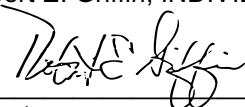
AUXILIARY ORGANIZATIONS  
ASSOCIATION

CONTRACTOR

Richard Jackson, Business Manager

Robert E. Griffin, INDIVIDUAL

\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

Date

April 22, 2022  
Date

**EXHIBIT A**

[Scope of Work Statement appended]

## **Scope of Work**

A. Support Services. This support element will provide the following services:

1. *Current Compliance Developments*. Keep current on relevant major compliance issues, Federal and California legislation, CSU regulations, and system-wide policy developments (including Executive Orders, *ICSUAM* and coded memoranda) affecting AOA member-organizations. Significant issues that come to the attention of Consultant or Business Manager shall be analyzed, summarized and reported, *as requested*, to the Executive Committee and member-organizations. [*Authorized Rate* (total estimated hours: 30)]

2. *AOA Leadership Consultation*. *As requested*, comment on and advise the AOA leadership and Business Manager on governance, compliance, policy development, legislative matters and business transactions. [*No Charge for meetings, email or telephone conversations; research/analysis at Authorized Hourly Rate* (total estimated hours: 10)]

3. *Member-Organization Initial Consultation*. Provide *initial consultation* with member-organization executives on legislative or oversight issues, governance, compliance, policy development and management practices, exemption status, corporate formation, restructurings and dissolution, and related matters. This service element contemplates up to a one-hour limit per matter. [*Authorized Rate* (total estimate hours: 20)]

B. Special Project Services. As assigned and authorized by the Business Manager, provide extended consultation, author, update, and/or edit professional papers, analytical reports or research on subjects relating to the oversight, governance, compliance, policy development, exemption status, corporate formation, restructuring and dissolution, and management or related matters of auxiliary organizations. [*Authorized Hourly Rate* (total estimate hours: 20)]

This service element will also be available by direct engagement with member-organizations at the *Authorized Hourly Rate* beyond any *Initial Consultation* provided under (A)(3) above.

**Subject:** Re: Master Sponsorship Agreement - Chartwells Higher Education (next steps?)  
**Date:** Tuesday, March 8, 2022 at 1:09:50 PM Pacific Standard Time  
**From:** Lorlie Hull Leetham <lleetham@calpoly.edu>  
**To:** Richard T Jackson <RTJackson@csuchico.edu>, Sharleen Lowry Krater <skrater@csuchico.edu>, Kauppinen, Monica <mkauppi@csus.edu>  
**CC:** Rasheedah Shakoor <rshakoor@csudh.edu>  
**Attachments:** image001.png, image002.png

Good morning! Richard, Thank you for giving me an opportunity to share my thoughts. First, I wanted to let you know that I received a request yesterday from Ivy Kusler of Chartwells, asking me to connect her with the AOA marketing and communications contact. When pressed for more information, she indicated it was for use of the logo in their marketing. I put her in touch with Aaron Elimelech but have since asked that they hold off on taking any action until the AOA officers have reviewed and made a decision. Ivy did copy Tawny in on her email this morning so at least now those dots have been connected.

Without making this too long, I am of two minds here and will keep it to the main points. I can't tell from the email exactly how the logo is intended to be used so am making some assumptions here that it is to be used on the Chartwells website shown on the link, and tied loosely to what I understand to be a non-exclusive master agreement for dining services across the CSU. If that is the case, it's interesting that the agreement referenced in this discussion is called a Master Sponsorship Agreement - that was unexpected, at least on my end. Is it for the dining services agreement or a separate or sub-agreement tied to only to sponsorship?

Starting with the positives, I do believe it is a good thing for AOA and its auxiliaries to have visibility as a key partner when services provided by auxiliary organizations are being highlighted, contracted, etc., in the CSU, or when a sponsor wishes to include AOA on a list or their website as an organization they do business with as a sponsor. Obviously AOA's relationship with Chartwells is not exclusive so we would afford the right to promote AOA sponsorship to all of our sponsors who want to do so.

On the downside, and this is not necessarily a showstopper, the AOA logo included in the agreement could imply that AOA as an organization is party to the agreement with Chartwells, meaning AOA has a business relationship beyond a sponsorship with Chartwells, and that is not the case. AOA is not a signer nor a party in any legal sense to the dining services agreement (if that's what this is for). If AOA is used only to imply participation of campus auxiliaries, not sure the AOA organizational logo is the way to represent that - why wouldn't the individual campus auxiliary logos be included?

In summary, I think the visibility is good and am not concerned about business partners wanting to market their sponsorship/relationship with AOA (that's good for AOA, in my mind) but AOA officers will probably want to review exact use of the logo and approve how it's portrayed on the website to be sure it doesn't imply AOA is a party to the agreement, or that it's exclusive, but does appropriately imply that AOA and Chartwells are partners, through Chartwells business partner relationship with campus auxiliaries, and their sponsorship and support of AOA and its conference.

The agreement name threw me off a bit so hopefully I didn't miss the mark. I certainly understand everyone's concerns and there's not an absolute right or wrong here.

**Subject:** NACAS meeting and proposal  
**Date:** Thursday, March 24, 2022 at 3:58:37 PM Pacific Daylight Time  
**From:** Lorie Hull Leetham <lleetham@calpoly.edu>  
**To:** Jackson, Richard (Retired) <RTJackson@csuchico.edu>  
**Attachments:** AOA & NACAS Partnership 03242022.pdf

Hi, Richard. Last week I had a zoom meeting with Kennedy Turner and Matt Marciel (CEO) from NACAS. We talked about how AOA and NACAS can work together to provide education and other benefits to our members, for example by sharing educational content, and on business partner development. You may recall that Matt and Kennedy had plans to attend the AOA conference and we were going to meet to discuss these issues.

They also planned to present the attached proposal for how to get more AOA members access to the NACAS resources - meaning having all CSU campuses be NACAS members and the total annual cost to have a NACAS Institutional membership for every CSU campus. NACAS membership access would apply to all AOA and state/university employees, since auxiliary service roles cross over to university side, for example, with housing, parking, etc.

As you probably know, NACAS is ahead of AOA when it comes to on-going (non-conference) professional development and educational sessions, live and recorded, and is working to grow that even further. Access to this could be another addition to the education and training options available to AOA members.

I don't know if this proposal is of interest to AOA to champion on behalf of the CSU and its auxiliaries, and is a question for the AOA officers and executive committee. Obviously how to fund it is a question and I understand the timing is not ideal because of the financial impact of the 2022 conference cancellation on AOA. However, there may be other thoughts as to how to distribute the NACAS membership cost, if there is interest.

My role here is to forward the proposal to you, and extend Kennedy's offer to have him and his membership director present it to the Executive Committee at a future meeting. It would be nice to give NACAS the opportunity to talk directly to AOA leadership, in recognition and furthering the relationship between our organizations, but will leave it to you to work with Shar and the other officers to decide.

Thanks and let me know if questions!

Lorie

**Lorie Leetham**  
Retired CEO, Cal Poly Corporation  
CSU AOA Business Partner Liaison  
Cell (805)610-3303  
lleetham@calpoly.edu

# NACAS & AOA Partnership Proposal

# NACAS

# NACAS Overview

As the leading organization supporting all campus auxiliary services, NACAS is the community-of-choice for strategic leaders who advance campus environments to improve the quality of life for students. NACAS is where campus service visionaries and top solution innovators converge.

Every day, thousand of members and Business Partners collaborate to create customized service solutions that are meaningful to each school's community; solutions that generate reinvested revenue and empower students with advantages and the richest bank of data, resources, educational experiences, leadership development, connections, and progressive business models to fuel this high—level collaboration.

# NACAS Members in AOA Today

## NACAS MEMBERS

CSU Monterey Bay  
CSU East Bay  
Sonoma State\*  
Humboldt State  
CSU Dominguez Hills  
CSU San Bernardino  
CSU Los Angeles\*  
CSU Pomona\*  
CSU Sacramento  
CSU San Luis Obispo  
CSU Fullerton  
CSU Long Beach  
San Diego State

## Non-NACAS Members

CSU Maritime Academy  
CSU Channel Islands  
CSU Stanislaus  
CSU Bakersfield  
CSU San Marcos  
CSU Chico  
CSU Fresno  
CSU Northridge  
San Francisco State  
San Jose State

\*Individual is actively on NACAS National or West  
Region Board of Directors



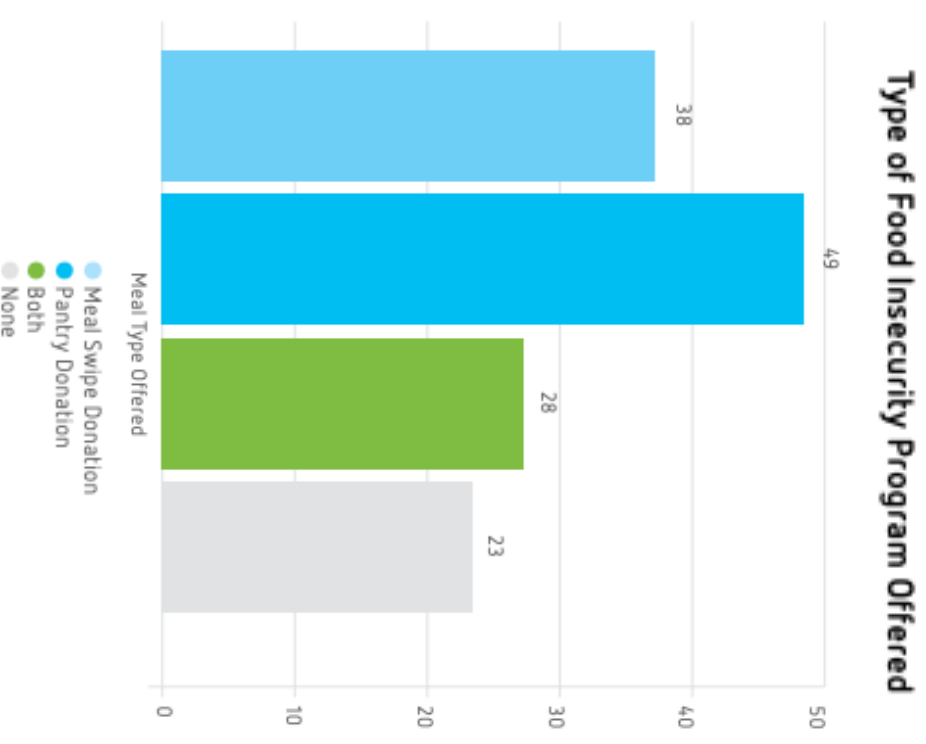
# Membership Benefits

All 23 schools in that are apart of AOA and would receive full NACAS Member benefits. Full benefits are provided in the NACAS Member Benefits Guide and include:

- Online Education: Free participation in weekly webinars and roundtables
- NACAS Lounge: An online community where industry professionals ask questions and share solutions
- College Services Magazine: A quarterly magazine with peer-driven articles

# Membership Benefits

NACAS Benchmarking programs collect data from NACAS members and helps college service leaders unlock key findings and help establish your mark. Spring 2023 will be the next NACAS Benchmarking data collection period.



# C3X Annual Conference & Expo

Let's Talk Business - hosted annually, C3X is the pinnacle event for the campus auxiliary services industry. C3X convenes leaders from higher education institutions and industry Business Partners to showcase the most inclusive and modern perspective of how auxiliary services enrich the campus experience.



AOA would receive:

- Two (2) full registrations

# Investment

Investment Total

June 1, 2022 – May 31, 2023      \$26,095

*Breakdown of current engagement:*

<i>Current Members</i>	\$15,600
<i>New AOA Schools</i>	\$10,495

**Solutions.** To enrich experiences and quality of life for students.

**Resources.** To inform our members' decisions on campus transformation.

**Counsel.** To build our Business Partners' brands within campus communities.

**Innovation.** To improve the financial health of higher education institutions.

**Leadership.** To advance and sustain campus environments worldwide.

# MACAS

## **2022 AOA EXECUTIVE COMMITTEE**

**April 22, 2022**

### **Report from CABO Liaison Ann M. Sherman, CSU, Chico**

The CABO membership is meeting on Thursday, April 21<sup>st</sup>, on the last day of the CSU Business Conference. Agenda topics, and possible pertinence to AOA, include the following:

- Chair Announcements and Introductions
  - this is the first in-person meeting in some time; there has been extensive turnover across the 23 campuses, with many new members
- Briefing from Interim Executive Vice Chancellor Brad Wells
- Payment Fraud Strategy Update
  - There have been a series of high-profile attempts (some successful) to change vendor routing numbers, submit fake POs/invoices to vendors or campuses for service or payment, or otherwise engage in scams of various sorts. If the auxiliaries are on a shared IT network, there may be alerts. I will share the information I receive from Tracey Richardson and Dave Beaver.
- HEERF Update
  - The HEERF funds have been generally extended for one year, in recognition of the amount of money involved, the supply chain issues experienced by many, and the sheer volume of work involved in accounting for the funds and updating websites and reports.
- Succession Planning/Workforce Development
  - As noted above, there has been significant turnover among the VPs over the past 2 years. In a similar fashion, a wide range of employees in Business & Finance positions have retired or resigned. Steve Relyea introduced the topic of succession planning for key positions, and a small subset of CABO members have had introductory discussions with David Kervella and Evelyn Nazario of the CO's HR team. I am doing two sessions at the CSU Business Conference, and will share my materials.
- HR Update via Zoom
  - Hard to tell what this might entail 😊, but I'm expecting an update on the wage openers, active negotiations, salary surveys, and some of the Retreat rights for MPPs.
- AOA Presentation
  - Sharleen Lowry and Monica Kauppinen are in the house!
- Procure to Pay Update
  - This implementation is starting at 5 campuses, and is expected to go CSU-wide. It will permit vendors to bid on-line, enter some of their information, and streamline the entire procure-to-pay process.

**April 2022 - Business and Finance Liaison Report**  
*Submitted by Robyn Pennington, Chief of Staff,  
Business & Finance, Chancellor's Office*

**Board of Trustees**

**March 21-23 – Key Agenda Items**

*Committee on Audit*

- Financial Status Update

*Joint Committee on Education Policy and Campus Planning, Buildings and Grounds*

- Proposed Revisions to Sustainability Goals and Policy

*Committee on Campus Planning, Buildings and Grounds*

- California State University, Fullerton Visual Arts Complex Modernization Schematic Design Approval

*Committee on Finance*

- California State University Annual Debt Report
- California State University Quarterly Investment Report

**January 24-26 – Key Agenda Items**

*Joint Committee on Education Policy and Campus Planning, Buildings and Grounds*

- Report on Sustainability Goals and Proposed Policy Revisions

*Committee on Finance*

- 2021-2022 Student Fee Report
- Planning for the 2022-2023 Operating Budget

*Full agendas and item write-ups can be found at: [www.calstate.edu/bot](http://www.calstate.edu/bot)*

**CSU Policy Library**

A reminder that a new CSU Policy Library went live last fall. The library provides a comprehensive way to quickly find CSU systemwide policies and is available at <https://www2.calstate.edu/policies>. This library replaces former Executive Orders, ICSUAM, SUAM, and Coded Memorandum repositories and lists. The landing page highlights new or newly revised policies as well as those accessed most frequently.

To receive notifications from our CSU Policy Library listserv whenever policies are created, revised, or retired, send an email to [subscribesupolicylibrary@lists.calstate.edu](mailto:subscribesupolicylibrary@lists.calstate.edu) to be added to the listserv.

## **CABO**

*Recent and Upcoming CABO Meeting Dates:*

- February 9 (Virtual)
- April 21 (Anaheim; in conjunction with CSU Business Conference)



## Advancement Liaison Report

Larry Salinas has completed his one-year contract as interim Vice Chancellor for University Relations and Advancement. Currently, the Division is reporting to acting Chancellor Steve Relyea. Interim Chancellor Jolene Koester will begin her service on May 1, 2022 and we will inform AOA of any additional changes under her leadership.

Endorsements A workgroup will be convening to create policy related to university endorsement of products or services. This may include authorizations required for an employee to act as a spokesperson for the university. The intent is to identify communications that may be permissible and when such endorsements might be monetized. Some of the questions to be considered: When does a testimonial about the experience of using a product become an advertisement for the benefit of the company? To what extent might the university promote a vendor that has been engaged in a master contract?

Art Collection Management The finalized policy on art collection management has posted to PolicyStat. Campuses may exempt auxiliaries, museums, special collections, or galleries from the policy. The ability to exempt recognizes that museums and galleries may have independent policies that adhere to more stringent accreditation or industry standards. Auxiliary foundations should consider how the university art review committee may intersect with a gift acceptance committee.  
<https://calstate.policystat.com/policy/8294159/latest>

Responsible Investing Responsible investing remains a hot topic for foundation investment committees, donors, and campus constituents. The California State University is transitioning away from fossil fuel investment in the Systemwide Investment Fund Trust (SWIFT), Intermediate Duration Fund (IDP) and Total Return Portfolio (TRP). The Chair of the Board of Trustees encouraged auxiliary foundations to do the same but acknowledged the independence of auxiliaries to make fiduciary decisions. Other responsible investing topics to consider are exposures in Russia and how to review investment managers through a diversity, equity, and inclusion lens. An emerging best practice is the integrate the statement of responsible investing into the foundation's investment policy.

The Great Resignation, Retirement, Reassignment, Reimagination... Whatever you call it, the CSU and auxiliaries are experiencing significant turnover. Transitions in Dean, Department and Financial Aid areas should draw the attention of auxiliary foundation staff to make sure new hires understand their opportunities and responsibilities related to philanthropic scholarship and program fund distribution.

Lori Redfearn – Assistant Vice Chancellor of Systemwide Advancement

I. Auxiliary Settlement Agreements and the McKee Act

Settlement agreements entered into by an auxiliary organization are subject to disclosure under the McKee Act and should not include promises of confidentiality that are inconsistent with this obligation.

II. General Liability Waiver—Translations Available

The Release of Liability/Informed Consent form referenced in EO 1051 has been translated into the following languages:

- Spanish
- Tagalog
- Vietnamese
- Chinese (simplified & traditional versions)
- Korean

Interpreted waivers should be provided only to individuals who are not students or employees of CSU. Students and employees should sign only the approved English version.

The risk management allowance for interpretation for waivers is limited to waivers and does not extend to contracts, agreements and official correspondence.

III. Class Action Litigation: Student Fees

Our attorneys in the class action lawsuit continue to collect information from campuses about the AS fee.

IV. Department of Justice Issues ADA Website Accessibility Guidelines

The Department of Justice recently issued guidance on web accessibility under the ADA. The guidance document describes how state and local governments and businesses open to the public can make sure their websites are accessible to people with disabilities in line with the ADA's requirements. See <https://beta.ada.gov/web-guidance/>.

The Department declared that web accessibility is a priority and that the Department is committed to using its enforcement authority to ensure website accessibility.



# SWHR Update AOA EC Meeting

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## **Update from Tammy Kenber - Assoc Vice Chancellor, Human Resources SWHR Liaison | April 2022**

CSU has not been immune to what's been labeled "The Great Resignation/Retirement/Reshuffle". Our campuses and the Chancellor's Office are continuing to experience increased turnover, including service retirements. The competition for talent is fierce right now, and I suspect the auxiliaries are experiencing the same.

Some things that we are finding helpful in regards to talent acquisition are the fact that CHRS Recruiting is now fully implemented across all CSU campuses. This helps with EEO compliance as well as enables the sharing of talent pools across campuses.

In March 2022, SWHR also completed the implementation of a systemwide LinkedIn account, which now enables CSU talent acquisition specialists to conduct targeted recruiting efforts, identifying qualified candidates who may not be actively looking for opportunities. Campuses are benefiting from the extremely discounted cost of a systemwide account as well as from this shared and enhanced social media footprint.

Additionally along the lines of talent acquisition, CSU has officially become the HERC (Higher Education Recruiting Consortium – [www.hercjobs.org](http://www.hercjobs.org)) hosting institution effective January 2022! HERC is committed to advancing inclusive excellence in the higher education workforce, and it also has extensive dual career resources for faculty. For the last 20 years, California's chapter of HERC has been hosted at UC San Diego, but as of January it is now being hosted by CSU at San Diego State! #goaztecs

This year's CSU Employee Profile was published in March 2022. This annual publication not only details and arrays the demographics of the CSU workforce, but also celebrates the amazing work and outstanding achievements of employees throughout the system. There was a contest again this year for the front cover. Last year's winner hailed from Chico State, and this year's winner is from Cal State Fullerton! #gotitans The Profile may be accessed and downloaded at: <https://update.calstate.edu/csu-system/faculty-staff/employee-profile/Documents/Fall2021CSUProfiles.pdf>



# SWHR Update

## AOA EC Meeting

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The Faculty Recruiting & Retention Report is another annual publication produced by the Systemwide Human Resources team. We are on target to publish this year's report in May. This report has been produced every year since 1988 and provides a comprehensive review of recruitment outcomes, new faculty demographics, starting salaries by discipline, historical trends, and information on faculty turnover.

In March, SWHR worked with colleagues in Academic and Student Affairs to help issue a systemwide extension for employees working as mental health counselors throughout the CSU system who had been unable to obtain their licensure due to statewide delays in testing and licensure. Even though this pertains to employment, the licensure requirement is embedded in an Academic Affairs policy. This extension permitted the affected counselors to remain employed at a time of critical need for their services within the CSU.

SWHR is currently working on both a staff and faculty compensation study. The staff study was completed in early April by Mercer Consulting, and the final report will be delivered at the May BOT meeting. In the meantime, both the CSU and its labor unions are lobbying in Sacramento for the necessary funding to implement the recommendations contained in Mercer's report. The faculty compensation study has not begun just yet, but there is an RFP for compensation consulting services to review faculty salaries and structures currently posted. The RFP closes on April 18<sup>th</sup>, the details of which may be accessed at:

<https://bids.sciquest.com/apps/Router/PublicEvent?CustomerOrg=CalState>

The faculty salary study will review salaries as compared to market, as well as analyze other compensation issues, such as inversion and compression, and provide a report containing the consultant's analysis, recommendations, and costing.

In January 2022, CSU issued its new non-discrimination policy which replaced what was formerly known as Executive Orders 1095, 1096 and 1097. The new policy may be accessed at: <https://calstate.policystat.com/policy/10926024/latest>

Lastly, SWHR was recently instructed by the board to develop two employment policies: (1) a policy pertaining to how campuses grant the opportunity to retreat to a faculty position as well as the conditions under which said retreat may be exercised; and (2) a policy pertaining to how and when administrators may issue letters of recommendation.

This concludes my report.

**Auxiliary Organization Association**  
**Long Range & Strategic Planning Committee**

*Report for Executive Committee April 22, 2022 packet*

The 2022 AOA Long Range & Strategic Planning (LRSP) Committee held its first meeting of the year on April 5, 2022 via Zoom. The agenda items were as follows:

1. Provide new members an overview of the work done by the 2021 LRSP committee.
2. Review the final drafts of the position descriptions and plan the report to be provided to the EC this month.
3. Discuss next steps for the current work and any other projects for LRSP.

The LRSP Committee welcomed three new members: Sharleen Krater, Rasheedah Shakoor, and Djeneba Ahouansou. Djeneba is a volunteer who recently concluded her time with the AOA Executive Committee (EC).

**Summary of 2021 Work**

Major project was planning for future AOA support staff. The roles include business manager, conference administrator, business partner support services, conference education track development and special projects. Early meetings identified and broadly discussed three options:

1. Current service provider model of independent contractors,
2. Hired staff, such as a paid executive director, and
3. Partnerships/Contracting with other professional organizations such as NACAS.

To get a baseline budget the costs for each main service providers were consolidated. It was agreed that in order to best understand the possible costs and viability for each option that more new scopes of service should be drafted based on AOA needs and not current incumbents.

It was agreed that the outcomes of the work would be presented to EC for consideration when the *next natural vacancy occurs*, not affecting any existing service provider contracts coming up for renewal in 2022.

**Position Descriptions**

Positions were drafted by grouping related services that could *potentially* be combined into a full-time equivalent employee(s) or revised contracted scope of work. The result was six (6) functions that could each be filled separately or combined in different ways based in AOA needs and viability of supporting one or more of the identified options.

The *draft* positions, to be distributed to EC members under separate cover, are:

1. Operations Manager
2. Financial Management/Accountant
3. Secretary/Treasurer (Not Compensated)
4. Administrative Conference Coordinator
5. Business Partner Manager
6. Educational Content Coordinator

All duties, although not necessarily in the same amount of detail, from existing service providers contracts are represented along with a couple newer items under consideration. These have not

been reviewed by any of the current service providers outside of Richard Jackson given that he is part of the LRSP committee.

### **Next Steps**

Executive Committee members will discuss and provide feedback on the draft descriptions and be provided with additional insights into the process. The LRSP committee recommends developing a short-term plan to address any immediate vacancies while continuing to research the proposed options.

There was a general consensus in the prior committee that *if* AOA leadership ultimately decides to stay with the service provider model, or perhaps to address any short-term needs, it would be prudent to craft a standing “call for future service providers,” to create a pipeline of interested, soon to be retirees, looking to get involved. Further discussion is needed to define what exactly that call would be soliciting.

The next committee meeting will be in May during which the feedback given at the April EC meeting will be discussed and put into future action items.

### **The LRSP Committee**

- Monica Kauppinen, Past-President, Committee Chair (Sacramento)
- Sharleen Krater, President (Chico)
- Rasheedah Shakoor, President-Elect (Dominguez Hills)
- Richard Jackson, Secretary Treasurer
- Kacie Flynn, Prior Past-President (Humboldt)
- Teresa Loren, Executive Committee (Humboldt)
- Djeneba Ahouansou, prior Executive Committee (Dominguez Hills)

Respectfully submitted,

Monica F. Kauppinen  
2022 AOA Past-President

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**QUARTERLY SUMMARY**

The HR Committee continues to meet monthly as a forum for members to ask questions, seek advice, share resources and hear from invited guests. Attendance at the meetings ranges from around 30 up to 50 members each month. During each meeting, a brief update on any relevant committee business is also provided by the Chair.

During our February meeting the topics focused on the California Supplemental Paid Sick Leave, ongoing impact of COVID mitigation and tracking and Vaccination Compliance. Colleagues also shared challenges in recruitment, where it has been difficult to fill positions. There have also been questions on resources, vendors and best practices, which also come up on a regular basis.

In March, our meeting focused on “Getting Back to Basics”, where we prioritized organizing the committee so that the resources we share are accessible and easy to find. We discussed having a master membership list that is reviewed and maintained regularly, the idea of incorporating a list of “subject matter experts” that can be an internal resource to the group, and developing ad-hoc subcommittees that align with auxiliary types (Commercial/Associated Students-Union/Research Foundations). Most of the work we do impacts all of us, but there are times when specific things come up that are very specific to certain sister auxiliaries. The group was very receptive to this idea and there were several colleagues who volunteered to help spear head those efforts if needed.

**THEMES FOR THE YEAR**

As we continue to plan for the coming year, the goal is to build off of our March meeting with the theme of “Back to Basics”. We want to make sure that the foundation for communication and getting organized is a priority to ensure the resources we have are accessible to our members. We also discussed the idea of having a vendor list. One of the frequently asked questions is “who do you use for evaluations/for payroll/for x”. This will help us organize a quick list so that if colleagues can have a starting point, and then from there reach out to colleagues for feedback.

Our Committee Leadership team agrees and they have already been instrumental in creating ideas and providing support. We are also excited to work with Richard and Dixie to align any of these efforts with the AOA website and tools already in place.

**COMMITTEE LEADERSHIP, 2021**

HR Committee Officers for 2022 include the following:

- CHAIR: Rosa Hernandez, Associate Executive Director-Forty-Niner Shops, Inc. at CSU Long Beach
- CHAIR-ELECT: Maddison Burton, Director of Human Resources-University Corporation at Monterey Bay
- SECRETARY: Nora Fernandez, Human Resources Manager- Cal Poly Pomona Foundation, Inc.
- ANNUAL CONFERENCE HR SESSION PLANNER: John Doeblor, Human Resources Manager-Associated Students at CSU Northridge

*Respectfully submitted by:*

*Rosa Hernandez*

*Chair, AOA HR Committee*

*Associate Executive Director, Forty-Niner Shops at CSU Long Beach*

## **Research Administration Committee (RAC) Report AOA Executive Committee Meeting- April 2022**

### **2022 RAC Leadership Team (Incoming)-**

-Gillian Fischer, Chair

Director, Sponsored Research and Programs  
California State University Dominguez Hills

-Leslie Rodelander, Vice Chair

Post Award Grant Administrator  
Humboldt State University

-Valencia Teems, Secretary

Sr. Sponsored Research & Programs Analyst  
California State University Dominguez Hills

### **2021/2022 Meeting Schedule-**

Spring RAC Meeting- Held on May 3 and 4, 2021- Virtual

Fall RAC Meeting- Held on October 11 and 12- Virtual

AOA Conference RAC Standing Committee Meeting- January 10, 2022- Virtual

### **2022/2023 Meeting Schedule-**

Spring RAC Meeting- May 2-3, 2022 – Virtual

Fall RAC Meeting – TBD October 2022

AOA Conference RAC Standing Committee Meeting- TBD January 2023

### **2022/2023 RAC Meetings-**

Jennifer Sneed reported on the plans to transition the 2022 RAC Business Meeting, which is usually held during the AOA Conference, from in-person to virtual during the last EC meeting in January.

The RAC Business Meeting included an introduction to the 2022 RAC Leadership Team, a Chancellor's Office Update on the policy on International Agreements as well as other Chancellor's Office initiatives, and a follow up discussion on the HERD Survey. There were approximately 85 attendees. Less than the RAC Spring and Fall virtual meetings, but solid attendance for a last-minute meeting.

The Spring 2022 Meeting will continue to be virtual and will be taking place May 2-3, 2022. The current plan is to have a hybrid format for Fall 2022, with the in-person meeting to potentially be held at CSU Dominguez Hills. This will include a virtual component to make the meeting accessible to more members.

The priority topics for the RAC Committee for our Spring Meeting will be updates from the CO's office on NSPM-33 and the International Agreement Policy (including impacts on travel, cybersecurity, trainings, etc.), updates from some of the newly founded committees including IRB and Export Control,



Professional Development opportunities from the C.O., and a continuing discussion about paying faculty from other CSU Campuses.

Respectfully Submitted by RAC Chair,

Gillian Fischer, Director  
Office of Sponsored Research and Programs  
California State University, Dominguez Hills  
Email- [gfischer@csudh.edu](mailto:gfischer@csudh.edu)

## Auxiliary Organization Association Associated Students/Student Union/Recreation Centers Committee

### **AS/SU/REC Committee Annual Meeting**

The 2022 AOA AS/SU/REC Committee Annual Meeting was set to take place at the AOA Conference in January, but due to COVID-19 and the need for the conference to be cancelled, the committee ended up meeting virtually via Zoom on January 11, 2022. Topics included confirmation of the new 22-23 chair and vice chair, conference updates for next year, and open discussions regarding challenges and best practices in navigating COVID-19 concerns and the return to campus for our various auxiliaries.

### **AS/SU/REC Directors Sub-Committee**

The AS/SU/REC Directors Sub-Committee meets once a month. For this quarter, there was 1 committee meeting held on February 18, 2022. The next meeting is scheduled for April 15, 2022. Agenda items included the following:

- Guest Speaker: Sharleen Krater, AOA President
- Cal State Student Association (CSSA) & California Higher Education Student Summit Updates
- Feedback on AB 1737
- AS Elections
  - Recent referendum success and challenges, including alternative consultation
  - Run for Office application pool success or interest - most campuses present reported low interest
  - Election platforms
- Campus in a Minute – a quick update or snapshot provided by each campus present.

### **CHESS Advisor Summit**

The AS/SU/REC Chair hosted the *CHESS Advisor Summit* on Monday, March 14 via Zoom. The summit provided an opportunity for AS government affairs/relations advisors, coordinators and other staff directly involved with the Lobby Corps efforts, advising efforts and programming efforts of associated students. Agenda items included the following:

- Benefits of Serving as a Student Leader – have/are they changing? Are we adjusting to the change?
- Students first! What new challenges do we see for our student leaders and what can we do to address them?
- Leadership Development – from nuts and bolts to personal growth. Are we equipping student leaders with the right skills?

Lastly, following the CHESS Advisor Summit, it was suggested that perhaps AS advisors, coordinators, programmers may benefit from meeting for regularly, perhaps establishing another subcommittee of interested members where discussions on best practices can be continued. We will be discussing this at the next AS/SU/REC Directors Sub-Committee.

**Chair:** Helen Alatorre, ASI Executive Director, CSUCI

**Vice Chair:** Tonee Sherrill, ASI Executive Director, SFSU

## AOA COMMERCIAL SERVICES STANDING COMMITTEE

### April 2022 Activity Report

Commercial Services (CS) has been active with the following:

- 1) Alfredo Macias (Long Beach) 2022 Chair, Cyndi Farrington (Long Beach) 2022 Vice-Chair
- 2) 2022-2023 Goals:
  - a. Increase engagement in the CS Committee
    - i. Prepare for topics that will return (i.e., sustainability, etc.)
  - b. Hold 2 meetings
- 3) Membership Survey July 2021
  - a. 126 Surveys sent out, 25 responses from 16 unique campuses....20% response rate
  - b. I primarily rely on AOA to provide:
    - i. Best practices
    - ii. Collaboration
    - iii. Documents and resource
  - c. ASK the expert - create a contact Directory of AOA members that are proficient if not experts in specific fields and or tasks. example meal plan contracts, housing agreements, conference service. The Expert Directory can provide AOA member access to some one that can provide Documents and resources has all 3 of the main reason why people join AOA,
- 4) Getting Commercial Services committee member to join the Commercial services portal 125 member out of 251 have joined. The goal is to reach out to all Commerical services members to join the portal.
- 5) Monthly Zoom calls with CSU FSD's, no general meetings occurred.
  - a. Challenges of representing the diversity of operations under the umbrella of "Commercial Services" and having a meeting that provides value to this group.
- 6) REG Bill AB 2652 Analysis-this bill as amended by author on March 24th, 2022, would, as it, relates to the CSU require each campus to ensure that on campus food service vendors accept payment through EBT. There may be non reimbursables setup and ongoing costs and certainly both transaction and social service support benefits. Action- We will be reaching out to Commercial services members to gauge impact on operations.

Respectfully Submitted,

**Alfredo Macias**

# Report to AOA Executive Committee

## Business and Financial Services Subcommittee

### April 13, 2022

Business and Financial Services Subcommittee conference calls have been held:

- March 17, 2022 – Steering Committee

Committee meeting Minutes have been provided to the Executive Committee.

The March meeting focused on how we were all disappointed that the annual conference had to be canceled due to the Covid-19, but it was a wise decision by AOA for our safety and protection. We also discussed dates for future meetings and a broad outline for the Fall Mini-Conference. For example, what should the structure be – in-person or zoom, and what do we want to topics do we want covered, so we can invite the right presenters.

Committee members shared information regarding Chancellor's Office increase in audits; View Point Neutrality Audit/Guidelines; excess funds distributions at year-end and the wage tiered levels for student assistants. We also, elected the new Vice-Chair, since we typically accomplished this in the annual conference and were not able to do so, at that time.

Future planned meeting for the committee via Zoom are:

- April 21, 2022 – Steering Committee
- May 19, 2022 – Business and Financial Services Members
- June 16, 2022 – Steering Committee
- July 21, 2022 – Business and Financial Services Members
- August 18,2022 – Steering Committee
- September 15, 2022 – Steering Committee
- October TBD

In addition to the steering committee calls, informal zoom calls amongst primarily BFS members who work at ASI's and Unions have occurred to share information and updates regarding their campuses.

# AOA IT Committee Report

April 2022

## OVERVIEW

The IT Committee underwent some quick changes at the end of last year with the sudden resignation of Steve De Luca. Our next step is confirming a vice chair. Which should happen later this month

The goals we have for this year are:

### ITAC Presence

To continue request an AOA IT presence at Information Technology Advisory Committee (ITAC). The members of ITAC are the CIOs of each CSU. We have received tentative informal permission to attend.

### Shared Risk Assessments

We are looking into the possibility of sharing Application risk assessment documentation between campuses. So that if one campus has already completed a HECVAT document, it should be transferrable to other campuses. We plan to work with the CSU ISO office on this and plan to document what third-party risk assessment tools are available and what might work well for all of us.

### LEVEL-1 DATA PROCESSES

The AOA IT committee will be reaching out to all Auxiliaries to survey them about their Level 1 Data Processes. This will be presented as a report at the Annual AOA meeting.

### FALL COMMITTEE IT WORKSHOP

We plan to host a Fall Workshop for the AOA IT Committee in a virtual environment and with a light agenda. At that time we will identify and begin work on the January IT presentations.

Respectfully submitted:

Matthew Sparks  
AOA IT Committee Chair &  
IT Services Manager

Union/Well Inc.

California State University Sacramento.

## **Philanthropy Committee Report Spring 2022**

### **February 2, 2022 Meeting**

Due to the cancellation of the 2022 AOA Conference, the AOA Philanthropy Committee met for our annual meeting on Wednesday, February 2<sup>nd</sup> via Zoom. Twenty-three Individuals from several CSU's representing University Advancement, Financial Services and Philanthropic Foundations attended.

The following topics were discussed:

#### **AOA Conference 2022 Cancellation**

Monica Alejandre, Chair, shared conference update was originally scheduled to be in-person but for the safety of everyone was moved to Zoom. The goal of AOA is to not reimburse conference fees but instead to roll them over to next year's AOA conference. They are considering special cases that need to be reimbursed, but for the most part would like to have the cash flow ready for next year.

#### **Financial Officers of Association (FOA) Collaboration**

Alejandre shared that the Financial Officers Association is planning on having an in-person conference the week of April 18<sup>th</sup>. Alejandre suggested the AOA Philanthropy Committee collaborate with FOA to see if there are any areas in which both can partner up on conference topics. An area suggested is scholarship accounting and/or gift accounting and how that gift funds sustain state side programs. Alejandre will work with new chair, Caroline Johansson (SFSU) on this. Update: Caroline Johansson will contact FOA committee members in charge of their programs at AOA Conference after their conference in April to see if we can collaborate at 2023 AOA Conference in Sacramento.

#### **Board Orientations**

The Philanthropy Committee discussed board orientation which focused on how they are conducted and how often. Monica Alejandre shared CSUSB conducts their board orientation once a year and they review the bylaws, the organization structure, the foundation operating budget, the endowment. Venesia Thompson- Ramsay shared that SF State also covers similar areas but focuses on the purpose of the foundation and what the roles and expectations of the board members are. Aaron Moore added that the Chancellor's Office uses the recruitment process for when board members are getting the opportunity to interact with President, the Vice Chair of the foundation and others.

#### **Foundation Finances Presented by Ian Hannah, Keith Kompsi, & Todd Au**

Ian Hannah (Sonoma Foundation), Keith Kompsi (Fresno Foundation), and Todd Au (Graystone Consulting) presented on the topic of endowment investment management vs. investment of non-endowed cash. The discussion began with endowment management which was presented by Hannah. The CSU's 2020-21 Endowment Market Value was \$2.4 billion with \$113 million in gifts to the endowments and \$71 million in distributions. Au explained what is considered non-endowed cash components and investing considerations. Au also discussed endowment trends and how they are entering a challenging environment. Au presented alternatives to consider

that can possibly give higher rates of return. Kompsi discussed non-endowed cash management which included non-endowed cash components and non-endowed cash investing considerations.

### **Incoming Chair, Vice-Chair and Conference Planning Committee (CPC) Representative**

The Committee welcomed Caroline Johansson, of the San Francisco State Foundation as Chair and Ian Hannah of Sonoma State Foundation as Vice-Chair for the upcoming year. Ericka Scott of the Cal Poly Foundation will be our CPC participant.

### **AOA Philanthropic Group Portal**

Due to the combined efforts of Johansson and Hannah to get the word out about the AOA Philanthropic committee and with the help of Dixie Johnson, the group portal registrations have increased from 14 to 27 members as of the date of this report.

### **Next Meeting & Agenda Topics**

The next meeting for the Philanthropy Committee will be on Wednesday, April 27, 2022 from 1:00pm to 2:30pm. The agenda will cover: Policy updates from the Chancellor's Office, a presentation about accepting Cryptocurrency gifts, AOA Executive Committee Updates, and open discussion topics that may include hybrid vs. in person Board meetings.



AOA Past President Committee  
Annual Meeting Report

Prepared: December 28, 2021

The purpose of the Past President's Committee is to actively engage previous presidents of AOA in ways that attempt to keep them connected to the AOA, while also allowing AOA to benefit from their expertise and leadership. The committee is intended to:

1. Serve in an advisory capacity to the President of AOA and Executive Committee and to provide some historical context to current situations, challenges, and opportunities
2. Advise and assist the AOA President, when requested, with special projects that contribute to the advancement of auxiliaries in the CSU
3. Advocate on behalf of auxiliaries at the direction of the AOA President and the Executive Committee.

The AOA Past President Committee meets annually at the conference or more frequently as needed at the request of the AOA President. Membership is comprised of all AOA Past-Presidents currently employed in the CSU or by a CSU auxiliary. The current committee is comprised of the following individuals:

Michele Goetz, SDSU (2008) – Committee Chair

Kacie Flynn, Humboldt (2020)

John Griffin, San Bernardino (2019, 2015)

Jim Reinhart, Sacramento (2018)

Keith Kompsi, Fresno (2017)

Christina Brown, SDSU (2016)

Deborah Adishian-Astone, Fresno (2012)

Dave Edwards, Fullerton (2010)

Leslie Levinson, SDSU (2005)

Richard Jackson, AOA (2003)

This past year, the committee was asked to address two requests for input from AOA President Monica Kauppinen – development of an Auxiliary Executive Director Toolkit and feedback/recommendation for hosting a second AOA Leadership Academy.

### **1. Auxiliary Executive Director Toolkit**

Request: AOA would like to develop a framework or “toolkit” to help auxiliary leaders introduce and educate their campus leadership to the role of auxiliaries and the benefit to the campus.

The committee discussed some of the current issues auxiliaries are experiencing across the system and concurred that a toolkit of resources on the AOA website would be helpful for auxiliary leaders to develop their own organization-specific briefing document to educate new

university leaders about the unique nature of auxiliaries in the CSU and the value they bring to their respective campuses.

Suggestions for the toolkit included:

- Framework for auxiliary briefing document
- Updated AOA Fact Sheet
- Updated CSU Auxiliary Organization Compliance Guide
- AOA 101 slide deck
- CSU 101 slide deck
- Board of Trustees presentation
- Briefing document on what to consider in setting up a new auxiliary or retiring an existing auxiliary
- Briefing document on how to respond to concerns about control and autonomy
- Briefing document on function of the campus CFOs in oversight, audits, and controls.
- FAQs about auxiliaries on AOA and CSU websites

The committee decided to focus its efforts on creating a framework of documents and topics that might be included in a briefing document to provide executive directors a starting point for introducing their auxiliary to new university leaders. An outline was prepared (attached) and presented to the executive committee for input. After sharing with the AOA Executive Committee, the framework was used by CSU Fullerton to create a campus leadership briefing document for the Associated Students, Inc. SDSU Research Foundation also utilized an abridged version of the framework for a proposal submission.

The committee recommended that AOA establish working groups to focus on some of the other suggested tools and create a section of the AOA website where the framework and other tools could be housed and easily accessed by the membership.

## **2. Leadership Academy**

Request: Plans were underway for the second Leadership Academy when COVID19 hit in early 2020. The AOA leadership would like to offer a second academy and requested the past president's committee provide recommendation on timing and format.

The committee discussed the initial leadership academy and level of interest that was generated. The first academy was specifically designed to identify people ready to move up into a leadership role and to provide a pipeline of qualified and interested candidates for AOA president. Clearly this was successful as evidenced by selection of Monica Kauppinen and Martiz Ware, members of the first cohort, for successive president-elect roles. Feedback from the current officers indicates that the pool of candidates for the president-elect position looks strong for the next couple of years. The committee also discussed the level of commitment needed to put on the academy, the need for continued engagement of the first cohort, whether the curriculum would need to be updated and the amount of administrative support that was needed.

The committee developed the following recommendations:

- Postpone the next Leadership Academy to November 2022.
- Leadership Academy be held no more frequently than every other year.
- Collect the materials developed from the first Academy and put it into a format that can be preserved and shared.
- Develop a session at the annual conference as a way of continuing to engage the first cohort and cultivate new potential applicants.
- The original Academy was held in August which is bad timing for anyone in finance. Consider combining with November Executive Committee meeting in the future.
- Engage the executive committee and/or other committee members to help teach the academy.
- Engage conference support service providers to provide administrative support.

A complete set of materials from the first Leadership Academy was provided to AOA on June 24<sup>th</sup>. A session utilizing these materials has been developed and will be offered during the 2022 AOA Conference and the AOA secretary/treasurer is following up with service providers for potential interest and costs to provide support for the next Leadership Academy.

The next meeting of the past president's committee is scheduled to be held on Sunday, January 9 from 4:00 – 5:00 p.m.

## **CSURMA AORMA UPDATE FOR THE AOA EXECUTIVE COMMITTEE MEETING APRIL 2022**

### **1. AORMA Committee Roster:**

The AORMA Committee currently has one open seat, which is available to be filled immediately by appointment of the Chair.

### **2. Current Long Range Goals:**

- Resource Guide – Risk Management Considerations for Accepting Gifts
- Resource Guide – Acceptance, Evaluation and Storage of Waivers
- Resource Guide – Indemnification Language and Insurance Requirements for Subcontractors (including a review checklist)
- Resource Guide – How to Analyze Certificates of Insurance and Endorsements
- Evaluation of Property Schedules and Off-Campus Locations
- Resource Guide - Good Practices While Working From Home
- Risk Management Aspects Surrounding Public Records Acts Requests
- Separate but Related (How the CSU and Auxiliary Organizations work in partnership with the AOA)
- Intellectual Property Insurance for the CSU's Tech Transfer Programs

### **3. CSURMA Insurance Requirements in Contracts (IRIC) Manual:**

An updated version (2022.1) of the CSURMA IRIC manual is posted on the CSURMA website within the Risk Management section. The manual is reviewed every two-years for any updates or changes to suggested insurance requirements. The newly released Version 2022.1 includes the following modifications:

- Updated Additional Insured Charts & Comparison of AI Endorsements
- Further clarification on The Myth of "Following Form" Coverage
- More detail on perils of contractor SIR coverage
- Declarations Pages, Schedule of Endorsements, and Prior Work Exclusions
- Standard Limits for Airport tenants, vendors & users
- Sample CA Workers' Compensation exemption

### **4. Certificates of Insurance (COI) and Endorsements – Review Checklist Resource Guide**

The COI and endorsement checklist is posted on the CSURMA website within the Risk Management section. The checklist is an example of how the auxiliary organizations can to review their contract specifications against the COI and endorsements received from service providers.

The checklist is designed to be used in review of the most common services; however, specialized services require different insurance requirements which can be found in the Insurance Requirements in Contracts (IRIC) manual.

## **5. Indemnification Language and Insurance Requirements for Subcontractors – Resource Guide**

The Indemnification Language and Insurance Requirements for Subcontractors – Resource Guide is posted on the CSURMA website within the Risk Management section. This document provides additional details to include in your agreements when subcontractors may be involved in your project.

## **6. CSURMA Property Insurance – Off Campus Locations**

Effective July 1, 2022, the CSURMA AORMA Property Program will include limits on all properties located away from Campus and particularly those in remote locations. We have not received the exact coverage limitations from the commercial property insurers, but we are anticipating that coverage will be limited to the Total Insurable Values declared on the Auxiliary Organization’s Statement of Values. Therefore, all members are urged to review all off-campus locations and amend values as appropriate.

Remember, the appraised building values only include the building structure, but do not include personal property, equipment, outbuildings, fences, signs, building foundations, etc. The Program Administrators have reviewed all individual member values and will be reaching out to AORMA members separately, if some of your property locations are away from campus.

## **7. Building Appraisals**

Every five years, CSURMA contracts with Alliant Appraisal Services to appraise all of your owned buildings valued at \$1MM or above (*all buildings regardless of value are appraised every ten years*). The appraiser will contact you directly to set up an appointment. Completion of the appraisals can take over a year, as all buildings, State and Auxiliary owned, are appraised at the same time. Once the appraisals are completed, the Program Administrator will send you the report for your review and approval.