ASUC StudentUnion

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ARTICLE 1: NAME AND PURPOSE

Section 1.1 NAME

The name of this Board shall be the ASUC Student Union Board (the "Board").

Section 1.2 PURPOSE

The Board shall establish policy and standards for, and provide oversight over, all ASUC Commercial Activities and ASUC Student Union Administration (the "Admin") Student Services in a manner consistent with all applicable University policies, as set forth in the ASUC Commercial Activities and Student Services Agreement ("CASSA") between the ASUC and the University of California, Berkeley.

Section 1.3 DELEGATION

As of the date on which the 2014 CASSA is signed by both the ASUC and the Chancellor, the Board shall be delegated the authority necessary for it to carry out its functions as described in the ASUC Commercial Activities and Student Services Agreement.

Section 1.4 DEFINED TERMS

Capitalized terms used In the Charter shall have the definitions used In the ASUC Commercial Activities and Student Services Agreement by and between The Regents of the University of California ("University") and the Associated Students of the University of California.

ARTICLE 2: MEMBERS - APPOINTMENT AND REMOVAL

Section 2.1 MEMBERSHIP

The Board shall consist of twelve (12) voting members, who shall be appointed as follows:

A. The ASUC President, ASUC Executive Vice President, GA President, and GA Internal Vice President who shall become members of the Board upon their respective election to office and who shall remain members until their successors shall have been elected.

B. Two Undergraduate Members, who at all times during their terms shall be enrolled at the University of California, Berkeley as undergraduate students. Undergraduate Members shall be appointed for a term of two years commencing on the first day of July In the year of their appointment.

C. One Graduate Member, who at all times during his/her term shall be enrolled at the University of California, Berkeley as graduate level student. He/she shall serve a one-year term commencing on the first day of July in the year of their appointment.

D. Three at-large representatives of the University who shall be appointed by the Chancellor to a term commencing on July 1, and which expires on June 30, two years later.

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E. Two Faculty Members who at the time of their appointment are members of the Academic Senate of the University of California, Berkeley, and who have been nominated by the Academic Senate and appointed by the Chancellor to a term of two years, commencing on July 1, and which expires on June 30, two years later. Upon a vacancy in either of these faculty seats, the SU Admin Executive Director shall notify the Academic Senate Chair within one (1) month of the vacancy.

Section 2.2 APPOINTMENTS OF UNDERGRADUATE MEMBERS

Undergraduate Members (Section 2.1B) shall be nominated by a committee consisting of the ASUC President, the ASUC Executive Vice President, and one current Undergraduate Member of the Board (the outgoing member, if available) and two members of the ASUC Senate, who shall be non-voting members of the committee. The committee shall forward one nominee to the ASUC Senate per open seat. Upon approval of the ASUC Senate, that person shall be appointed to the Board.

The committee shall be convened after the February Board meeting and release applications two weeks before the Spring Break in time to allow the appointment(s) to be confirmed before the last ASUC Senate meeting of the academic year. The committee shall forward its nominations) to the ASUC Senate no iater than the last senate meeting of each spring semester, or within three weeks after a vacancy occurs.

Section 2.3 APPOINTMENTS OF GRADUATE MEMBERS

The Graduate Member (Section 2.1C) shall be nominated by the President of the Graduate Assembly and confirmed by the GA Executive Board.

Section 2.4 NON-VOTING MEMBER

The Executive Director of the SU Admin shall be a non-voting, *ex-officio* member of the Board.

Section 2.5 ATTENDANCE REQUIREMENTS

Any member of the Board (except those enumerated in Section 2.1A) shall be removed by the Board if s/he is absent from three (3) consecutive monthly meetings, or absent from more than one-third (1/3) of the Regular Meetings of the Board in a given Semester, without a valid excuse. Any person that is removed from the Board under this Section shall be ineligible for re-appointment to the Board for a period of one year. All members are allowed to send proxies with prior notice, at the discretion of the Chair of the Board.

Section 2.6 REMOVAL OF MEMBERS

An Undergraduate Member may be removed from the Board with or without cause consistent with the policies and bylaws of the ASUC. A Graduate Member may be removed from the Board with or without cause according to the policies and bylaws of the Graduate Assembly, The Chancellor may remove, at

any time, any member appointed by the Chancellor. The Academic Senate may remove, at any time, any members of the Academic Senate.

Section 2.7 RESIGNATION OF MEMBERS

Any member of the Board (except those enumerated in Section 2.1A) may resign effective upon giving written notice to the Chair of the Board, unless a later time of effectiveness is specified In the notice.

Section 2.8 FILLING VACANCIES

Vacancies on the Board shall be filled in the same manner as original appointments, by the person or entity that appointed the departed member.

Section 2.9 DUTIES OF MEMBERS

A. Each member shall perform the duties of a member of the Board, in good faith, in a manner the member believes to be in the best interests of the University of California, Berkeley, and Its students, and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

B. In performing his or her duties each member shall be entitled, so long as he or she acts In good faith after reasonable inquiry when the need for it is indicated by the circumstances and without knowledge that would cause the reliance to be unwarranted, to rely on information, opinions, reports, or statements. Including financial statements and other financial data, in each case prepared or presented by:
    1. One or more officers of the SU Admin whom the member believes to be reliable and competent in the matters presented.

    2. Counsel, independent accounts, or other persons regarding matters that the member believes to be within the person's professional or expert competence.

    3. A committee of the Board on which the member does not serve, regarding matters within Its designated authority, which committee the member believes merits confidence.

A person who performs the duties of a member in accordance with subsections 2.9A and 2.9B will have no liability based on any alleged failure to discharge the person's obligation as a member.

Section 2.10 REIMBURSEMENT

Members shall receive reimbursement for their expenses as approved by the SU Board.

ARTICLE 3: DUTIES OF THE BOARD

Section 3.1 ESTABLISH STANDARDS FOR ASUC COMMERCIAL OPERATIONS AND STUDENT SERVICES

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The Board shall:

A. Establish standards for and define the scope of services to be offered by third party vendors and the SU Admin;
a. When possible, service scope and staffing changes by SU Admin should be communicated to Board in advance of any action being taken by the SU Admin.
b. If a single member of the Board questions any action by the SU Admin, Including staffing actions, the action will be brought forward to the entire Board for discussion and final decision.

B. Determine the need for and approve the issuance by the SU Admin of Requests for Proposals for third party vendors of ASUC Commercial Activities;

C. Evaluate proposals of and select third parties to operate ASUC Commercial Activities;

D. Establish standards of social responsibility for third party vendors In line with UC Berkeley policies;

E. Determine the manner of providing ASUC Commercial and Student Services Activities when leases and operating agreements for their provision expire;

F. Establish and review policies for the use of Commercial Activity and Student Service Space, including appearance of facilities In relation to the campus surroundings;

G. Establish restrictions on use of Commercial Activity and Student Services Space, including appearance of facilities in relation to the campus surroundings; and

H. Review and approve proposed leases for Commercial or Student Services Space.

Section 3.2 BUDGET RESPONSIBILITY

A. The Board shall, prior to adoption of each annual budget of the SU Admin, review the proposed budget, and approve or reject it, and shall, as necessary, during each fiscal year, review and approve proposed variances to the SU Admin's budget.

B. The Board may recommend amendments or alterations to the Budget.

Section 3.3 FORWARDING ACTIONS AND DECISIONS

The Chair of the Board shall forward to the ASUC Senate and GA Executive Board and the Chancellor or his/her designee all SU Board meeting minutes, which detail each decision or action of the Board. These meeting minutes will be shared within a timely manner. The Chair shall also include any minority reports submitted to him/her during this period.

Section 3.4 OTHER FUNCTIONS

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The Board may carry out any other duty delegated to it by the ASUC Commercial Activities and Student Services Agreement or any duty necessary and proper to its functioning.

ARTICLE 4: OFFICERS

Section 4.1 ELECTION AND TERM

The officers of the Board shall be a Chair and Vice Chair, who shall be elected by a majority vote. The Board shall elect its officers at its last Regular Meeting before July 1 of each year. Officers of the Board shall serve a term of one year, commencing upon election.

Section 4.2 VACANCIES

In the case of a vacancy in the Vice Chair, the Board shall elect a new officer to complete the remainder of the term. In the case of a vacancy in the Chair, the Vice Chair shall become Chair and complete the remainder of the term, and a new Vice Chair shall be elected.

Section 4.3 QUALIFICATIONS OF CHAIR AND VICE CHAIR

At ail times, either the Chair or the Vice Chair of the Board shall be a student and the other shall be a University or Faculty representative.

Section 4.4 DUTIES OF THE CHAIR

A. To preside at meetings of the Board and moderate debate on any issue.

B. To set the agenda of Board Meetings.

C. To call Special Meetings of the Board.

D. To appoint to Committees of the Board.

Section 4.5 DUTIES OF THE VICE CHAIR

A. To assist the Chair in the running of the Board.

B. To carry out the duties of the Chair in his/her absence.

ARTICLE 5: MEETINGS

Section 5.1 REGULAR AND MONTHLY MEETINGS

The Board shall meet on a monthly basis from August through May. In addition to its monthly meetings, the Board may establish additional regular meetings at such times that it may determine.

Section 5.2 SUMMER MEETINGS

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The Board shall meet at least once during the months of June or July, on a date to be established by the Board.

Section 5.3 SPECIAL MEETINGS

The Board, or the Chair or Vice Chair, may call a special meeting of the Board. If a special meeting is called during the period from August through May. each member of the Board shall be given at least forty-eight (48) hours' notice. If a special meeting is called during the months of June or July, each member shall be given at least fourteen (14) days' prior notice.

Section 5.4 NOTICE

Notices may be either in writing or delivered by telecommunications in which confirmation of receipt is affected.

Section 5.5 RULES OF ORDER AND QUORUM

Unless the Board adopts other rules, it shall use the most recent edition of Robert's Rules of Order, Newly Revised as guide for operating its meetings. Six (6) members of the Board (with at least two students present) shall constitute a quorum to conduct business, but a smaller number may convene to hear reports or consider items as a Committee of the Whole. The Board may also overrule a decision of the Chair of the Board with a two-thirds (2/3) vote.

Section 5.6 SU ADMIN DIRECTOR REPORTS

At each meeting of the Board, the Executive Director of the SU Admin shall report to the Board the status of the SU Admin Operations, the financial status of the SU Admin and of the ASUC Commercial Activities and Admin Student Services; he/ she shall report any actions taken by the SU Admin that affect ASUC Commercial Activities or Admin Student Services, and shall notify the Board of any concern of any vendor conducting ASUC Commercial Activities.

Section 5.7 COMMITTEE REPORTS

At each meeting of the Board, each committee of the Board shall report its activities to the Board, and include in writing any recommendations to the Board.

Section 5.8 OPEN MEETINGS

Meetings of the Board or its committees shall be open to the public, except when the Board (or in the case of a committee meeting, the committee) by a two-thirds (2/3) vote, shall vote to hold Executive Session. Notwithstanding such a vote, any member of the ASUC Senate or Graduate Assembly Executive Board may attend and participate as an observer in any meeting of the Board or its committees. The Board or its committees may hold Executive Session only when issues of litigation, investment, property acquisition, personnel, or final evaluation of RFP or RFI's for the operation ASUC Commercial Activities and SU Student Services are to be considered. The Board or its committees shall not take any action in Executive Session.

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Section 5.9 ACTION WITHOUT MEETING

Any action or decision required or permitted to be taken by the Board or a committee of the Board may be taken without a meeting if two thirds (2/3) of the whole number of members of the Board, or two thirds (2/3) of the whole number of members of a relevant Committee, individually or collectively, consent in writing or electronically to that action, provided that all members of the Board, or the relevant Committee, are notified in writing or electronically prior to the action or decision. All actions by written or electronic consent shall have the same force and effect as a vote of the Board or the relevant Committee, and shall be entered into the minutes of the Board or relevant Committee at its next meeting. No action or decision shall be taken by written or electronic consent unless that action or decision is required to be taken prior to the next time that it is feasible for the Board or the relevant Committee to meet.

ARTICLE 6: COMMITTEES

Section 6.1 BOARD COMMITTEES

The Board shall establish the following committees: i) Organization and Governance, ii) Business Development and Finance, and (iii) Operations, Facilities, and Planning. Each committee shall consist of a minimum of five (5) persons, a majority of whom shall be students, drawn from interested members of the campus community, at least two of whom shall be a member of the Board and one of whom shall serve as Chair. Members of the committees shall be appointed by the Chair of the Board, with the advice and consent of the Board and shall serve at the pleasure of the Board. ASUC Senators and Graduate Assembly Executive Officers are encouraged to serve on committees that interest them.

Section 6.2 ORGANIZATION AND GOVERNANCE COMMITTEE

The Organization and Governance Committee shall plan annual or semester retreats/trainings for the Board, recommend updates to the CASSA and Board Charter and Bylaws as necessary, and seek and approve appointments to Admin hiring committees convened by the Executive Director or his/her designee. The Organization and Governance Committee shall also serve to advise the Board on policy, approving the addition or removal of staff positions to the SU Admin, and, when appropriate, giving advice to the Executive Director of the SU Admin as to the performance review of Admin personnel. The Organization and Governance Committee shall also provide the Campus Administrator who the Executive Director reports to with a performance review of the Executive Director of the SU Admin, including a recommendation of termination In officer or of reassignment. The Executive Director is responsible for the performance of SU Admin personnel, including but not limited to, hiring, performance management, equity adjustments, and staffing changes, with the exception of Human Resources and working title changes, which require Board approval. Additionally, this committee will advise SU Admin Student Services on strategic planning, long-term development, and program expansion.

Section 6.3 BUSINESS DEVELOPMENT AND FINANCE COMMITTEE

The Business Development and Finance Committee shall serve to advise the Board on policy In regard to contracts, operations, and promotion of ASUC businesses, including retail and food vendors, the

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student store, and any future businesses. This committee should continually seek new opportunities to enhance revenue generation and expansion of ASUC businesses to other parts of campus. This committee shall also work closely with the SU Admin's Financial Director, or the successor position, and her/his staff to advise on the budget, strategic planning, and the development of business plans of the ASUC Commercial Services. This committee shall also work with the Chair of the Board to train Board members of their fiduciary responsibilities as Board members at the start of each year. This committee shall also periodically review the SU Admin Financial Actuals, as well advise the SU Admin on the creation of annual Admin Budget.

Section 6.4 OPERATIONS, FACILITIES, AND PLANNING COMMITTEE

The Operations, Facilities, and Planning Committee shall advise the Board on policies and procedures pertaining to facilities usage, hours of operation, and maintenance. The committee shall also review and make recommendations to the Board on maintenance plans and facilities changes. The committee shall also review and recommend to the Board regarding policies and procedures for any Student Union spaces and Admin Student Services' spaces, excluding any ASUC or GA-controlled spaces.

Section 6.5 COMMITTEES OF THE BOARD

The Chair of the Board shall, as necessary, appoint, with the advice and consent of the Board, ad hoc committees of the Board to consider questions before the Board. Such committees shall dissolve on the completion of their assigned task. Ad hoc Committees of the Board shall consist only of members of the Board.

ARTICLE 7: AMENDMENTS

Section 7.1 AMENDMENTS

Amendments to this Charter may be proposed by a two-thirds (2/3) vote of the Board, and shall take effect upon ratification by the ASUC Senate. GA Executive Board, and the Chancellor. If any amendment to this Charter in any way conflicts with the ASUC Commercial Activities and Student Services Agreement, the ASUC Commercial Activities and Student Services Agreement shall control.

ARTICLE 8: BOARD BYLAWS

SECTION 8.1 CREATION AND BYLAWS

The Board may establish and amend Bylaws regarding its Board policies and procedures as long as such Bylaws do not contradict this Charter or the Commercial Activities and Student Services Agreement ("CASSA"). The establishment of new Bylaws or revisions to existing Bylaws requires a two-thirds (⅔) vote of the Board. The Organization and Governance Committee of the Board shall be responsible for reviewing all Bylaw creations or updates and shall engage In an annual review of any established Bylaws. The Board Bylaws may not delegate the Board's authority (as laid out in this Charter and the CASSA) to any other entities. An updated copy of any Board Bylaws must be publically available and shall be posted on the SU Admin website at all times. If the Board's Bylaws are updated, the revised copy of the Bylaws must be posted on the SU Admin website within two (2) weeks of the revision approval by the Board.

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